

No.: 02/2025/QC-DIC

*Dong Nai, May 28, 2025*

## **OPERATING REGULATIONS OF THE BOARD OF DIRECTORS**

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

### **Chapter I GENERAL PROVISIONS**

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

1. Scope of regulation: The Operating Regulations of the Board of Directors stipulate the organizational structure, personnel, operating principles, powers, and obligations of the Board of Directors and its members, aiming to operate in accordance with the Law on Enterprises, the Company Charter, and other relevant legal provisions.
2. Subjects of application: This Regulation apply to the Board of Directors and its members.

#### **Article 2. Operating Principles of the Board of Directors**

1. The Board of Directors operates on the principle of collegiality. Its members are individually responsible for their own work and jointly responsible before the General

Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors concerning the Company's development.

2. The Board of Directors assigns responsibility to the Director (General Director) to organize and manage the implementation of the Board of Directors' resolutions and decisions.

## **Chapter II**

### **MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 3. Rights, Obligations, and Responsibilities of Members of the Board of Directors**

1. Members of the Board of Directors have all the rights stipulated by the Securities Law, relevant laws, and the Company Charter, including the right to be provided with information and documents regarding the financial situation and business operations of the Company and its units.

2. Members of the Board of Directors have obligations as stipulated in the Company Charter and the following obligations:

a. Perform their duties honestly and diligently for the best interest of shareholders and the Company;

b. Fully attend meetings of the Board of Directors and provide opinions on matters presented for discussion;

c. Promptly and fully report to the Board of Directors all remunerations received from subsidiaries, associated companies, and other organizations;

d. Report to the Board of Directors at the latest meeting on transactions between the Company, its subsidiaries, and other companies where the Company controls 50% or more of the charter capital, with members of the Board of Directors and their related persons; and transactions between the Company and companies in which a Board of Directors member was a founding member or a business manager within the last 03 years before transaction time;

e. Disclose information when executing transactions involving the Company's shares in accordance with legal regulations.

3. Independent members of the Board of Directors of a listed company must prepare a report evaluating the Board of Directors' operations.

#### **Article 4. Right to Information Provision for Members of the Board of Directors**

1. Members of the Board of Directors have the right to request the Director (General Director), Deputy Director (Deputy General Director), and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units.



2. The manager is requested to provide information and documents promptly, fully, and accurately as required by the members of the Board of Directors. The order and procedures for requesting and providing information shall be stipulated by the Company Charter.

### **Article 5. Term and Number of Members of the Board of Directors**

1. The Board of Directors shall consist of at least 03 (three) members and at most 05 (five) members. The Company Charter shall specifically stipulate the number of members of the Board of Directors.

2. The term of office for a member of the Board of Directors shall not exceed 05 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for a maximum of 02 consecutive terms.

3. In cases where all members of the Board of Directors complete their terms concurrently, those members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work, unless the Company Charter stipulates otherwise.

4. The Company Charter shall specifically stipulate the number, rights, obligations, organizational method, and coordination of activities of independent members of the Board of Directors.

### **Article 6. Standards and Conditions for Members of the Board of Directors**

1. Members of the Board of Directors must meet the following standards and conditions:

a. Not fall under the subjects stipulated in Clause 2, Article 17 of the Enterprise Law;

b. Possess professional qualifications and experience in business administration or in the Company's business field, industry, or profession, and are not necessarily required to be shareholders of the Company, unless the company's Charter stipulates otherwise;

c. A member of the Company's Board of Directors may simultaneously be a member of the Board of Directors of another company;

d. For state-owned enterprises as stipulated in Point b, Clause 1, Article 88 of the Enterprise Law, and subsidiaries of state-owned enterprises as stipulated in Clause 1, Article 88 of the Enterprise Law, members of the Board of Directors must not be family members of the Director (General Director) and other managers of the company; or of the managers or authorized persons who appoint managers of the parent company;

e. [Other standards and conditions as per the Company Charter].

2. Independent members of the Board of Directors as stipulated in Point b, Clause 1, Article 137 of the Enterprise Law must meet the following standards and conditions:

a. Not currently working for the Company, its parent company, or a subsidiary of

the Company; not having worked for the Company, its parent company, or a subsidiary of the Company for at least the 03 immediately preceding years;

b. Not currently receiving salary or remuneration from the company, except for allowances that Board of Directors members are entitled to as stipulated;

c. Not having a spouse, biological father, adoptive father, biological mother, adoptive mother, birth child, adopted child, biological sibling who is a major shareholder of the Company; or a manager of the Company or a subsidiary of the Company;

d. Not directly or indirectly owning at least 01% of the total voting shares of the Company;

e. Not having served as a member of the Board of Directors or Board of Supervisors of the Company for at least the 05 immediately preceding years, except in cases of continuous appointment for 02 terms;

f. [Other standards and conditions as per the Company Charter].

3. An independent member of the Board of Directors must notify the Board of Directors if they no longer meet the standards and conditions stipulated in Clause 2 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date they no longer meet these standards and conditions. The Board of Directors must announce the case where an independent member of the Board of Directors no longer meets the standards and conditions at the latest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or additional independent Board of Directors member within 06 months from the date of receiving the notification from the relevant independent Board of Directors member.

## **Article 7. Chairman of the Board of Directors**

1. The 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 Company's Board of Directors shall not concurrently hold the position of Director (General Director).

3. The Chairman of the Board of Directors has the following rights and obligations:

a. Prepare the program and operational plan of the Board of Directors;

b. Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;

c. Organize the approval of resolutions and decisions of the Board of Directors;

d. Supervise the implementation process of the resolutions and decisions of the Board of Directors;

e. Chair the General Meeting of Shareholders;

f. Other rights and obligations as stipulated by the Enterprises Law and the



## Company Charter.

4. In case the Chairman of the Board of Directors resigns or is removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation or removal. If the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors according to the principles stipulated in the Company Charter. In the absence of an authorized person, or if the Chairman of the Board of Directors dies, is missing, is temporarily detained, is serving a prison sentence, is undergoing administrative treatment at a compulsory drug addiction treatment facility or compulsory education facility, has absconded from residence, has his/her civil act capacity restricted or lost, has difficulties in cognition or mastering behavior, or is prohibited by the Court from holding certain positions, professions, or performing certain jobs, then the remaining members shall elect one of their number to hold the position of Chairman of the Board of Directors by a majority vote of the remaining members until a new decision by the Board of Directors is made.

5. The Board of Directors shall decide to appoint a company secretary, when necessary. The company secretary shall have the rights and obligations as stipulated later in the Company Charter.

## **Article 8. Dismissal, Removal, Replacement, and Supplementation of Members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- a. Not meeting the standards and conditions as stipulated in Article 155 of the Enterprise Law;
- b. Submitting a letter of resignation and it being accepted;
- c. Other cases stipulated in the Company Charter.

2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

- a. Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b. Other cases stipulated in the Company Charter.

3. The General Meeting of Shareholders shall decide to replace a member of the Board of Directors; dismiss or remove a member of the Board of Directors in addition to the cases stipulated in Clauses 1 and 2 of this Article, when necessary.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

- a. The number of Board of Directors members is reduced by more than one-third compared to the number stipulated in the company's Charter. In this case, the Board of

Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b. The number of independent Board of Directors members decreases, failing to meet the ratio stipulated in Point b, Clause 1, Article 137 of the Enterprise Law;

c. Except for the cases stipulated in Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace Board of Directors members who have been dismissed or removed at the latest meeting.

## **Article 9. Method of Electing, Dismissing, and Removing Members of the Board of Directors**

1. Shareholders holding voting shares for a continuous period of at least six (06) months have the right to pool their individual voting rights to nominate candidates for the Board of Directors. A shareholder or group 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..

2. cases where the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism stipulated by the Company in its internal corporate governance regulations. The nomination mechanism or the method by which the incumbent Board of Directors nominates candidates for the Board of Directors must be clearly announced and approved by the General Meeting of Shareholders before the nomination process begins..

3. Voting for the election of members of the Board of Directors must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to cast all or a part of their total votes for one or more candidates. The elected members of the Board of Directors are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members stipulated in the Company Charter is met. In cases where two or more candidates receive the same number of votes for the last member of the Board of Directors, a re-election will be held among the candidates with equal votes or selected according to the criteria of the election regulations or the Company Charter.

4. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders according to the voting principle.

## **Article 10. Notification of Election, Dismissal, and Removal of Members of**



## **the Board of Directors**

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose information related to these candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors to be disclosed includes:

- a. Full name, date, month, year of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other management positions (including Board of Directors positions in other companies);
- e. Interests related to the Company and its related parties;
- f. Other information (if any) as stipulated in the Company Charter;
- g. Public companies must be responsible for disclosing information about companies where the candidate currently holds the position of Board of Directors member, other management positions, and any interests related to the company that the Board of Directors candidate may have (if any).

2. The notification of the results of the election, dismissal, and removal of members of the Board of Directors shall be carried out in accordance with the regulations guiding information disclosure.

## **Chapter III BOARD OF DIRECTORS**

### **Article 11. Rights and obligations of the Board of Directors**

1. . The Board of Directors is the Company's management body, fully authorized to act on behalf of the Company to decide and exercise the Company's rights and obligations, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be stipulated by law, the Company Charter, and the General Meeting of Shareholders.

### **Article 12. Duties and Powers of the Board of Directors in Approving and Signing Contracts and Transactions**

1. The Board of Directors shall approve contracts and transactions with a value of less than 35% or transactions that result in a total transaction value arising within 12

months from the date of the first transaction being less than 35% of the total asset value recorded in the most recent financial statement, or a different smaller percentage or value as stipulated in the Company Charter, between the Company and one of the following parties:

- Members of the Board of Directors, members of the Board of Supervisors, General Director (Director), other managers, and their related persons;
- Shareholders, authorized representatives of shareholders owning more than 10% of the Company's total common share capital, and their related persons;
- Enterprises related to the parties specified in Clause 2, Article 164 of the Enterprise Law.

2. The Company's representative signing the contract or transaction must notify the members of the Board of Directors and the members of the Board of Supervisors about the related parties to that contract or transaction and attach the draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless the company's Charter stipulates a different period; members of the Board of Directors with related interests in the parties to the contract or transaction do not have the right to vote.

### **Article 13. Responsibility of the Board of Director in Convening Extraordinary General Meetings of Shareholders**

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a. Công ty The Board of Directors deems it necessary for the Company's benefit;
- b. The remaining number of members of the Board of Directors or Board of Supervisors is less than the minimum number of members stipulated by law;
- c. At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request made in multiple copies and collecting sufficient signatures of the relevant shareholders;
- d. At the request of the Board of Supervisors;
- e. Other cases as stipulated by law and the Company Charter.

#### **2. Convening an Extraordinary General Meeting of Shareholders**

The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the remaining number of members of the Board of Directors, independent Board of Directors members, or Board of Supervisors members falls below the minimum number stipulated in the company's Charter or from the date of receiving a request as stipulated in Points c and d, Clause 1 of this Article;



3. The convener of the General Meeting of Shareholders must perform the following tasks:

- a. Prepare the list of shareholders entitled to attend the meeting;
- b. Provide information and resolve complaints related to the shareholder list;
- c. Prepare the agenda and content of the meeting;
- d. Prepare documents for the meeting;
- e. Draft resolutions of the General Meeting of Shareholders according to the proposed agenda of the meeting; list and detailed information of candidates in case of electing members of the Board of Directors, members of the Board of Supervisors;
- f. Determine the time and place of the meeting;
- g. Send meeting notices to each shareholder entitled to attend the meeting as stipulated by the Enterprise Law;
- h. Other tasks serving the meeting.

#### **Article 14. Sub-committees assisting the Board of Directors.**

1. The Board of Directors may establish and delegate authority to subordinate sub-committees. Members of a sub-committee may include one or more members of the Board of Directors and one or more external members as decided by the Board of Directors. In the process of exercising delegated authority, the sub-committees must comply with the regulations set forth by the Board of Directors. These regulations may adjust or allow the inclusion of non-Board of Directors members into the aforementioned sub-committees and permit such persons to have voting rights as members of the sub-committee, but (a) must ensure that the number of external members is less than half of the total members of the sub-committee, and (b) resolutions of the sub-committees are only effective when a majority of the members attending and voting at the sub-committee meeting are members of the Board of Directors.

2. The execution of a decision by the Board of Directors, or by a sub-committee directly under the Board of Directors, or by a person with the status of a Board of Directors sub-committee member, shall be considered legally valid even if there may have been errors in the election or appointment of the sub-committee or Board of Directors member. The execution of a decision by the Board of Directors, or by a sub-committee directly under the Board of Directors, must comply with current legal regulations and the provisions in the company's Charter and internal corporate governance regulations.

### **Chapter IV**

## **MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 15. Meetings of the Board of Director**

1. The Chairman of the Board of Directors shall be elected at the first meeting of

the Board of Directors within 07 working days from the date of the conclusion of that Board of Directors election. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In cases where there is more than one member with the highest and equal number or percentage of votes, the members shall elect one of them by majority vote to convene the Board of Directors meeting.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a. At the proposal of the Board of Supervisors or an independent member of the Board of Directors;
- b. At the proposal of the Director or General Director or at least 05 other managers;
- c. At the proposal of at least 02 members of the Board of Directors;
- d. Other cases as stipulated by the Company Charter.

4. The proposal stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the proposal stipulated in Clause 3 of this Article. If the Chairman fails to convene a Board of Directors meeting as requested, the Chairman shall be responsible for any damages incurred by the Company; the requesting party has the right to replace the Chairman of the Board of Directors in convening the Board of Directors meeting.

6. The Chairman of the Board of Directors or the convener of the Board of Directors meeting must send the notice of meeting at least [03 working days] before the meeting date [unless the company's Charter stipulates otherwise]. The notice of meeting must specifically state the time and place of the meeting, the agenda, and the issues for discussion and decision. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting form of the members

The notice of a Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods stipulated by the company's Charter and must ensure delivery to the contact address of each Board of Directors member registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the notice of meeting and accompanying documents to the members of the Board of Supervisors in the same manner as to the members of the Board of Directors.

Members of the Board of Supervisors have the right to attend Board of Directors meetings; they have the right to discuss but not to vote.



8. A Board of Directors meeting shall be conducted when at least 3/4 of the total members are present. If a meeting convened under this clause does not have the required number of attending members, a second meeting shall be convened within 15 days from the date of the first intended meeting. In this case, the meeting shall be conducted if more than half of the Board of Directors members are present.

9. A member of the Board of Directors shall be considered as attending and voting at a meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote at the meeting as stipulated in Clause 11 of this Article;
- c. Attending and voting via online conference, electronic voting, or other electronic means;
- d. Sending a voting slip to the meeting via mail, fax, or email;

10. In case of sending a voting form to the meeting via mail, the voting form must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening of the meeting. The voting form shall only be opened in the presence of all attendees.

11. Members must fully attend all Board of Directors meetings. A member may authorize another person to attend and vote at a meeting if approved by a majority of the Board of Directors members.

12. The Board of Directors shall approve decisions and issue resolutions based on the affirmative votes of a majority of the present Board of Directors members (over 50%). In case of an equal number of affirmative and opposing votes, the Chairman of the Board of Directors' vote shall be the deciding vote.

## **Article 17. Minutes of Board of Directors Meetings**

1. Board of Directors meetings must be recorded in minutes and may be audio-recorded, video-recorded, and stored in other electronic forms. The minutes must be made in Vietnamese and may also be made in a foreign language, including the following main contents:

- a. Name, head office address, enterprise code;
- b. Time and place of the meeting;
- c. Purpose, agenda, and content of the meeting;
- d. Full name of each member attending the meeting or authorized to attend, and the method of attendance; full name of absent members and reasons for absence;
- e. Issues discussed and voted on at the meeting;
- f. Summary of opinions expressed by each attending member in the order of the meeting's proceedings;

g. Voting results, clearly stating members who voted “for”, “against”, and “blank”;

h. Matters approved and the corresponding approval voting percentage;

i. Full name and signature of the chairperson and the minute-taker, except for cases specified in Clause 2 of this Article.

2. If the chairperson or minute-taker refuses to sign the meeting minutes, but if signed by all other members of the Board of Directors attending the meeting and containing full content as stipulated in Points a, b, c, d, e, f, g, h, and i of Clause 1 of this Article, then these minutes shall be valid.

3. The chairperson, minute-taker, and those who sign the minutes shall be responsible for the honesty and accuracy of the content of the Board of Directors meeting minutes.

4. The Board of Directors meeting minutes and documents used in the meeting must be kept at the Company's head office.

5. Minutes is made in Vietnamese and in a foreign language shall have the same legal validity. In case of any discrepancy in content between the Vietnamese and foreign language versions, the content in the Vietnamese minutes shall prevail.

## **Chapter V**

### **REPORTING AND INTEREST DISCLOSURE**

#### **Article 18. Submission of Annual Reports**

1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

a. Report on the Company's business results;

b. Financial statements;

c. Report evaluating the Company's management and administration;

d. Appraisal report from the Board of Supervisors.

2. The reports stipulated in Points a, b, and c, Clause 1 of this Article must be sent to the Board of Supervisors for appraisal at least 30 days before the opening date of the annual General Meeting of Shareholders, unless the Company Charter stipulates otherwise.

3. The reports stipulated in Clauses 1 and 2 of this Article, the appraisal report from the Board of Supervisors, and the audit report must be kept at the Company's head office at least 10 days before the opening date of the annual General Meeting of Shareholders, unless the company's Charter stipulates a longer period. Shareholders who have continuously owned shares of the Company for at least 01 year have the right, by themselves or together with a lawyer, accountant, or certified auditor, to directly review the reports stipulated in this Article.



## **Article 19. Remuneration, Bonuses, and Other Benefits of Board of Directors Members**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors shall receive work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days required to complete the duties of a Board of Directors member and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of unanimity. The total amount of remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each Board of Directors member shall be accounted for as part of the Company's business expenses in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions or members of the Board of Directors serving on sub-committees of the Board of Directors or performing other duties beyond the normal scope of a Board of Directors member may receive additional remuneration in the form of a lump sum payment per instance, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement for all reasonable travel, accommodation, and other expenses they incur while performing their responsibilities as Board of Directors members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after obtaining approval from the General Meeting of Shareholders. This insurance does not cover liabilities of Board of Directors members related to violations of law and the Company Charter.

## **Article 20. Disclosure of Related Interests**

Unless the Company Charter stipulates stricter provisions, the disclosure of interests and related persons of the Company shall be carried out as follows:

1. Members of the Company's Board of Directors must declare their related interests to the company, including:
  - a. Name, enterprise code, head office address, business line, and profession of the enterprise in which they own capital contributions or shares; the percentage and time of ownership of such capital contributions or shares;
  - b. Name, enterprise code, head office address, business line, and profession of the enterprise in which their related persons jointly or individually own capital contributions

or shares exceeding 10% of the charter capital.

2. The declaration stipulated in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendments or supplements must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Directors who, acting individually or on behalf of others, perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and may only perform it with the approval of a majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company.

## **Chapter VI**

### **RELATIONSHIPS OF THE BOARD OF DIRECTORS**

#### **Article 21. Relationship between Members of the Board of Directors**

1. The relationship between members of the Board of Directors is coordination relationship. Members of the Board of Directors are responsible for informing each other about relevant issues during the handling of assigned tasks.

2. During the handling of work, the Board of Directors member assigned primary responsibility must proactively coordinate, especially if issues relate to areas overseen by other Board of Directors members. In cases where there are differing opinions among Board of Directors members, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision according to authority, or organize a meeting, or seek opinions from other Board of Directors members as stipulated by law, the Company Charter, and these Regulations.

3. In the event of a reassignment among Board of Directors members, the Board of Directors members must hand over relevant work, files, and documents. This handover must be documented in writing and reported to the Chairman of the Board of Directors.

#### **Article 22. Relationship with the Executive Board**

In its governance role, the Board of Directors issues resolutions for the General Director (Director) and the executive apparatus to implement. Concurrently, the Board of Directors inspects and supervises the implementation of these resolutions.

#### **Article 23. Relationship with the Board of Supervisors or Audit Committee**

1. The relationship between the Board of Directors and the Board of Supervisors or the Audit Committee is one of coordination. The working relationship between the Board of Directors and the Board of Supervisors or the Audit Committee adheres to the principles of equality and independence, while also closely coordinating and supporting each other in the performance of their duties.

2. Upon receiving inspection minutes or summary reports from the Board of



Supervisors or the Audit Committee, the Board of Directors is responsible for reviewing and directing relevant departments to develop a plan and implement timely corrective actions.

## **Chapter VII**


### **ENFORCEMENT PROVISIONS**

#### **Article 24. Effectiveness**

The Operating Regulations of the Board of Directors of DIC - Dong Tien Joint Stock Company consist of 07 chapters and 24 articles and shall take effect from May 28, 2025.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

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



**NGUYEN NGOC THUONG**

C.P.