



IDICO CORPORATION – JSC


IDICO - LONG AN INVESTMENT CONSTRUCTION JSC

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**REGULATIONS ON OPERATION
OF THE BOARD OF DIRECTORS**

IDICO - LONG AN INVESTMENT CONSTRUCTION JSC

IDICO-LINCO 

Tay Ninh, April 2026

THE REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS

IDICO - LONG AN INVESTMENT CONSTRUCTION JOINT STOCK COMPANY

- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019, as amended and supplemented by Law No. 56/2024/QH15 dated 29/11/2024;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020, as amended and supplemented by Law No. 03/2022/QH15 dated 11/01/2022 and Law No. 76/2025/QH15 dated 17/06/2025;
- Pursuant to Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated 11/09/2025;
- Pursuant to Circular No. 116/2020/TT-BTC dated 31/12/2021 of the Ministry of Finance guiding a number of articles on Corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 31/12/2020;
- Pursuant to the current Charter and regulations of IDICO - Long An Investment Construction Joint Stock Company (IDICO-LINCO).

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CHAPTER I. GENERAL PROVISIONS

Article 1. Governing scope and applicable entities

1. Governing scope: the Regulations on Operation of the Board of Directors stipulate the organizational structure, personnel, operating principles, powers, and Responsibilities of the Board of Directors and Board of Directors' members to operate in accordance with the Law on Enterprises, the Charter, Internal Regulations on Corporate Governance, and other relevant legal provisions.
2. Applicable entities: This Charter applies to the Board of Directors, Board of Directors' members, and related entities mentioned in this Charter.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors works on a collective principle. Board of Directors' members are personally responsible for their assigned tasks and are jointly responsible before the General Meeting of Shareholders (GMS) and before the law for the Resolutions and Decisions of the Board of Directors regarding the development of the Company.
2. The Board of Directors delegates responsibility to the Director to oversee the implementation of the Resolutions and Decisions of the Board of Directors.

CHAPTER II. BOARD OF DIRECTORS' MEMBERS

Article 3. Rights and obligations of members of the Board of Directors

1. Board of Directors' members have full rights and Responsibilities as prescribed by the Law on Enterprises, the Law on Securities, relevant laws, and the Charter, including being provided with information and documents regarding the Financial situation and business Operations of the Company and its units.
2. Board of Directors' members have obligations as prescribed by the Law on Enterprises, the Charter, and the following obligations:
 - a) Perform their duties honestly and carefully for the best interests of the Shareholders and the Company;
 - b) Attend all meetings of the Board of Directors and provide opinions on issues discussed;
 - c) Report promptly and fully to the Board of Directors any remuneration received from Subsidiaries, Associated companies, and other organizations;
 - d) Report to the Board of Directors at the nearest meeting on Transactions between the Company, Subsidiaries, and other companies in which the Company holds the control right of 50% or more of the Charter capital with Board of Directors' members and their affiliated persons; Transactions between the Company and companies in which a Board of Directors' member is a founding member or a Manager within 03 years prior to the Time of transaction;
 - dd) Perform the disclosure of information when conducting Transactions involving the Company's Securities in accordance with the law.

Article 4. Right to be provided with information of Board of Directors' members

1. Board of Directors' members have the right to request the Director, Deputy 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 requested Manager must provide information and documents promptly, fully, and accurately as requested by the Board of Directors' member. The sequence and procedures for requesting and providing information are as follows:

- The Board of Directors' member must submit the request to the Board of Directors of the company.

- If deemed necessary, the Board of Directors will convene a meeting to consult within 07 working days from the Date of receiving the request from the Board of Directors' member regarding the Content requested for information.

- If the above Content is approved by the Board of Directors, the Manager requested to provide information shall provide the requested information within 07 days.

Article 5. Number, term, and structure of Board of Directors' members

1. The number of Board of Directors' members is 05.

2. The term of a Board of Directors' member is no more than 05 years and may be re-elected for an unlimited number of terms.

3. In case all Board of Directors' members end their term simultaneously, they shall continue to be Board of Directors' members until new members are elected to replace them and take over the work.

4. Structure of Board of Directors' members:

The structure of the Board of Directors of a public company must comply with the following regulations, and the Company shall minimize the number of Board of Directors' members concurrently holding executive Positions in the Company to ensure the independence of the Board of Directors.

- a. Have at least 01 non-executive member in case the company has from 03 to 05 Board of Directors' members;

- b. Have at least 02 non-executive members in case the company has from 06 to 08 Board of Directors' members;

- c. Have at least 03 non-executive members in case the company has from 09 to 11 Board of Directors' members.

Article 6. Standards and conditions for Board of Directors' members

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

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

- b) Possess Qualification and experience in business Management or in the Company's business sector, industry, or profession, and are not necessarily Shareholders of the Company, unless otherwise stipulated in the Charter;

- c) A Board of Directors' member of the company may concurrently be a member of the Board of Directors or Board of Members of another company, but may only concurrently be a

member of the Board of Directors or Board of Members at a maximum of 05 other companies;

d) Other standards and conditions according to the Charter.

Article 7. CHAIRMAN OF THE BOARD OF DIRECTORS

1. The CHAIRMAN OF THE BOARD OF DIRECTORS is elected, released from duty, or removed by the Board of Directors from among the Board of Directors' members.

2. The CHAIRMAN OF THE BOARD OF DIRECTORS of the Company may not concurrently hold the Position of Director.

3. The CHAIRMAN OF THE BOARD OF DIRECTORS has the following rights and obligations:

a) Develop the program and plan for the Activities of the Board of Directors;

b) Prepare the program, Content, and documents for meetings; convene, preside over, and act as the Chair of Board of Directors meetings;

c) Organize the Approval of Resolutions and Decisions of the Board of Directors;

d) Supervise the organization of the implementation of the Resolutions and Decisions of the Board of Directors;

dd) Chair the General Meeting of Shareholders (GMS);

e) Other rights and obligations as prescribed by the Law on Enterprises and the Charter.

4. In case the CHAIRMAN OF THE BOARD OF DIRECTORS submits a resignation or is removed, the Board of Directors must elect a replacement within 10 days from the Date of receiving the resignation or removal.

5. If the CHAIRMAN OF THE BOARD OF DIRECTORS is absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and obligations of the CHAIRMAN OF THE BOARD OF DIRECTORS in accordance with the principles stipulated in the Charter. In case there is no authorized person or if the CHAIRMAN OF THE BOARD OF DIRECTORS is Deceased, missing, temporarily detained, serving a prison sentence, undergoing administrative sanctions at a compulsory drug rehabilitation center or compulsory education institution, has absconded from their place of residence, has their civil act capacity restricted or lost, has difficulty in perception or controlling their behavior, or is prohibited by the Court from holding a Position, practicing a profession, or performing certain work, the remaining members shall elect one person from among themselves to hold the Position of CHAIRMAN OF THE BOARD OF DIRECTORS by a majority vote of the remaining members until a new Decision is made by the Board of Directors.

6. When deemed necessary, the Board of Directors decides to appoint one (01) or more persons as Company Secretary with a term as decided by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided it does not violate current labor laws. The Company Secretary has the following rights and obligations:

a) Assist in organizing the convening of the General Meeting of Shareholders (GMS) and Board of Directors meetings; record meeting minutes;

- b) Assist Board of Directors' members in exercising their assigned rights and obligations;
- c) Assist the Board of Directors in applying and implementing Corporate governance principles;
- d) Assist the Company in building Shareholder relations and protecting the legitimate rights and interests of Shareholders; compliance with the obligation to provide information, disclose information, and administrative procedures;
- dd) Other rights and obligations as prescribed in the Charter and Internal Regulations on Corporate Governance.

Article 8. Elect, relieve from duty, remove, replace, and supplement members of the Board of Directors

1. The General Meeting of Shareholders (GMS) shall relieve from duty a Member of the Board of Directors in the following cases:

- a) Does not meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises;
- b) Submits a resignation letter which is accepted;
- c) Other cases as prescribed in the Company Charter.

2. The General Meeting of Shareholders (GMS) shall remove a Member of the Board of Directors in the following cases:

- a) Fails to participate in the Activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) Other cases as prescribed in the Company Charter.

3. When deemed necessary, the General Meeting of Shareholders (GMS) may decide to replace a Member of the Board of Directors; or relieve from duty or remove a Member of the Board of Directors in cases other than those prescribed in Clause 1 and Clause 2 of this Article.

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

- a) The number of Board of Directors' members is reduced by more than one-third compared to the number prescribed in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders (GMS) within 60 days from the Date the number of members is reduced by more than one-third;
- b) Except for the case prescribed in Point a of this Clause, the General Meeting of Shareholders (GMS) shall elect a new member to replace the Member of the Board of Directors who has been relieved from duty or removed at the nearest meeting.

Article 9. Procedures for electing, relieving from duty, and removing members of the Board of Directors

1. A Shareholder or a group of Shareholders holding 05 % or more of the total number of common Shares has the right to nominate a Nominee for the Board of Directors in accordance with the Law on Enterprises and the Company Charter. The nomination of persons to the Board of Directors shall be carried out as follows:

a) Common Shareholders forming a group to nominate persons to the Board of Directors must notify the Shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders (GMS). A Shareholder or a group of Shareholders holding 05 % or more of the total number of common Shares has the right to nominate or stand for election as a Member of the Board of Directors. A Shareholder or a group of Shareholders holding from 05 % to 10 % of the total number of common Shares may nominate one (01) Nominee; from over 10 % to less than 50 % may nominate a maximum of two (02) Nominees; from 50 % or more may nominate the full number of expected Nominees for the Board of Directors as determined at each specific term according to the documents of the General Meeting of Shareholders (GMS). The nomination and standing for election of a Member of the Board of Directors are detailed in Clause 1, Article 50 of the Internal Regulations on Corporate Governance.

b) Based on the number of Board of Directors' members prescribed in Clause 1, Article 25 of the Company Charter and Clause 1, Article 6 of This Charter, the Shareholder or group of Shareholders prescribed in Point a, Clause 1 of this Article has the right to nominate one or more persons as decided by the General Meeting of Shareholders (GMS) as Nominees for the Board of Directors.

2. In case the number of Nominees for the Board of Directors through nomination and self-nomination is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional Nominees or organize nominations in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The introduction of additional Nominees by the incumbent Board of Directors must be clearly Announced before the General Meeting of Shareholders (GMS) conducts the Voting to elect members of the Board of Directors in accordance with the law.

3. The Voting to elect members of the Board of Directors must be conducted by the cumulative voting method, 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 distribute all or part of their total votes to one or more Nominees. The elected Member of the Board of Directors is determined by the number of votes counted from highest to lowest, starting from the Nominee with the highest number of votes until the number of members prescribed in the Company Charter is reached.

4. The relief from duty or removal of a Member of the Board of Directors by the General Meeting of Shareholders (GMS) shall be carried out by Voting (in favor, against, abstention). The Voting rate for approval by Voting shall be implemented in accordance with Clause 2, Article 21 of the Company Charter.

5. If the number of Nominees is less than or equal to the number of Board of Directors' members to be elected, the election of Board of Directors' members may be conducted by the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises or by Voting (in favor, against, abstention). The Voting rate for approval by Voting shall be implemented in accordance with Clause 2, Article 21 of the Company Charter.

Article 10. Notification of the election, relief from duty, and removal of members of the Board of Directors

1. In case the Nominees for the Board of Directors have been identified, the Company must announce information related to the Nominees at least 10 days before the opening Date of the General Meeting of Shareholders (GMS) on the Company's website so that Shareholders can learn about these Nominees before Voting. The Nominee for the Board of Directors must provide a written Commitment regarding the truthfulness and accuracy of the personal information Announced and must commit to performing their duties honestly, carefully, and in the best interest of the Company if elected as a Member of the Board of Directors. Information related to the Nominee for the Board of Directors to be Announced includes:

- a) Full name, Date of birth;
 - b) Qualification;
 - c) Work history;
 - d) Other Management Positions (including the position of Member of the Board of Directors of other Companies);
 - đ) Related interests in the Company and related parties of the Company;
 - e) Other information (If any) as prescribed in the Company Charter;
 - g) The Company is responsible for announcing information about companies where the Nominee currently holds the position of Member of the Board of Directors, other Management Positions, and related interests in the Company of the Nominee for the Board of Directors (If any).
2. The notification of the results of the election, relief from duty, 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 Management body of the Company, having full authority on behalf of the Company to decide, exercise the Rights and obligations of the Company, except for the Rights and obligations under the Authority of the General Meeting of Shareholders (GMS).

2. The Rights and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders (GMS). Specifically, the Board of Directors has the following Rights and obligations:

- a) Decide on the strategy, medium-term development plan, and annual business plan of the Company;
- b) Recommend the type of Shares and the total number of Shares authorized to be offered for each type;
- c) Decide on the sale of unsold Shares within the scope of the number of Shares authorized to be offered for each type; decide on raising additional capital in other forms;
- d) Decide on the selling price of Shares and bonds of the Company;
- đ) Decide on the repurchase of Shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- e) Decide on investment plans and Project implementation within the Authority and limits as prescribed by law;
- g) Decide on solutions for Market development, marketing, and technology;
- h) Approve Contracts for purchase, sale, borrowing, lending, and other Contracts and Transactions with a value of 35 % or more of the total Assets recorded in the most recent Financial statements of the Company, unless the Company Charter prescribes a different Percentage or value, except for Contracts and Transactions under the Authority of the General Meeting of Shareholders (GMS) as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
- i) Elect, relieve from duty, remove the President of the Board of Directors; appoint, relieve from duty, sign Contracts, and terminate Contracts with the Director and other important Managers as prescribed by the Company Charter; decide on the salary, remuneration, bonuses, and other benefits of those Managers; appoint an authorized Representative to participate in the Board of Members or the General Meeting of Shareholders (GMS) in other companies, and decide on the remuneration and other benefits of those persons;
- k) Supervise and direct the Director and other Managers in the daily business Operations of the Company;
- l) Decide on the organizational structure, internal Management regulations of the Company, decide on the establishment of Subsidiaries, branches, representative offices, and the contribution of capital and purchase of Shares of other enterprises;

- m) Approve the program and content of documents serving the General Meeting of Shareholders (GMS), convene the General Meeting of Shareholders (GMS), or collect opinions for the General Meeting of Shareholders (GMS) to pass a Resolution;
- n) Submit the audited annual Financial statements to the General Meeting of Shareholders (GMS);
- o) Recommend the dividend payout ratio; decide on the time limit and procedures for paying dividends or handling losses incurred during business Operations;
- p) Recommend the reorganization, Dissolution of the Company; request the Bankruptcy of the Company;
- q) Decide on the issuance of the Regulations on Operation of the Board of Directors, Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders (GMS); and the Regulations on information disclosure of the Company;
- r) Request the Director, Deputy 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.
- s) Managers are required to provide information and documents promptly, fully, and accurately upon the request of a Member of the Board of Directors. The sequence and procedures for requesting and providing information are specifically stipulated in the Regulations on Operation of the Board of Directors.
- t) Other Rights and Responsibilities as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, the Company Charter, and the Internal Regulations on Corporate Governance.

3. The Board of Directors must report to the General Meeting of Shareholders (GMS) on the Activities of the Board of Directors in accordance with Article 280 of 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.

4. The Board of Directors approves Resolutions and Decisions by Voting at meetings, collecting written opinions, or other forms as prescribed by the Company Charter. Each Member of the Board of Directors has one Ballot.

5. In case a Resolution or Decision passed by the Board of Directors is contrary to the provisions of law, the Resolution of the General Meeting of Shareholders (GMS), or the Company Charter, causing damage to the Company, the members who voted in favor of such Resolution or Decision shall be jointly and personally liable for it and must compensate the Company for the damage; members who opposed the passing of said Resolution or Decision shall be exempted from liability. In this case, Shareholders of the Company have the right to request the Court to suspend the implementation or cancel said Resolution or Decision.

Article 12. Tasks and powers of the Board of Directors in approving and signing Contracts and Transactions

1. The Board of Directors approves Contracts and Transactions with a value of less than 35% or Transactions resulting in a total transaction value arising within 12 months from the Date of the first transaction that is less than 35% of the total value of Assets recorded in the most

recent Financial statements, or another smaller ratio or value as prescribed in the Company Charter, between the Company and one of the following subjects:

- Member of the Board of Directors, Member of the Board of Supervisors, Director, other Managers, and affiliated persons of these subjects;
- Shareholders, authorized Representatives of Shareholders owning over 10% of the total common Shares of the Company, and their affiliated persons;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The Board of Directors approves Contracts and Transactions for borrowing, lending, and selling Assets with a value less than or equal to 10% of the total value of Assets of the enterprise recorded in the most recent Financial statements between the Company and a Shareholder owning 51% or more of the total voting Shares or an affiliated person of such Shareholder.

3. The person representing the Company to sign Contracts and Transactions must notify the Member of the Board of Directors and Member of the Board of Supervisors about the subjects related to such Contract or Transaction and attach the Draft of the 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 notice, unless the Company Charter stipulates a different time limit; Members of the Board of Directors who have a related interest in the parties to the Contract or Transaction do not have the right to Vote.

Article 13. Responsibilities of the Board of Directors in convening an extraordinary General Meeting of Shareholders (GMS)

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

- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The number of remaining Members of the Board of Directors and Members of the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a Shareholder or a group of Shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders (GMS) must be made in writing, clearly stating the Reasons and purpose of the meeting, and must have sufficient signatures of the relevant Shareholders, or the written request may be made in multiple copies and collect sufficient signatures of the relevant Shareholders;
- d) At the request of the Board of Supervisors;
- đ) Other cases as prescribed by law and the Company Charter.

2. Convening an extraordinary General Meeting of Shareholders (GMS)

The Board of Directors must convene a General Meeting of Shareholders (GMS) within 30 days from the Date the number of remaining Members of the Board of Directors or Members of the Board of Supervisors is less than the minimum number of members as prescribed in the

Company Charter or upon receiving the request specified in Point c and Point d, Clause 1 of this Article.

3. The person convening the General Meeting of Shareholders (GMS) must perform the following tasks:

- a) Prepare a Shareholder list eligible to attend and Vote/elect at the General Meeting of Shareholders (GMS). The Shareholder list with the right to attend the General Meeting of Shareholders (GMS) shall be prepared no more than 10 days before the Date of sending the Notice of convening the General Meeting of Shareholders (GMS) if the Company Charter does not stipulate a shorter time limit. The Company must Announced information regarding the preparation of the Shareholder list with the right to attend the General Meeting of Shareholders (GMS) at least 20 days before the final registration Date;
- b) Prepare the program and Content of the meeting;
- c) Prepare documents for the meeting;
- d) Draft the Resolution of the General Meeting of Shareholders (GMS) according to the expected Content of the meeting;
- đ) Determine the Time and venue for the meeting;
- e) Notify and send the Notice of convening the General Meeting of Shareholders (GMS) to all Shareholders entitled to attend the meeting;
- g) Other tasks to serve the meeting.

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

1. The Board of Directors may establish sub-committees to be in charge of development Policies, personnel, remuneration, internal Auditing, and risk Management. The number of members of the sub-committee is decided by the Board of Directors and must have at least 02 people, including Members of the Board of Directors and external members. Non-executive Director should account for the majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by Decision of the Board of Directors. The Operations of the sub-committee must comply with the regulations of the Board of Directors. The Resolution of the sub-committee is only effective when the majority of members attend and Vote for approval at the sub-committee meeting.

2. The implementation of Decisions of the Board of Directors or of sub-committees under the Board of Directors must comply with current legal regulations and the provisions of the Company Charter and the Internal Regulations on Corporate Governance.

CHAPTER IV. BOARD OF DIRECTORS MEETINGS

Article 15. Board of Directors meeting

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the Date of completion of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest and equal number of votes or percentage of votes, the members shall elect by majority principle to choose 01 person among them 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 convenes the Board of Directors meeting in the following cases:

- a) At the request of the Board of Supervisors;
- b) At the request of the Director or at least 05 other Managers;
- c) At the request of at least 02 Members of the Board of Directors;
- d) Other cases as prescribed by the Company Charter.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and Decisions under the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene the Board of Directors meeting within 07 working days from the Date of receiving the request specified in Clause 3 of this Article. In case of failure to convene the Board of Directors meeting as requested, the Chairman of the Board of Directors must be responsible for damages incurred to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the Board of Directors meeting.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send the Notice of convening the General Meeting of Shareholders (GMS) no later than 03 working days before the meeting Date. The Notice of convening the General Meeting of Shareholders (GMS) must specify the Time and venue of the meeting, the form of the meeting, the program, and the issues to be discussed and decided. The Notice of convening the General Meeting of Shareholders (GMS) must be accompanied by documents used at the meeting and the Ballot of the member.

The Notice of convening the General Meeting of Shareholders (GMS) can be sent by invitation letter, Telephone, fax, electronic means (email), or other methods as prescribed by the Company Charter and must ensure it reaches the contact Address of each Member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the Notice of convening the General Meeting of Shareholders (GMS) and accompanying

documents to the Members of the Board of Supervisors as they do for 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. The Board of Directors meeting is conducted when 3/4 or more of the total members attend. In case the meeting is convened according to this Clause but does not have enough members to attend as prescribed, it shall be convened for the second time within 07 days from the Date of the intended first meeting. In this case, the meeting is conducted if more than half of the Members of the Board of Directors attend.

9. The Board of Directors adopts Resolutions and Decisions by voting at meetings, collecting written opinions, or other forms as stipulated by the Company Charter. Each Member of the Board of Directors has one vote. A Member of the Board of Directors is considered to be present and voting at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with the provisions of Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending a Ballot to the meeting via mail, fax, or email;
- đ) Sending a Ballot by other means as stipulated in the Company Charter;
- e) Sending a Ballot by other means as stipulated by law (If any).

10. In case of sending a Ballot to the meeting via mail, the Ballot must be enclosed in a sealed envelope and delivered to the CHAIRMAN OF THE BOARD OF DIRECTORS no later than 01 hour before the opening. The Ballot shall only be opened in the presence of all attendees.

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

12. Voting

a) Except as provided in Point b, Clause 11, Article 15 of This Charter, each Member of the Board of Directors or an authorized person as stipulated in Clause 9 of this Article who is personally present at the meeting of the Board of Directors has one (01) vote; Resolutions and Decisions of the Board of Directors are passed if approved by a majority (more than 1/2) of the members present; in case of a tie, the final Decision rests with the side of the CHAIRMAN OF THE BOARD OF DIRECTORS.

b) A Member of the Board of Directors shall not vote on Transactions that bring benefits to that member or their affiliated persons in accordance with the Law on Enterprises and Article 43 of the Company Charter;

c) Members of the Board of Supervisors have the right to attend meetings of the Board of Directors and participate in discussions but do not have the right to vote.

13. The Board of Directors has the right to collect opinions from members of the Board of Directors in writing to pass a Resolution of the Board of Directors when approving issues under the authority of the Board of Directors at Clause 2, Article 27 of the Company Charter. Each Member of the Board of Directors has one vote.

A Resolution in the form of collecting written opinions is passed based on the approval of a majority of the members of the Board of Directors with voting rights. This Resolution has the same effect and validity as a resolution passed at a meeting.

14. Meetings of the Board of Directors may be organized in the form of an online conference between members of the Board of Directors when all or some members are at different locations, provided that each member participating in the meeting can:

- a) Hear each other member of the Board of Directors participating in the meeting speak;
- b) Speak to all other attendees simultaneously. Discussions between members can be conducted directly via telephone or other communication means or a combination of these methods. A Member of the Board of Directors participating in such a meeting is considered "present" at that meeting. The location of the meeting organized under these regulations is the location where the majority of the members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.
- c) Decisions passed during a meeting conducted via telephone are organized and conducted legally and take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the Minutes of all members of the Board of Directors attending this meeting.

Article 16. Minutes of the Board of Directors meeting

1. Meetings of the Board of Directors must be recorded in Minutes and may be recorded, saved, and stored in other electronic forms. The Minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main Content:

- a) Name, Address of the Company's headquarters, and enterprise code;
- b) Time and location of the meeting;
- c) Purpose, agenda, and Content of the meeting;
- d) Full name of each member attending the meeting or the authorized person attending the meeting and the method of attendance; full names of members not attending and the Reasons;
- đ) Issues discussed and voted on at the meeting;
- e) Summarizing the opinions of each member attending the meeting in the order of the meeting proceedings;
- g) Voting results, clearly stating the members who voted for, against, and abstained;
- h) Issues passed and the corresponding Voting rate;
- i) Full name and signature of the Chairperson and the Secretary, except in cases stipulated in Clause 2 of this Article.

2. In case the Chairperson or the Secretary refuses to sign the Minutes of the meeting, but the Minutes are signed by all other members of the Board of Directors attending the meeting and

contain full content as stipulated in Points a, b, c, d, đ, e, g, and h of Clause 1 of this Article, then this Minutes shall be valid.

3. The Chairperson, the Secretary, and those who sign the Minutes are responsible for the truthfulness and accuracy of the content of the Minutes of the Board of Directors meeting.

4. The Minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's headquarters.

5. Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign language versions, the content in the Vietnamese version shall apply.



CHAPTER V. REPORTING AND DISCLOSURE OF INTERESTS

Article 17. 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 (GMS):

- a) Report on the Company's business results;
- b) Financial statements;
- c) Report evaluating the Management and administration of the Company;
- d) Appraisal report of the Board of Supervisors.

2. The reports stipulated in Points a, b, and c of 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 (GMS) if the Company Charter does not provide otherwise.

3. The reports stipulated in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors, and the Auditing report must be kept at the Company's headquarters at least 10 days before the opening Date of the annual General Meeting of Shareholders (GMS) if the Company Charter does not stipulate a longer period. Shareholders who have held shares of the Company continuously for at least 01 year have the right to personally or together with a lawyer, accountant, or auditor with a practicing certificate directly examine the reports stipulated in this Article.

Article 18. Remunerations, bonuses and other benefits of members of the Board of Directors

1. The Company has the right to pay Remunerations, bonuses and other benefits of members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to work Remunerations, bonuses and other benefits of members of the Board of Directors. Work remuneration is calculated based on the number of working days required to complete the tasks of the Member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration and bonus of the Board of Directors are decided by the General Meeting of Shareholders (GMS) at the annual meeting.

3. The remuneration of each Member of the Board of Directors is included in the Company's business Cost in accordance with the law on corporate income tax, shown as a separate item in the Company's annual Financial statements, and must be reported to the General Meeting of Shareholders (GMS) at the annual meeting.

4. A Member of the Board of Directors holding an executive Position or a Member of the Board of Directors working on sub-committees of the Board of Directors or performing other tasks outside the scope of normal duties of a Member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, Percentage of Profit, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses that they have paid while performing their

responsibilities as a Member of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders (GMS), 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 approval by the General Meeting of Shareholders (GMS). This Insurance does not include coverage for the liabilities of a Member of the Board of Directors related to violations of the law and the Company Charter.

Article 19. Disclosure of related interests

In case the Company Charter does not have stricter regulations, the disclosure of interests and affiliated persons of the Company shall be implemented according to the following regulations:

1. Members of the Board of Directors of the Company must declare to the Company their related interests, including:

a) Name, enterprise code, Address of the Company's headquarters, and business lines of the enterprise in which they own contributed capital or Shares; the Percentage and time of owning such contributed capital or Shares;

b) Name, enterprise code, Address of the Company's headquarters, and business lines of the enterprise in which their affiliated persons jointly or separately own contributed capital 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 such corresponding amendments or supplements.

3. Any Member of the Board of Directors who, in their own name or on behalf of others, performs 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 if approved by 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 activities shall belong to the Company.

CHAPTER VI. RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationships among members of the Board of Directors

1. The relationship among members of the Board of Directors is a cooperative one; members of the Board of Directors are responsible for informing each other about relevant issues during the process of handling assigned tasks.
2. In the process of handling tasks, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling if there are issues related to areas under the charge of other members of the Board of Directors. In case there are differing opinions among members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision according to their authority, or organize a meeting or solicit opinions from members of the Board of Directors in accordance with the provisions of the law, the Company Charter, and these Regulations.
3. In case of re-assignment among members of the Board of Directors, the members of the Board of Directors must hand over work, records, and related documents. This handover must be documented in writing and reported to the Chairman of the Board of Directors regarding such handover.

Article 21. Relationship with the Board of Management

In their governance role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of these resolutions.

Article 22. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors is a cooperative one. The working relationship between the Board of Directors and the Board of Supervisors follows the principle of equality and independence, while closely coordinating and supporting each other in the process of performing their duties.
2. Upon receiving inspection minutes or general reports from the Board of Supervisors, the Board of Directors is responsible for studying and directing relevant departments to develop plans and implement timely rectifications.

CHAPTER VII. IMPLEMENTATION PROVISIONS

Article 23. Effectiveness

The Regulations on Operation of the Board of Directors of IDICO - Long An Investment Construction Joint Stock Company consists of 7 chapters, 23 articles and takes effect from 20/4/2026, and replaces the Regulations on Operation of the Board of Directors approved by the Annual General Meeting of Shareholders in the year 2021 on 20/5/2021.

**FOR THE BOARD OF DIRECTORS
CHAIRMAN**



Nguyen Danh Thai

