

No.: 01/2025/QC-DIC

*Dong Nai, May 28, 2025*

## **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

- Pursuant to the Law on Securities dated November 26, 2019;
- Pursuant to the Law on Enterprises dated June 17, 2020;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of DIC - Dong Tien Joint Stock Company;
- Pursuant to Resolution of the General Meeting of Shareholders No. 2805 dated May 28, 2025.
- The Board of Directors promulgates the Internal Regulations on Corporate Governance of DIC - Dong Tien Joint Stock Company;
- The Internal Regulations on Corporate Governance of DIC - Dong Tien Joint Stock Company include the following contents:

### **Article 1. Scope of regulation and subjects of application**

**1. Scope of regulation:** The Internal Regulations on Corporate Governance stipulate the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, the Director (General Director); the order and procedures for convening meetings of the General Meeting of Shareholders; nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Supervisory Board, the Director (General Director), and other activities in accordance with the Company's Charter and current legal regulations.

**2. Subjects of application:** These Regulations apply to members of the Board of Directors, the Supervisory Board, the Director (General Director), and related persons.

### **Article 2. General Meeting of Shareholders**

#### **1. Role, rights, and obligations of the General Meeting of Shareholders:**

##### **1.1. The Annual General Meeting of Shareholders has the right to discuss and approve:**

- a. Audited annual financial statements;
- b. Report of the Board of Directors on governance and performance of the Board of Directors and each member of the Board of Directors;

c. Report of the Supervisory Board on the Company's business performance, on the performance of the Board of Directors and the General Director;

d. The Company's short-term and long-term development plans.

***1.2. The Annual and Extraordinary General Meetings of Shareholders shall approve decisions on the following matters:***

a. Approval of the annual financial statements;

b. Annual dividend rate for each class of shares in accordance with the Law on Enterprises and the rights attached to such class of shares. This dividend rate shall not exceed the rate proposed by the Board of Directors after consulting shareholders at the General Meeting;

c. Number of members of the Board of Directors;

d. Selection of the auditing company;

e. Election, dismissal, removal, and replacement of the Board of Directors and the Supervisory Board;

f. Total remuneration of members of the Board of Directors and the remuneration report of the Board of Directors;

g. Addition and amendment of the Company's Charter;

h. Type and number of new shares to be issued for each class of shares and the transfer of shares by founding shareholders within the first three (03) years from the date of establishment;

i. Division, separation, merger, incorporation, or conversion of the company;

j. Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;

k. Examination and handling of violations by the Board of Directors and the Supervisory Board causing damage to the Company and its shareholders;

l. Decision on transactions involving the sale of assets of the Company or its Branches, or purchase transactions with a value of 50% or more of the total value of the Company and its Branches as stated in the latest audited financial statements;

m. Repurchase by the Company of 10% of a class of issued shares;

n. The General Director concurrently holding the position of Chairman of the Board of Directors;

o. The Company or its Branches entering into contracts with persons specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company and its Branches as recorded in the latest audited financial statements;

p. Other matters as prescribed in this Charter and other regulations of the Company.

***1.3. Shareholders shall not be entitled to vote in the following cases:***

a. Approval of contracts specified in Clause 1, Article 14 when such shareholder or their



related person is a party to the contract;

b. Repurchase of shares from such shareholder or their related person, except in cases where the repurchase is carried out in proportion to all shareholders' ownership or conducted through order matching or public tender offer on the Stock Exchange (in case the Company is listed on the stock exchange).

***1.4. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.***

**2. Procedures for Convening the General Meeting of Shareholders and Passing Resolutions by Voting at the Meeting of the General Meeting of Shareholders Include the Following Key Contents:**

***2.1. Authority to Convene the General Meeting of Shareholders:***

The Annual or Extraordinary General Meeting of Shareholders shall be convened in accordance with Point b or Point c, Article 13 of the Company's Charter.

***2.2. Preparation of the List of Shareholders Entitled to Attend the Meeting:***

The convener of the General Meeting of Shareholders must prepare a list of shareholders eligible to attend and vote at the meeting. This list must be made no more than ten (10) days before the date of sending the invitation to the General Meeting of Shareholders.

***2.3. Notification of the finalization of the list of Shareholders Entitled to attend the Meeting:***

The Company must publish information regarding the finalization of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the record date.

***2.4. Notice of convening the General Meeting of Shareholders:***

The meeting invitation must be sent to all shareholders and simultaneously published on the Company's website, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The notice must be sent at least twenty-one (21) days before the meeting date (calculated from the date the notice is validly sent, delivered, postage-paid, or placed in the mailbox). The meeting agenda and documents relating to matters to be voted on at the meeting must be sent to shareholders and/or posted on the Company's website. If documents are not enclosed with the meeting notice, the invitation must clearly state the web link to access the full set of meeting materials.

***2.5. Agenda and content of the General Meeting of Shareholders (person responsible for preparing the agenda and content; provisions on shareholders' proposals for inclusion in the agenda):***

a. The convener of the meeting must prepare the agenda and content of the meeting. The scope of discussion and decision-making authority of the General Meeting of Shareholders is specified in Clause 4, Article 17 of the Company's Charter.

a. Shareholders or groups of shareholders as defined in Clause 3, Article 11 of the Charter

have the right to propose matters for inclusion in the meeting agenda. Proposals must be made 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 include the shareholder's full name, number and class of shares held, and the proposed content to be included in the agenda.

b. The convener of the meeting has the right to reject proposals related to Clause 4, Article 17 of the Company's Charter in the following cases:

- The proposal is not submitted on time or is incomplete/incorrect in content;
- At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares continuously for at least six (6) months as prescribed in Clause 3, Article 11 of the Company's Charter;
- The proposed matter does not fall within the authority of the General Meeting of Shareholders to discuss and decide;
- Other cases.

c. The Board of Directors must prepare draft resolutions for each matter on the meeting agenda.

d. If all shareholders representing 100% of the voting shares attend the meeting in person or through authorized representatives, any decision unanimously passed by the General Meeting of Shareholders shall be deemed valid, even if the meeting was not convened in accordance with procedures or the resolution was not included in the agenda.

#### ***2.6. Authorization to Attend the General Meeting of Shareholders:***

a. Shareholders entitled by law to attend the General Meeting of Shareholders may authorize a representative to attend. If more than one representative is appointed, the number of shares and voting rights authorized to each representative must be clearly specified.

b. Authorization must be made in writing using the Company's form and signed as follows:

- If the authorizing party is an individual shareholder, the power of attorney must be signed by both the shareholder and the authorized representative;

- If the authorizing party is the legal representative of a shareholder that is an organization, the power of attorney must be signed by the authorized representative, the legal representative of the shareholder, and the authorized attendee;

- In other cases, the power of attorney must be signed by the legal representative of the shareholder and the authorized attendee;

- The authorized representative must submit the power of attorney before entering the meeting. If a lawyer signs the designation on behalf of the authorizing party, the appointment is only valid if the designation is presented along with the power of attorney for the lawyer or a valid copy of the power of attorney (if not previously registered with the Company).

c. Except as provided in Clause 3, Article 15 of the Company's Charter, votes cast by an authorized representative within the scope of authorization remain valid in the following cases:

- The authorizing party has died, become legally incapacitated, or lost legal capacity;



- The authorizing party has revoked the authorization;
- The authorizing party has revoked the authority of the authorized representative.

This provision does not apply if the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

***2.7. Registration procedure for attending the General Meeting of Shareholders (GMS):***

a. On the date of the GMS, the Company must carry out the registration of shareholders and continue registering until all eligible shareholders present at the meeting have completed the registration.

b. During the registration, the Company shall issue to each shareholder or authorized representative eligible to vote a voting card indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes corresponding to the shares held. During voting at the GMS, the votes in favor are collected first, followed by votes against. The total number of votes in favor, against, abstained, or invalid for each matter shall be announced by the chairperson immediately after voting on that matter concludes. The GMS shall elect individuals to be responsible for counting or supervising the vote counting, as proposed by the chairperson. The number of vote-counting committee members shall be determined by the GMS based on the proposal of the chairperson and in accordance with applicable laws.

c. Shareholders arriving late to the GMS are allowed to register upon arrival and are entitled to participate in voting from that point onward. The chairperson is not obligated to suspend the meeting for late registrants, and any voting already conducted before their arrival remains valid and unaffected.

***2.8. Conditions for convening the GMS:***

a. The GMS may proceed when attending shareholders represent at least 65% of the voting shares.

b. If the required quorum is not met within 30 (thirty) minutes from the scheduled start time, the convener shall cancel the meeting. The GMS must be reconvened within 30 (thirty) days from the intended date of the first meeting. The reconvened GMS may proceed when shareholders or their authorized representatives present represent at least 51% of the voting shares.

c. If the second meeting cannot proceed due to insufficient quorum within 30 (thirty) minutes from the scheduled start time, the third GMS shall be convened and may proceed regardless of the number of shareholders or authorized representatives attending, provided they were approved to attend the first meeting.

***2.9. Forms of passing resolutions at the GMS:***

Resolutions may be passed through direct voting at the GMS or by collecting written opinions.

***2.10. Voting procedures:***

a. Voting by ballot is conducted as follows:

- Voting matters shall be listed on the voting card, where the shareholder/authorized representative indicates their vote by selecting "Agree," "Disagree," or "No opinion" for each item.

- Shareholders shall cast votes based on the following principles:

- + Voting shall commence upon the order of the chairperson or head of the vote-counting committee and shall conclude either upon deposit of the ballot in the ballot box or after 30 (thirty) minutes from the start of voting, whichever comes first. The ballot box shall then be sealed.

- + Vote counting shall begin immediately after the ballot box is sealed.

- Invalid voting cards will not be counted, including:

- + Cards not following the format issued by the organizing committee or lacking the company's seal;

- + Cards that are torn, erased, altered;

- + Cards without the signature of the shareholder or authorized representative;

- + Cards with additional information or symbols that make it impossible for the vote-counting committee to determine the vote;

- + Cards containing multiple votes for a single item shall render that specific vote invalid;

- The validity of votes on each item is assessed independently. An invalid vote on one item does not affect the validity of others.

- If a shareholder makes an error on the voting card (before placing it in the ballot box and before the voting deadline), they may approach the head of the vote-counting committee to request a replacement card to ensure their rights.

b. Voting by direct show of hands (when ballots are not used) shall be conducted as follows: Shareholders/authorized representatives cast their vote on each matter by raising their voting card or by another method directed by the chairperson. The vote-counting committee shall record the number of votes in favor, against, and abstentions and announce the result to the GMS.

c. Election of members of the Board of Directors/Supervisory Board shall follow the election rules adopted at the GMS or as enclosed with the shareholder opinion collection form (in case of written opinion collection).

### ***2.11. Ballot Counting Procedures:***

a. The vote counting committee shall be proposed by the Chairperson and approved by the General Meeting of Shareholders to conduct the vote counting at the meeting;

b. The vote counting committee shall carry out the ballot counting in accordance with the following regulations:

- The vote counting committee shall work in a separate room/area;



- The vote counting committee may use electronic devices to count the votes;
  - Verify the validity of the Voting Cards;
  - Calculate and exclude the number of voting shares not entitled to vote of the relevant shareholders (if any) for each matter requiring voting;
  - Seal all Voting Cards and hand them over to the Head of the vote counting committee.
- c. Prepare and announce the Vote Counting Minutes:
- After completing the vote counting, the vote counting committee shall prepare the Vote Counting Minutes;
  - The content of the Vote Counting Minutes must include the following main information:
    - + Time and location of the vote counting;
    - + Members of the vote counting committee;
    - + Total number of shareholders with voting rights attending the meeting;
    - + Total number of shareholders with voting rights participating in the voting;
    - + Number and percentage of valid and invalid votes;
    - + Number and percentage of votes for each issue;
    - + The Vote Counting Minutes must be signed by the members of the vote counting committee.

#### ***2.12. Conditions for Resolution Adoption:***

a. The following resolutions shall be passed if approved by shareholders representing at least 65% of the total voting shares of all shareholders attending the meeting; the specific ratio is determined by the company's Charter:

- Types of shares and total number of shares of each type;
- Changes in business lines and industries;
- Changes in the organizational and management structure of the company;
- Investment projects or asset sales with a value equal to or greater than 35% of the total asset value recorded in the latest financial statements of the company, or a smaller ratio or value as prescribed in the company's Charter;
- Reorganization or dissolution of the company;
- Other matters as prescribed by the company's Charter.

b. Other resolutions shall be passed if approved by shareholders representing at least 51% of the total voting shares of all shareholders attending the meeting, except as provided in Clauses 1 and 3 of this Article.

c. Voting for members of the Board of Directors and Supervisory Board shall be conducted by the cumulative voting method, whereby each shareholder has a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the Board

of Directors or Supervisory Board. Shareholders may concentrate all or part of their total votes on one or several candidates. Elected members of the Board of Directors or Supervisory Board shall be determined in descending order based on the number of votes received, starting from the candidate with the highest number of votes until the required number of members as prescribed in the Charter is reached. In case two or more candidates receive the same number of votes for the final member position, a re-election shall be conducted among the candidates with equal votes or selection shall be based on election rules or the company Charter.

d. In case resolutions are adopted in the form of written voting, they shall be deemed passed if approved by shareholders representing at least 51% of the total voting shares.

e. Resolutions of the General Meeting of Shareholders must be notified to the shareholders entitled to attend within 15 (fifteen) days from the date of adoption; if the company has a website, the notification may be made by posting the resolution on the company's website.

***2.13. Announcement of vote counting results: the vote counting results shall be announced by the Chairperson before the meeting is adjourned.***

***2.14. Method of Opposing Resolutions of the General Meeting of Shareholders (as stipulated in Article 132 of the Law on Enterprises):***

a. Within 90 (ninety) days from the date of receiving the minutes of the General Meeting of Shareholders or the vote counting results of the written voting, a shareholder, member of the Board of Directors, member of the Supervisory Board, or the General Director shall have the right to request a court or arbitration body to review and annul the resolution of the General Meeting of Shareholders in the following cases:

- The procedures for convening the General Meeting of Shareholders were not conducted in accordance with the Law on Enterprises and the company Charter;

- The procedures for issuing the resolution and/or the content of the resolution violate the law or the company Charter.

b. If the resolution of the General Meeting of Shareholders is annulled by the decision of a court or arbitration body, the person who convened the annulled General Meeting may consider convening another General Meeting within 30 (thirty) days in accordance with the procedures stipulated in the Law on Enterprises and this Charter.

***2.15. Preparation of minutes of the General Meeting of Shareholders:***

a. The General Meeting of Shareholders must be recorded in minutes and may also be recorded by audio or stored in another electronic form. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language. The minutes must include the following key contents:

- Name and address of the Company's head office; number and date of issuance of the Company's initial establishment and operation license;

- Time and venue of the General Meeting of Shareholders;

- Agenda and contents of the meeting;



- Full names of the Chairperson and the Secretary;
- A summary of the proceedings and statements made by shareholders at the meeting on each item on the agenda;
- Number of shareholders and total voting shares of the shareholders attending the meeting, appendix of the list of registered shareholders and shareholder representatives attending the meeting with corresponding number of shares and votes;
- Total number of votes cast on each matter put to vote, clearly stating the voting method, total number of valid and invalid votes, votes in favor, against, and abstentions; the corresponding percentage of each on the total number of votes of attending shareholders;
- Matters that were approved and the corresponding approval voting ratios;
- Full names and signatures of the Chairperson and the Secretary.

If the Chairperson or the Secretary refuses to sign the minutes, the minutes shall still be valid if signed by all other attending members of the Board of Directors and fully contain the contents specified in this clause. The minutes must clearly state the refusal of the Chairperson or Secretary to sign the minutes.

b. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting ends.

c. The Chairperson and the Secretary of the meeting or any other person who signs the minutes shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes.

d. The Vietnamese and foreign language versions of the minutes shall have equal legal validity. In case of discrepancy in content between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

e. The minutes of the General Meeting of Shareholders, the appendix of the list of registered shareholders attending the meeting, the adopted resolutions, and the relevant documents sent together with the meeting invitation must be kept at the Company's head office.

#### ***2.16. Announcement of the Resolutions of the General Meeting of Shareholders:***

The Chairperson of the General Meeting of Shareholders shall be responsible for organizing the storage of the minutes of the General Meeting of Shareholders. The minutes must be published on the Company's website within 24 (twenty-four) hours and sent to all shareholders within 15 (fifteen) days from the date the meeting concludes. The minutes of the General Meeting of Shareholders shall be considered conclusive evidence of the matters conducted at the meeting unless there is a formal objection raised in accordance with the proper procedure within 10 (ten) days from the date of delivery of the minutes. The minutes must be made in Vietnamese, bear the signatures of the Chairperson and the Secretary, and be prepared in accordance with the Law on Enterprises and this Charter. All notes, minutes, the attendance book of shareholders, and proxies for attendance must be stored at the Company's head office.

### **3. Procedures for the General Meeting of Shareholders to adopt resolutions by way of collecting written opinions include the following main contents:**

### ***3.1. Cases where written opinion collection is permitted or not permitted:***

When deemed necessary for the benefit of the Company, the Board of Directors shall have the right to collect written opinions from shareholders to adopt decisions of the General Meeting of Shareholders on matters within its authority, except for matters that are required by law to be adopted by voting at a meeting under Clause 2, Article 147 of the Law on Enterprises.

### ***3.2. Procedures for the General Meeting of Shareholders to adopt Resolutions by way of collecting written opinions:***

a. The Board of Directors may collect written opinions from shareholders to adopt decisions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company.

b. The Board of Directors must prepare voting ballots, draft resolutions of the General Meeting of Shareholders, and explanatory materials for the draft resolutions. The voting ballots, together with the draft resolutions and explanatory materials, must be sent by a secure method to the permanent address of each shareholder. The Board of Directors must ensure that the documents are delivered and disclosed to shareholders within a reasonable time for review and voting, and must send them at least 15 (fifteen) days prior to the deadline for receipt of the completed ballots.

c. The voting ballot must include the following key information:

- Name, head office address, number and date of issuance of the Enterprise Registration Certificate, and business registration location of the Company;
  - Purpose of collecting opinions;
  - Full name, permanent address, nationality, ID card/passport number or other lawful personal identification of the shareholder (if an individual); name, head office address, nationality, establishment decision number or business registration number of the shareholder or its authorized representative (if an organization); number of shares of each type and number of votes of the shareholder;
  - The matter(s) for which opinions are being collected;
  - Voting options, including agree, disagree, and no opinion for each matter;
  - Deadline for returning the completed voting ballot to the Company;
  - Full name and signature of the Chairperson of the Board of Directors and the legal representative of the Company.
- d. Shareholders may return the completed voting ballot to the Company by one of the following means:
- By post: The completed ballot must bear the signature of the individual shareholder or of the authorized or legal representative of the institutional shareholder. The ballot sent to the Company must be sealed in an envelope, and no one is permitted to open it before the counting process;
  - By fax or email: The ballot sent to the Company via fax or email must be kept confidential



until the time of counting.

Any ballots returned to the Company after the deadline stated in the voting ballot, or those that are opened (in the case of postal submission) or disclosed (in the case of fax or email), shall be deemed invalid. Ballots not returned shall be considered non-participating in the vote.

e. The Board of Directors shall count the votes and prepare a vote counting minutes in the presence of the Supervisory Board or a shareholder who does not hold any managerial position in the Company. The vote counting minutes must include the following key contents:

- Name, head office address, number and date of issuance of the Enterprise Registration Certificate, and business registration location;
- Purpose and matters for which written opinions are collected;
- Number of shareholders and total number of votes cast, including the breakdown of valid and invalid votes, with an appendix listing the shareholders who voted;
- Total number of votes in favor, against, and with no opinion for each matter;
- Resolutions adopted;
- Full name and signature of the Chairperson of the Board of Directors, the legal representative of the Company, and the vote-counting supervisor. The members of the Board of Directors and the vote-counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote counting minutes and for any damages arising from dishonest or inaccurate vote counting.

f. The vote counting minutes must be published on the Company's website within 24 (twenty-four) hours and sent to shareholders within 15 (fifteen) days from the date the vote counting is completed.

g. The completed voting ballots, vote counting minutes, full text of the adopted resolutions, and related materials sent together with the voting ballot must be archived at the Company's head office.

h. A resolution adopted by way of collecting written opinions from shareholders shall be considered valid if it is approved by shareholders representing at least 51% of the total number of voting shares and shall have the same validity as a resolution adopted at a General Meeting of Shareholders.

**4. Procedures for the General Meeting of Shareholders to adopt Resolutions via online conference (including procedures for organizing the meeting and voting), with clear provisions on the following contents:**

a. Based on actual circumstances, the Board of Directors shall decide to convene the General Meeting in the form of an online meeting or a hybrid meeting combining online and physical attendance. In case the meeting is organized with an online format, the Organizing Committee of the General Meeting, established by the Board of Directors, shall be responsible for carrying out the necessary procedures and tasks to serve the online organization. The Company shall maximize the use of modern information technology solutions to facilitate the shareholders' convenient participation in online General Meetings.

b. The form of online registration for attendance and electronic voting by shareholders shall have the same legal validity as attending and voting at a physical General Meeting.

c. The system used for organizing the online General Meeting and electronic voting must meet the following conditions:

- The system must be safely and stably maintained and ready to meet the connection and participation needs of shareholders.

- The main location must ensure adequate conditions for sound, lighting, internet connection, power supply, electronic devices, and other equipment required for the nature of the online meeting.

- Information security must be ensured, and access account credentials to the system must be kept confidential. All information received and provided via the system must comply with the principles of information security and be in accordance with the Law on Cyber Information Security.

- Electronic data generated during the online General Meeting must be recorded, stored, and used in compliance with regulations.

The Board of Directors is responsible for issuing specific rules and necessary guidelines for shareholders attending the online General Meeting and casting electronic votes.

### **Article 3. Board of Directors**

#### **1. Role, rights and obligations of the Board of Directors, responsibilities of Board Members (including the right of Board Members to access information):**

a. The Board of Directors is the managerial body of the Company and has full authority, in the name of the Company, to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.

b. The rights and obligations of the Board of Directors are specifically stipulated in Article 25 of the Company Charter.

#### **2. Nomination, candidacy, election, dismissal, and removal of members of the Board of Directors shall include the following main contents:**

a. The number of members of the Board of Directors shall be no fewer than three (03) and no more than five (05). The term of office of the Board of Directors is five (05) years. The term of office of each member of the Board of Directors shall not exceed five (05) years; members may be re-elected for an unlimited number of terms. The total number of non-executive or independent members of the Board of Directors (for large-scale public companies and listed companies) must account for at least one-third ( $1/3$ ) of the total number of Board members. The minimum number of non-executive/independent Board members shall be rounded down.

b. Shareholders holding voting shares continuously for at least six (06) months have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two



(02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.

c. In case the number of Board candidates nominated and self-nominated is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the Company's internal corporate governance regulations. The nomination mechanism or method by which the incumbent Board nominates Board candidates must be clearly disclosed and approved by the General Meeting of Shareholders prior to the nomination.

d. A member of the Board of Directors shall cease to be a Board member in the following cases:

- The member no longer meets the qualifications to be a Board member under the Enterprise Law or is legally prohibited from serving on the Board of Directors.
- The member submits a written resignation to the Company's head office;
- The member suffers from a mental disorder and other Board members have professional evidence proving that the person has lost civil act capacity;
- The member fails to attend Board meetings for six (06) consecutive months without approval from the Board, and the Board decides to vacate the position;
- The member is removed pursuant to a resolution of the General Meeting of Shareholders.

e. The Board of Directors may appoint another person to temporarily serve as a Board member to fill the resulting vacancy, and such new member must be approved by the next General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the appointment shall be considered effective from the date of appointment by the Board of Directors. The term of the new Board member shall be calculated from the effective appointment date to the end of the current Board's term. In the event the new member is not approved by the General Meeting of Shareholders, all decisions of the Board made prior to the meeting with the participation of the substitute member shall remain valid.

f. The appointment of members of the Board of Directors must be publicly disclosed in accordance with the legal provisions on securities and the securities market.

g. Members of the Board of Directors are not required to hold shares in the Company.

### **3. Remuneration and Other Benefits of Members of the Board of Directors:**

a. Members of the Board of Directors (excluding alternate authorized representatives) shall receive remuneration for their service in the capacity of Board members. The total remuneration for the Board of Directors shall be determined by the General Meeting of Shareholders. This remuneration shall be allocated among Board members as agreed upon within the Board, or equally in the absence of such agreement.

b. The total amount of remuneration paid to members of the Board of Directors, as well as the amount paid to each individual member, must be disclosed in detail in the Company's

annual report.

c. A member of the Board of Directors who holds an executive position, or who works in committees of the Board or performs other duties deemed by the Board to be outside the normal scope of responsibilities of a Board member, may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits, or other forms as decided by the Board.

d. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, subsistence, and other reasonable expenses incurred in the course of fulfilling their responsibilities as Board members, including expenses related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

**4. Order and procedures for organizing Board Meetings shall include the following main contents:**

***4.1. Minimum frequency of meetings by month/quarter/year:***

The Board of Directors shall meet at least once (01) every quarter and may hold extraordinary meetings as necessary.

***4.2. Cases requiring the convening of extraordinary Board Meetings:***

The Chairperson of the Board of Directors shall convene an extraordinary meeting of the Board in the following cases:

- At the request of the Supervisory Board;
- At the request of the General Director or at least five (05) other managers;
- At the request of at least two (02) members of the Board of Directors;
- When the Chairperson deems it necessary for the benefit of the Company and its shareholders.

***4.3. Notice of Board Meetings (including time, venue, agenda, discussion and decision items):***

- The notice of a Board meeting must be sent to all members of the Board at least five (05) days prior to the scheduled meeting date. Board members may waive their right to receive notice in writing, and such waiver may be made retroactively. The notice must be made in writing in Vietnamese and must specify the agenda, time, and location of the meeting, accompanied by all necessary documents regarding the matters to be discussed and voted on at the meeting, along with voting ballots for those members unable to attend.

- The notice may be delivered by post, fax, email, or other means, provided it reaches the registered address of each member of the Board of Directors.

***4.4. Right of the Supervisory Board Members to attend Board Meetings:***

- The Chairperson of the Board or the convener shall send the meeting notice and accompanying documents to the members of the Supervisory Board in the same manner as to the members of the Board of Directors.



- Members of the Supervisory Board shall have the right to attend Board meetings and to participate in discussions, but shall not have voting rights.

***4.5. Conditions for holding a Meeting:***

- The first Board meeting shall only be conducted and may pass resolutions if at least three-fourths (3/4) of the Board members are present in person or represented by an authorized delegate.

- If the required number of attendees is not met, the meeting must be reconvened within fifteen (15) days from the originally scheduled date. The reconvened meeting may proceed if more than one-half (1/2) of the Board members are present.

***4.6. Voting method:***

- Except as provided in Point b, Clause 9 of this Article, each member of the Board of Directors or an authorized representative attending the Board meeting in person shall have one (01) vote.

- A member of the Board of Directors shall not be entitled to vote on contracts, transactions, or proposals in which they or their related persons have an interest that conflicts or may conflict with the interests of the Company. Such a member shall not be counted in the quorum for the meeting in which the resolution is discussed.

- As provided in Point d, Clause 9 of this Article, when an issue arises at a Board meeting concerning the interest of a Board member or the voting rights of a Board member, and such issue cannot be resolved by the voluntary abstention of the concerned member, the matter shall be referred to the chairperson of the meeting for a decision. The chairperson's ruling shall be final unless the nature or extent of the member's interest has not been fully disclosed.

- A member of the Board of Directors who benefits from a contract as specified in Points a and b, Clause 4, Article 36 of this Charter shall be considered to have a substantial interest in that contract.

***4.7. Method for passing resolutions of the Board of Directors:***

The Board of Directors shall pass decisions and adopt resolutions based on the affirmative vote of a majority of the members present (more than 50%). In the event of a tie, the vote of the Chairperson of the Board shall be the deciding vote.

***4.8. Authorization to attend Meetings on behalf of a Board Member:***

Members are required to attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on their behalf, provided that the majority of the Board members approve such authorization.

***4.9. Meeting minutes of the Board of Directors:***

Minutes of Board meetings must be prepared in accordance with Article 158 of the Law on Enterprises.

***4.10. In case the chairperson and/or the secretary refuse to sign the minutes of the Board Meeting:***

If the chairperson or the minute-taker refuses to sign the meeting minutes, but all other attending members of the Board sign and the minutes fully comply with the provisions outlined in Points a, b, c, d, e, g, and h of Clause 1, Article 158 of the Law on Enterprises, the minutes shall still be valid.

#### ***4.11. Notification of resolutions and decisions of the Board of Directors:***

Resolutions and decisions of the Board of Directors must be notified to the Board members in accordance with the Law on Enterprises and publicly disclosed in accordance with the provisions of the securities law (if applicable).

#### **5. Subcommittees of the Board of Directors:**

a. The Board of Directors may establish and delegate authority to its subcommittees. Members of a subcommittee may include one or more members of the Board of Directors and one or more external individuals as determined by the Board. In exercising delegated authority, subcommittees must comply with the rules established by the Board of Directors. These rules may provide for or allow the inclusion of non-Board members in the subcommittees and may authorize such individuals to vote as subcommittee members, provided that (a) the number of external members is less than half of the total number of subcommittee members; and (b) any resolution passed by a subcommittee shall only be valid if the majority of attending and voting members are members of the Board of Directors.

b. The execution of decisions made by the Board of Directors, its subcommittees, or individuals serving as subcommittee members shall be legally valid even if there are errors in the appointment or election of the subcommittee members or Board members.

#### **6. Selection, appointment, and dismissal of the Corporate Governance Officer:**

a. The General Meeting of Shareholders or the Board of Directors must elect a Chairperson from among its members. Unless otherwise decided by the General Meeting of Shareholders, the Chairperson of the Board of Directors shall not concurrently serve as the General Director of the Company. If the Chairperson concurrently holds the position of General Director, such dual role must be approved annually at the Annual General Meeting of Shareholders.

b. The Chairperson of the Board of Directors is responsible for convening and presiding over meetings of the General Meeting of Shareholders and the Board of Directors and shall have other rights and responsibilities as stipulated in this Charter and in accordance with the Law on Enterprises.

c. The Chairperson of the Board of Directors is responsible for ensuring that the Board of Directors submits the annual financial statements, the Company's performance report, the auditor's report, and the Board of Directors' review report to shareholders at the General Meeting of Shareholders.

d. In the event that the Chairperson resigns or is dismissed, the Board of Directors must elect a replacement within 10 (ten) days.

### **Article 4. Supervisory Board**

#### **1. Roles, rights, and obligations of the Supervisory Board; responsibilities of its**



**members: The rights and obligations shall be defined in accordance with the provisions of law and Article 33 of the Company's Charter.**

**2. Term, number, composition, and structure of the Supervisory Board members (in the case of a public company operating under the model specified in Point a, Clause 1, Article 137 of the Law on Enterprises), include the following key points:**

a. Term, number, composition, and structure of Supervisory Board members:

The Supervisory Board shall have 03 (three) members. The term of office of each member shall not exceed 05 (five) years and may be re-elected for an unlimited number of terms.

b. Standards and conditions for Supervisory Board members:

Members must satisfy the criteria and conditions as stipulated in Article 169 of the Law on Enterprises and must not fall under the following circumstances:

- Working in the accounting or finance department of the Company;
- Being members or employees of an independent auditing firm auditing the Company's financial statements within the past 03 (three) consecutive years.

c. Nomination and candidacy for Supervisory Board membership:

- Shareholders may aggregate their voting rights to nominate candidates for the Supervisory Board. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares may nominate 01 (one) candidate; from 10% to less than 30% may nominate up to 02 (two) candidates; from 30% to less than 40% may nominate up to 03 (three) candidates; from 40% to less than 50% may nominate up to 04 (four) candidates; from 50% to less than 60% may nominate up to 05 (five) candidates.

- If the number of nominated and self-nominated candidates is still insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the Company's internal corporate governance regulations. The nomination mechanism by the incumbent Supervisory Board must be clearly disclosed and approved by the General Meeting of Shareholders before nominations take place.

d. Voting method for electing Supervisory Board members:

Voting for Supervisory Board members must follow the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises.

e. Dismissal and removal of Supervisory Board members:

- A member shall no longer hold office under the following circumstances:
  - + They are legally prohibited from being a member of the Supervisory Board;
  - + They resign through a written notice sent to the Company's head office;
  - + They suffer from mental illness and other members of the Supervisory Board have professional evidence proving that the individual no longer has legal capacity;
  - + They are absent from Supervisory Board meetings for six (06) consecutive months without the Supervisory Board's approval, and the Supervisory Board resolves that the position

is vacant;

- + They are removed by a resolution of the General Meeting of Shareholders.

f. Notification on the election, dismissal, and removal of Supervisory Board members:

- The Company must disclose information within 24 (twenty-four) hours from the time of election, dismissal, or removal of a Supervisory Board member on the Company's website.

- Within 03 (three) working days from the date of disclosure, the Company must submit the new Supervisory Board Member Information Disclosure Form to the State Securities Commission and the Stock Exchange where the Company is listed or registered for trading.

g. Remuneration and other benefits of Supervisory Board members:

The remuneration of Supervisory Board members shall be decided by the General Meeting of Shareholders. Members shall be reimbursed for reasonable travel, accommodation, and other expenses incurred while attending meetings or performing other duties of the Supervisory Board.

## **Article 5. General Director (General Director)**

### **1. Role, responsibilities, rights, and obligations of the Director (General Director):**

The General Director is responsible for managing the Company's daily business operations, is subject to supervision by the Board of Directors, and is accountable to the Board of Directors and the law for the exercise of assigned rights and obligations. The rights and obligations of the General Director are defined in Article 31 of the Company's Charter.

### **2. Appointment, dismissal, contract signing, and contract termination of the Director (General Director):**

- The Board of Directors shall appoint either a member of the Board or another individual as the General Director; and sign a contract stipulating salary, remuneration, benefits, and other related terms. Information regarding the salary, allowances, and benefits of the General Director must be reported at the Annual General Meeting of Shareholders and disclosed in the Company's Annual Report.

- The term of the General Director shall not exceed 05 (five) years and may be reappointed for an unlimited number of terms. The General Director must meet the criteria and conditions as prescribed by law and the Company's Charter.

- The General Director is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and authorities and must report to these bodies upon request.

- The Board of Directors may dismiss the General Director if the majority of attending and voting members agree, and appoint a new General Director as a replacement.

## **Article 6. Other Activities**

### **1. Coordination of operations among the Board of Directors, Supervisory Board, and Director (General Director), including the following key matters:**



- a. Procedures and sequence for convening meetings, sending meeting notices, recording minutes, and notifying meeting outcomes among the Board of Directors, Supervisory Board, and General Director;
- b. Notification of resolutions and decisions of the Board of Directors to the Supervisory Board;
- c. Notification of resolutions and decisions of the Board of Directors and the General Director;
- d. Cases in which the General Director and the Supervisory Board propose to convene meetings of the Board of Directors and matters requiring the Board's opinion;
- e. Reports by the General Director and the Board of Directors on the performance of assigned duties and responsibilities;
- f. Review of the implementation of resolutions and other authorized matters of the Board of Directors assigned to the General Director;
- g. Matters that the General Director must report and provide information on, and the method of reporting to the Board of Directors and Supervisory Board;
- h. Coordination in control, management, and supervision activities among the members of the Board of Directors, the Supervisory Board, and the General Director according to the specific responsibilities of the aforementioned members.

**2. Regulations on annual assessment of commendation and disciplinary actions for members of the Board of Directors, Supervisory Board, Director (General Director), and other executive managers of the Company.**

### **Article 7. Effectiveness**

The Internal Corporate Governance Regulations of DIC – Dong Tien Joint Stock Company comprise 7 articles and shall take effect as of May 28, 2025.

**FOR AND BEHALF OF BOARD OF DIRECTORS**

**CHAIRMAN**

*(Sign, state full name, and seal)*



**NGUYEN NGOC THUONG**