

**CÔNG TY CỔ PHẦN  
XÂY DỰNG SỐ 3 HẢI PHÒNG**  
Hai Phong Construction Joint-  
Stock Corporation No.3

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM**  
**Độc lập - Tự do - Hạnh phúc**  
**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

Số/No: 06/2026/CBTT-HC3

Hải Phòng, ngày 21 tháng 05 năm 2026  
Hai Phong, 21<sup>st</sup> May 2026

**CÔNG BỐ THÔNG TIN**  
**TRÊN CỔNG THÔNG TIN ĐIỆN TỬ CỦA ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC**  
**VÀ SỞ GIAO DỊCH CHỨNG KHOÁN HÀ NỘI**  
**DISCLOSURE OF INFORMATION**  
**ON THE STATE SECURITIES COMMISSION'S PORTAL**  
**AND HANOI STOCK EXCHANGE'S PORTAL**

**Kính gửi:** - Ủy ban Chứng khoán Nhà nước/ State Securities Commission  
- Sở Giao dịch chứng khoán Hà Nội/ Hanoi Stock Exchange

**I. Thông tin chung/ General Information**

Tên Tổ chức phát hành: **Công ty cổ phần xây dựng số 3 Hải Phòng**  
Organization name: Hai Phong Construction Joint-Stock Corporation No.3

Tên giao dịch: Công ty cổ phần xây dựng số 3 Hải Phòng  
Trading name: Hai Phong Construction Joint-Stock Corporation No.3

Mã chứng khoán/ Stock symbol: HC3

Trụ sở chính: Tầng 3, tòa nhà Htower II, số 195 Văn Cao, Phường Gia Viên, Thành phố Hải Phòng.

Head office address: 3<sup>rd</sup> floor, HTower II, 195 Van Cao Street, Gia Viên Ward, Hai Phong City

Người thực hiện công bố thông tin: Bà Vũ Thị Vân Thường – Thư ký HĐQT  
Person in charge of information disclosure: Ms. Vu Thi Van Thuong – BOD's secretary

Điện thoại/ Telephone: 0225.3849481 Fax: 0225.3840314

Loại thông tin công bố/ Type of information disclosure:

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> 24 giờ<br>Within 24 hours | <input type="checkbox"/> 72 giờ<br>Within 72 hours                            | <input type="checkbox"/>                              |
| <input type="checkbox"/> Định kỳ<br>Periodic       | <input checked="" type="checkbox"/> <b>Bất thường</b><br><b>Extraordinary</b> | <input type="checkbox"/> Theo yêu cầu<br>Upon request |

**II. Nội dung thông tin công bố/ Contents of information disclosure**

Công ty cổ phần xây dựng số 3 Hải Phòng công bố thông tin: Quy chế nội bộ về quản trị công ty sau sửa đổi đã được Đại hội đồng cổ đông thường niên năm 2026 phê duyệt.

The Hai Phong Construction Joint Stock Corporation No.3 hereby discloses the following information: The amended Internal Corporate Governance Regulations approved by the 2026 Annual General Meeting of Shareholders.



**III. Thông tin này đã được công bố trên trang thông tin điện tử của Công ty cổ phần xây dựng số 3 Hải Phòng** vào ngày 21/05/2026 tại đường dẫn <https://haco3.com.vn/p18-cong-bo-thong-tin.html> (Chuyên mục Thông tin cổ đông).

*This Information was published on the company's website on 21/05/2026, as in the link <https://haco3.com.vn/p18-cong-bo-thong-tin.html> (Shareholder Information section).*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *We hereby certify that the above information is true and correct and we take full responsibility before the law for the disclosed information.*

**Nơi nhận/ Recipients:**

- Như trên/ As above
- HĐQT/BOD
- Ban kiểm soát/BS
- Lưu/ For filing

NGƯỜI ỦY QUYỀN CÔNG BỐ THÔNG TIN



**Phó Phòng Kế Toán**  
**VŨ THỊ VÂN THƯỜNG**





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No: 02../2026/QC-HĐQT

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Hai Phong, May 20<sup>th</sup>, 2026

**INTERNAL CORPORATE GOVERNANCE REGULATIONS**  
*(Issued together with the Resolution of the General Meeting of Shareholders No.01/2026/NQ-ĐHĐCĐ dated May 20, 2026 of Hai Phong Construction Joint-Stock Corporation No.3)*

- Pursuant to the Law on Enterprises No.59/2020/QH14, adopted by the 14th National Assembly of the Socialist Republic of Viet Nam at its 9th session on 17 June 2020, effective as from 01 January 2021 and its amendments and supplements;
- Pursuant to the Law on Securities No.54/2019/QH14, adopted by the 14th National Assembly of the Socialist Republic of Viet Nam at its 8th session on 26 November 2019, effective as from 01 January 2021 and its amendments and supplements;
- Pursuant to the Decree No.245/2025/ND-CP amending and supplementing a number of articles of Decree No.155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Decree No.155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities effective from January 01, 2021;
- Pursuant to the Circular No.116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance providing guidance on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter on Organization and Operation of Hai Phong Construction Joint-Stock Corporation No.3;
- Pursuant to the Resolution of the General Meeting of Shareholders No.01/2026/NQ-ĐHĐCĐ dated May 20, 2026.

The Board of Directors hereby issues the Internal Corporate Governance Regulations of Hai Phong Construction Joint Stock Corporation No.3.

The Internal Corporate Governance Regulations of Hai Phong Construction Joint Stock Corporation No.3 include the following provisions:

**Chapter I**  
**GENERAL PROVISIONS**

**Article 1. Meaning, Scope of Regulation and Subjects of Application**

1. The Internal Regulations on Corporate Governance of Hai Phong Construction Joint Stock Corporation No.3 are formulated in accordance with the Law on Enterprises, the Law on Securities, regulations on corporate governance applicable to public companies, and the Company's Charter on organization and operation.



2. These Regulations set out the fundamental principles of corporate governance to protect the lawful rights and interests of shareholders, and to establish standards of conduct and professional ethics for members of the Board of Directors, the Board of Management, the Board of Supervisors, and the Company's managerial officers.
3. These Regulations serve as the basis for assessing the corporate governance practices of Hai Phong Construction Joint Stock Corporation No.3.
4. Scope of Regulation: The Internal Corporate Governance Regulations of the Company set out provisions on the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, General Director; procedures and formalities of the General Meeting of Shareholders; nomination, self-nomination, election, dismissal, and removal of members of the Board of Directors, the Board of Supervisors, General Director and other activities in accordance with the Company's Charter and applicable laws and regulations.
5. Subjects of Application: These Regulations shall apply to members of the Board of Directors, members of the Board of Supervisors, the General Director and related persons.

## **Article 2. Definitions of Terms**

1. In these Regulations, the following terms shall be construed as follows:

a. "Corporate governance" means a system of rules designed to ensure that the Company is directed, administered, and controlled in an effective manner for the benefit of shareholders and other stakeholders of the Company. The principles of corporate governance include:

- Ensuring an appropriate governance structure;
- Ensuring the effectiveness of the Board of Directors and the Board of Supervisors;
- Ensuring the rights and interests of shareholders and related persons;
- Ensuring fair treatment among shareholders;
- Ensuring openness and transparency in the Company's operations.

b. "Company" means Hai Phong Construction Joint Stock Corporation No.3.

c. "Charter" means the Company's Charter on organization and operation approved by the General Meeting of Shareholders.

d. "Shareholder" means an organization or individual that owns issued shares of the Company and is recorded in the Company's Register of Shareholders.

d. "General Meeting of Shareholders" means the highest decision-making body of the Company, comprising all shareholders entitled to vote.

e. "Related person" means an individual or organization as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.

f. "Non-executive member of the Board of Directors" means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other managerial officers appointed by the Board of Directors.

2. In these Regulations, references to any article, clause, or legal document shall include any amendments, supplements, or replacement documents thereof.



## Chapter II

### THE BOARD OF DIRECTORS

#### **Article 3. Role, Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders is the highest decision-making body of the Company. The Annual General Meeting of Shareholders shall be held once (01) a year. The Annual General Meeting of Shareholders must be held within four (04) months from the end of the financial year. Upon the proposal of the Board of Directors, the business registration authority may extend this time limit, but not beyond six (06) months from the end of the financial year.

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

*2.1. The Annual General Meeting of Shareholders shall have the right to discuss and approve the following matters:*

- a. The audited annual financial statements;
- b. The report of the Board of Directors;
- c. The report of the Board of Supervisors;
- d. The Company's short-term and long-term development plans.

*2.2. The Annual and Extraordinary General Meetings of Shareholders shall adopt resolutions on the following matters:*

- a. To approve the annual financial statements;
- b. The annual dividend level for each class of shares in accordance with the Law on Enterprises and the rights attached to each class of shares. Such dividend level shall not exceed the level proposed by the Board of Directors after consultation with shareholders at the General Meeting of Shareholders;
- c. The number of members of the Board of Directors;
- d. To approve the list of approved auditing companies; to decide on the approved auditing companies to conduct audits of the Company's operations when deemed necessary;
- đ. To elect, dismiss, remove, and replace members of the Board of Directors and the Board of Supervisors;
- e. The total amount of remuneration, bonuses, and other benefits of members of the Board of Directors and the Board of Supervisors, and the remuneration report of the Board of Directors and the Board of Supervisors;
- g. Amendments and supplements to the Company Charter;
- h. The classes of shares and the 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, consolidation, merger, or transformation of the Company;
- k. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- l. Inspection and handling of violations by the Board of Directors or the Board of Supervisors causing damage to the Company and its shareholders;



- m. Decisions on investment or sale of assets with a value equal to or greater than 35% of the total assets of the Company and its branches as stated in the most recent audited financial statements;
  - n. The Company's repurchase of more than 10% of any class of issued shares;
  - o. Contracts entered into by the Company or its branches 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 assets of the Company and its branches as stated in the most recent audited financial statements;
  - p. Approval of transactions specified in Clause 4, Article 293 of Decree No.155/2020/ND-CP dated December 31, 2020 of the Government detailing a number of articles of the Law on Securities;
  - q. Approval of the Internal Corporate Governance Regulations, Regulations on Operation of the Board of Directors and Regulations on the Board of Supervisors;
  - r. Other matters as provided in this Charter and other regulations of the Company.
3. Shareholders shall not be entitled to vote in the following cases:
- a. Approval of contracts specified in Item o, Clause 2, Article 14 of the Company Charter where such shareholder or their related person is a party to the contract;
  - b. The repurchase of shares from such shareholder or their related person, except where the share repurchase is carried out in proportion to the shareholding of all shareholders or is conducted through matching orders or public tender offers on the stock exchange.
4. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

### **Chapter III**

## **ORDER AND PROCEDURES FOR CONVENING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS**

#### **Article 4. Notice on Finalization of the List of Shareholders Entitled to Attend the Meeting**

- 1. The Board of Directors shall convene the General Meeting of Shareholders or the General Meeting of Shareholders shall be convened in the cases prescribed in Items b and c, Clause 4, Article 13 of the Company's Charter.
- 2. The list of shareholders eligible to attend and vote at the General Meeting of Shareholders shall be prepared not earlier than ten (10) days prior to the date of sending the invitation letter to the General Meeting of Shareholders. The agenda of the meeting and related documents shall be prepared in accordance with applicable laws and the Company's regulations. The Company shall disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date.

#### **Article 5. Announcement of Convening the General Meeting of Shareholders**

- 1. The Announcement on organization of the General Meeting of Shareholders shall be sent to all shareholders and simultaneously disclosed on the information system of the



Stock Exchange (applicable to listed companies or companies registered for trading), and on the Company's website. The announcement on organization of the General Meeting of Shareholders must be sent at least twenty-one (21) days prior to the meeting date (calculated from the date on which the notice is duly sent or transmitted, postage paid, or deposited in the mailbox). The meeting agenda and relevant documents to be submitted for voting at the General Meeting of Shareholders shall be sent to shareholders and/or published on the Company's website. In case the documents are not enclosed with the announcement, the invitation letter must clearly specify the website address where shareholders can access, including:

- a. The meeting agenda and documents used in the meeting;
- b. The list and detailed information of candidates in case of election of members of the Board of Directors and/or the Board of Supervisors;
- c. Voting ballots;
- d. Forms of proxy appointment for attendance at the meeting;
- e. Draft resolutions for each matter on the meeting agenda.

2. A shareholder or a group of shareholders referred to in Clause 3, Article 11 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company at least three (03) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the following information: full name, contact address, nationality, and legal identification number in respect of individual shareholders; name, enterprise registration number or legal entity identification number, and head office address in respect of institutional shareholders; the number of shares held and the time of share registration of each shareholder; the total number of shares held by the group of shareholders and their ownership ratio in the total shares of the Company; and the contents proposed to be included in the meeting agenda.

3. The person convening the General Meeting of Shareholders shall have the right to reject proposals related to Clause 4, Article 17 of the Company's Charter in the following cases:

- a. The proposal is submitted in an untimely manner, or is incomplete, or does not comply with the required content;
- b. At the time of submission of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as prescribed in Clause 3, Article 11 of the Company's Charter;
- c. The proposed matter does not fall within the authority of the General Meeting of Shareholders for discussion and approval.

4. Shareholders entitled to attend the General Meeting of Shareholders under the law may authorize their representatives to attend. Where more than one representative is appointed, the number of shares and voting rights authorized to each representative must be clearly specified. The authorization shall comply with Clauses 2, 3, and 4 of Article 15 of the Company's Charter.

#### **Article 6. Conditions for Conducting the General Meeting of Shareholders and Procedures for Registration of Attendance**

1. The conditions for conducting the General Meeting of Shareholders shall comply with Article 18 of the Company's Charter.



2. Shareholders may register for attendance at the General Meeting of Shareholders through the following methods: direct registration, telephone, fax, postal mail, or email to the Company prior to the deadline specified in the notice of the General Meeting of Shareholders.

3. On the date of the General Meeting of Shareholders, the Company shall carry out shareholder registration procedures and shall continue the registration process until all shareholders entitled to attend the meeting have completed their registration.

4. Upon shareholder registration, the Company shall issue each shareholder or duly authorized proxy entitled to vote a voting card, which shall indicate the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares of such shareholder.

5. Shareholders who arrive late at the General Meeting of Shareholders shall have the right to register immediately upon arrival and shall subsequently be entitled to participate and vote at the meeting. The Chairman shall not be obliged to suspend the meeting to allow late-arriving shareholders to register, and the validity of voting sessions conducted prior to the participation of such late-arriving shareholders shall not be affected.

#### **Article 7. Methods of Voting, Vote Counting, and Announcement of Vote Counting Results**

1. When voting is conducted at the Meeting, the voting cards in favor of the resolution shall be collected first, followed by voting cards not in favor, and finally the total number of voting card in favor or not in favor shall be counted to determine the result. The total number of voting cards in favour, not in favour and abstentions for each matter shall be announced by the Chairman immediately after the voting on such matter is completed.

2. The General Meeting of Shareholders shall elect vote counting personnel or vote counting supervisors upon the nomination of the Chairman. The number of members of the Vote Counting Committee shall be determined by the General Meeting of Shareholders based on the Chairman's proposal, but shall not exceed the number prescribed by applicable law.

3. The election of members of the Board of Directors and the Board of Supervisors shall be conducted by cumulative voting, whereby each shareholder shall have 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 or the Board of Supervisors, and such shareholder shall be entitled to allocate all or part of his/her total votes to one or several candidates. The candidates who are elected as members of the Board of Directors or Supervisors shall be determined based on the number of votes received in descending order, starting from the candidate with the highest number of votes until the required number of members is reached. Where two (2) or more candidates obtain an equal number of votes for the last position(s) of the Board of Directors or the Board of Supervisors, a re-election shall be conducted among such candidates with equal votes, or selection shall be made in accordance with the criteria set out in the election regulations.

4. In the case of additional elections or re-elections among candidates obtaining an equal number of votes at the General Meeting of Shareholders for members of the Board of Directors and the Board of Supervisors, such voting shall be conducted by a show of voting cards at the Meeting.

5. Where all shareholders representing one hundred percent (100%) of the voting shares are present in person or through duly authorized proxies at the General Meeting of Shareholders, all resolutions unanimously approved by the General Meeting of



Shareholders shall be deemed valid, even if the convening procedures of the General Meeting of Shareholders were not duly followed or the matters voted upon were not included in the meeting agenda.

#### **Article 8. Conditions and Forms for Adoption of Resolutions, and Procedures for Objecting to Minutes, Resolutions of the General Meeting of Shareholders**

1. Except for the cases specified in Clauses 2 and 3 of Article 20, decisions of the General Meeting of Shareholders on the following matters shall be adopted when approved by at least sixty-five percent (65%) of the total voting rights of shareholders entitled to vote who are present in person or through authorized representatives at the General Meeting of Shareholders:

- a. The classes of shares and the total number of shares of each class;
- b. Changes to the business lines, sectors, and fields of operation;
- c. Investment projects or sale of assets with a value equal to or greater than thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
- d. Reorganization or dissolution of the Company;
- e. Amendments and supplements to the Charter;
- g. Changes to the organizational and management structure of the Company.

2. Other resolutions shall be adopted upon obtaining approval from shareholders representing more than 50% of the total voting shares of all attending shareholders, except for the cases specified in Clauses 1 and 3 of this Article.

3. Resolutions of the General Meeting of Shareholders approved by one hundred percent (100%) of the total voting shares shall be lawful and valid even where the order and procedures for adoption of such resolutions were not duly complied with.

4. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the vote counting minutes of the collection of shareholders' written opinions, a shareholder or group of shareholders specified in Clause 3, Article 11 of the Company's Charter shall have the right to request the Court or Arbitration to review and revoke a resolution or part of the contents of a resolution of the General Meeting of Shareholders in the following cases:

- a. The order and procedures for convening the General Meeting of Shareholders were not carried out in accordance with the Law on Enterprises and the Company's Charter;
- b. The order and procedures for adopting resolutions and the contents thereof violate the law or the Company's Charter.

Where a resolution of the General Meeting of Shareholders is revoked pursuant to a decision of the Court or Arbitration, the person convening the revoked General Meeting of Shareholders may consider reconvening the General Meeting of Shareholders within thirty (30) days in accordance with the order and procedures prescribed by the Law on Enterprises and this Charter.

#### **Article 9. Preparation of Minutes of the General Meeting of Shareholders**

1. The proceedings of the General Meeting of Shareholders must be recorded in minutes and may be audio recorded or otherwise recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and contain the principal contents as stipulated in the Clause 1 Article 22 of the Company's Charter.



2. The minutes of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting.

3. The chairman and the secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the minutes. Where the Chairman or the Secretary refuses to sign the meeting minutes, such minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and containing all contents prescribed in Clause 1, Article 22 of the Company's Charter. The meeting minutes must clearly state the refusal of the Chairman or the Secretary to sign the minutes.

The minutes of the meeting of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days from the closing date of the meeting. The sending of the minutes of the General Meeting of Shareholders and the vote-counting minutes may be replaced by publication on the Company's website.

The minutes of the meeting of the General Meeting of Shareholders, the appendix containing the list of shareholders registered to attend the meeting, the resolutions adopted, and related documents enclosed with the letter of invitation to the meeting must be kept at the head office of the Company.

4. The minutes of the meeting of the General Meeting of Shareholders shall be deemed conclusive evidence of the matters conducted at the General Meeting of Shareholders unless objections to the contents of such minutes are raised in accordance with the prescribed procedures within ten (10) days from the date of dispatch of the minutes.

#### **Article 10. Disclosure of Resolutions of the General Meeting of Shareholders**

Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date of adoption; where the Company has a website, the delivery of such resolutions may be replaced by publication on the Company's website.

#### **Article 11. Order and Procedures for Adoption of Resolutions of the General Meeting of Shareholders by Collection of Written Opinions**

1. The principles, contents, order, and procedures for collecting shareholders' written opinions for adoption of resolutions of the General Meeting of Shareholders are specifically prescribed in Article 21 of the Company's Charter.

2. In case resolutions are adopted in the form of collection of written opinions, a resolution of the General Meeting of Shareholders shall be deemed adopted if approved by shareholders representing more than fifty percent (50%) of the total voting shares.

### **Chapter IV**

#### **NOMINATION, SELF-NOMINATION, ELECTION, DISMISSAL AND REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 12. Standards, Number, Structure of Members of the Board of Directors, and the Board of Directors' Duties and Powers**

1. Members of the Board of Directors must satisfy the criteria and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

2. The number of members of the Board of Directors shall be no fewer than five (05) and no more than eleven (11). The term of office of the Board of Directors shall be five (05)



years in accordance with this Charter. The term of office of a member of the Board of Directors shall not exceed five (05) years; members may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously complete their terms, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties. The Company must have at least one (01) non-executive member where the Board of Directors has five (05) members; at least two (02) non-executive members where the Board has from six (06) to eight (08) members; and at least three (03) non-executive members where the Board has from nine (09) to eleven (11) members.

3. The powers and duties of the Board of Directors are specifically prescribed in Article 25 of the Company's Charter.

### **Article 13. Methods for Shareholders or Groups of Shareholders to Self-Nominate or Nominate Candidates for the Board of Directors**

1. Shareholders holding voting shares shall have the right to aggregate their respective voting rights for the purpose of nominating candidates to the Board of Directors. A shareholder or group of shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares shall be entitled to nominate one (01) candidate; from ten percent (10%) to less than thirty percent (30%), a maximum of two (02) candidates; from thirty percent (30%) to less than forty percent (40%), a maximum of three (03) candidates; from forty percent (40%) to less than fifty percent (50%), a maximum of four (04) candidates; from fifty percent (50%) to less than sixty percent (60%), a maximum of five (05) candidates; from sixty percent (60%) to less than seventy percent (70%), a maximum of six (06) candidates; from seventy percent (70%) to less than eighty percent (80%), a maximum of seven (07) candidates; and from eighty percent (80%) to less than ninety percent (90%), a maximum of eight (08) candidates.

2. Where the number of candidates for the Board of Directors nominated through nomination and self-nomination remains insufficient for the required number, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with a nomination mechanism clearly disclosed and approved by the General Meeting of Shareholders prior to the nomination process.

3. Where candidates for the Board of Directors have been identified in advance, information relating to such candidates shall be included in the meeting materials of the General Meeting of Shareholders and disclosed on the Company's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders so that shareholders may review information on such candidates before voting.

4. Candidates for the Board of Directors must provide a written commitment confirming the truthfulness, accuracy, and reasonableness of the disclosed personal information and undertake to perform their duties honestly if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors is prescribed in Clause 1, Article 24 of the Company's Charter.

### **Article 14. Methods for Election of Members of the Board of Directors**

1. The election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder or proxy attending the meeting shall have a total number of votes equal to the total number of shares owned and represented multiplied by the number of members to be elected to the Board of Directors.



2. A shareholder or proxy attending the meeting may allocate all of his/her votes to one candidate or distribute such votes among the selected candidates.
3. Ballots for the election shall be issued by the Vote Counting Committee at the General Meeting of Shareholders and shall bear the seal affixed by the Company of Hai Phong Construction Joint Stock Corporation No.3. Each ballot shall state the number of shares owned/represented by proxy and the corresponding total voting shares of each shareholder/shareholder representative (including owned and authorized shares), together with the list of nominated candidates arranged in alphabetical order.
4. Invalid ballots are ballots falling into one or more of the following cases:
  - The shareholder strikes out the name of a candidate, or makes erasures or alterations;
  - The shareholder casts votes exceeding his/her total voting rights;
  - The ballot is not in the form issued by the Company or does not bear the Company's seal;
  - The ballot is not intact;
  - The shareholder casts votes by percentage (%);
  - Other cases as prescribed by law.
5. Candidates elected as members of the Board of Directors shall be determined in accordance with the Law on Enterprises, the Company's Charter, and the criteria set out in the election regulations approved by the General Meeting of Shareholders prior to the election.
6. Elected members of the Board of Directors shall be determined based on the number of votes received in descending order, starting from the candidate obtaining the highest number of votes until the required number of members is filled. Where two (02) or more candidates receive an equal number of votes for the last position on the Board of Directors, a re-election shall be conducted among the candidates having an equal number of votes or selection shall be made in accordance with the criteria set out in the election regulations.
7. In the case of additional elections or re-elections among candidates obtaining an equal number of votes for membership of the Board of Directors at the General Meeting of Shareholders, such voting shall be conducted by a show of voting cards at the General Meeting.
8. The election results shall be recognized after the minutes of election have been approved by the Chairman and the relevant resolution has been adopted by the General Meeting of Shareholders.

#### **Article 15. Cases of Resignation, Removal, and Appointment of Additional Members of the Board of Directors**

1. A member of the Board of Directors shall cease to be a member in the following cases:
  - a. Such member no longer satisfies the qualifications for membership of the Board of Directors as prescribed by the Law on Enterprises or is prohibited by law from serving as a member of the Board of Directors;
  - b. The member submits a written resignation to the Company's head office and such resignation is accepted;



- c. Such member suffers from a mental disorder and other members of the Board of Directors possess professional evidence proving that such person no longer has legal capacity for civil acts;
  - d. The member fails to attend meetings of the Board of Directors for a continuous period of six (06) months without the approval of the Board of Directors, and the Board decides that his/her position is vacant, except in cases of force majeure;
  - d. Such member is removed pursuant to a resolution of the General Meeting of Shareholders;
  - e. Providing inaccurate personal information to the Company in his/her capacity as a candidate for the Board of Directors;
  - f. Other cases as prescribed by law and this Charter.
  - g. The member concurrently serves as a member of the Board of Directors or the Members' Council of more than five (05) other companies.
2. The Board of Directors may appoint another person as an interim member of the Board of Directors to fill a vacancy arising therefrom, and such new member must be approved at the immediately following General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the appointment of such new member shall be deemed effective from the date of appointment by the Board of Directors. The term of office of the new member of the Board of Directors shall commence from the effective date of the appointment until the expiry date of the term of the Board of Directors. In the event that the new member is not approved by the General Meeting of Shareholders, all decisions of the Board of Directors adopted prior to the time of the General Meeting of Shareholders with the participation and voting of such replacement member shall remain valid.
- A member of the Board of Directors is not required to be a shareholder of the Company.

#### **Article 16. Notification of Election, Dismissal and Removal of Members of the Board of Directors**

Notification of the election, dismissal and removal of members of the Board of Directors must be disclosed in accordance with the laws on securities and the securities market.

### **Chapter V**

## **ORDER AND PROCEDURES FOR ORGANIZING MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 17. Notice of Meeting of the Board of Directors**

1. The notice of a meeting of the Board of Directors must be sent to members of the Board of Directors at least three (03) working days prior to the meeting date. Members of the Board of Directors may waive the notice of meeting in writing, and such waiver may have retroactive effect. The notice of meeting of the Board of Directors must be made in Vietnamese and must fully specify the meeting agenda, time and venue of the meeting, enclosed with necessary documents relating to matters to be discussed and voted on at the meeting, together with voting ballots for members of the Board of Directors who are unable to attend the meeting.



2. The notice of meeting may be sent by post, fax, email or other means, provided that it ensures delivery to the address of each member of the Board of Directors registered with the Company.

#### **Article 18. Conditions for Holding Meetings of the Board of Directors**

1. The first meeting of the Board of Directors shall only proceed and adopt resolutions when at least three-fourths (3/4) of the members of the Board of Directors are present in person or through representatives (authorized persons).

Where the quorum required for the meeting is not satisfied, the meeting must be reconvened within seven (07) days from the intended date of the first meeting. The reconvened meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors attend the meeting.

2. The Chairman of the Board of Directors must convene regular meetings of the Board of Directors and determine the agenda, time and venue of the meeting at least three (03) working days prior to the proposed meeting date. The Chairman may convene meetings whenever deemed necessary; however, the Board of Directors must meet at least once every quarter.

3. The Chairman of the Board of Directors shall convene extraordinary meetings of the Board of Directors whenever deemed necessary in the interests of the Company. In addition, the Chairman of the Board of Directors must convene a meeting of the Board of Directors without undue delay where any of the following persons submits a written request stating the purpose of the meeting and the matters to be discussed:

- a. The Director (General Director) or at least five (05) other managerial officers;
- b. At least two (02) members of the Board of Directors;
- c. The Board of Supervisors.

4. The Board of Directors must convene an extraordinary meeting within seven (07) days after receiving a written request for a meeting. In the event that the Chairman of the Board of Directors refuses to convene the meeting as requested, the Chairman shall be liable for any damages arising to the Company. The persons requesting the convening of the meeting as referred to in Clause 3 of Article 27 may themselves convene the meeting of the Board of Directors.

5. In the event of a request from the independent auditor, the Chairman of the Board of Directors shall convene a meeting of the Board of Directors to discuss the audit report and the Company's business situation.

6. Meetings of the Board of Directors shall be held at the Company's registered address or at other locations in Vietnam or abroad as decided by the Chairman of the Board of Directors and approved by the Board of Directors.

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

#### **Article 19. Methods of Voting**

1. Except as provided in Item b, Clause 9, Article 27, each member of the Board of Directors, or an authorized representative present in person at a meeting of the Board of Directors, shall have one (01) vote;



2. A member of the Board of Directors may submit his/her voting ballot to the meeting by post, fax or email. Where the voting ballot is sent by post, such ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour prior to the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees at the meeting;

3. A member of the Board of Directors shall not be entitled to vote on contracts, transactions, or proposals in which such member or any related person of such member has an interest, where such interest conflicts or may conflict with the interests of the Company. Such member of the Board of Directors shall not be counted toward the minimum quorum required for a meeting of the Board of Directors in respect of decisions on which such member is not entitled to vote;

4. In accordance with Item d, Clause 9, Article 27, where an issue arising at a meeting of the Board of Directors relates to the interest of a member of the Board of Directors or concerns the voting rights of such member, and such issue is not resolved by the voluntary abstention of the relevant member, such matter shall be referred to the chairman of the meeting for decision. The chairman's ruling in respect of such matter shall be final, except where the nature or extent of the relevant member's interest has not been fully disclosed;

5. A member of the Board of Directors benefiting from a contract as provided in Item a and Item b, Clause 6, Article 35 of this Charter shall be deemed to have significant benefits in such contract.

6. The Board of Supervisors members shall have the right to attend meetings of the Board of Directors and to discuss matters, but shall not be entitled to vote.

#### **Article 20. Methods for Adoption of Resolutions of the Board of Directors**

1. The Board of Directors shall adopt decisions and issue resolutions on the basis of approval by a majority of the attending members of the Board of Directors (more than 50%). In the event of an equal number of votes for and against, the vote of the Chairman of the Board of Directors shall be the casting vote.

2. A resolution adopted in the form of collection of written opinions shall be approved on the basis of affirmative votes of a majority of the members of the Board of Directors having voting rights. Such resolution shall have the same validity and effect as a resolution adopted by the members of the Board of Directors at a duly convened and held meeting.

#### **Article 21. Minutes of Meeting of the Board of Directors**

1. The Chairman of the Board of Directors shall be responsible for forwarding the minutes of the Board of Directors meeting to the members, and such minutes shall serve as conclusive evidence of the proceedings conducted at such meetings, unless an objection to the contents of the minutes is raised within ten (10) days from the date of dispatch.

2. Minutes of the Board of Directors meeting shall be prepared in Vietnamese and must bear the signatures of all members of the Board of Directors attending the meeting, or the minutes may be prepared in multiple copies, each of which shall bear the signature of at least one (01) member of the Board of Directors attending the meeting.



## **Article 22. Notification of Resolutions and Decisions of the Board of Directors**

1. Based on the contents and decisions adopted at the meeting of the Board of Directors, the Chairman of the Board of Directors shall, on behalf of the Board of Directors, sign and issue documents and resolutions of the Board of Directors.
2. Such decisions and resolutions shall be notified to all members of the Board of Directors.
3. Based on the contents of the resolutions falling within the scope of information disclosure requirements, information shall be disclosed in accordance with the provisions of law.

## **Chapter VI**

### **THE BOARD OF SUPERVISORS AND MEMBERS OF THE BOARD OF SUPERVISORS**

## **Article 23. Rights, Obligations and Responsibilities of Members of the Board of Supervisors**

1. To comply with the law, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing assigned rights and obligations.
2. To perform assigned rights and obligations in an honest, prudent manner and to the best of his/her ability to ensure the maximum lawful interests of the Company.
3. To act in loyalty to the interests of the Company and its shareholders; not to abuse position or authority, or use the Company's information, know-how, business opportunities or other assets for personal benefit or for the benefit of other organizations or individuals.
4. Other obligations as prescribed by the Law on Enterprises and the Company's Charter.
5. In case of violation of Clauses 1, 2, 3 and 4 of this Article causing damage to the Company or other persons, the member of the Board of Supervisors shall bear personal liability or joint liability for compensation for such damage. Any income or benefits obtained from such violation must be returned to the Company.
6. Where a violation by a member of the Board of Supervisors in the performance of assigned rights and obligations is detected, it must be reported in writing to the Board of Supervisors, and a request shall be made for the violator to cease the breach and remedy its consequences.

## **Article 24. Term of Office and Number of Members of the Board of Supervisors**

1. The Board of Supervisors shall consist of three (03) members. The term of office of a member of the Board of Supervisors shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
2. A member of the Board of Supervisors is not required to be a shareholder of the Company
3. More than half of the members of the Board of Supervisors must reside in Viet Nam.
4. In case the term of office of members of the Board of Supervisors expires while the new term members have not yet been elected, the expired-term members shall continue to



exercise their rights and perform their obligations until the new members are elected and assume their duties.

## **Article 25. Standards and Conditions for Members of the Board of Supervisors**

1. A member of the Board of Supervisors must satisfy the following standards and conditions

- a. Not fall within the subjects prescribed in Clause 2, Article 17 of the Law on Enterprises;
- b. Be trained in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the Company's business operations;
- c. Not be a related person of members of the Board of Directors, the Director (General Director), or other managerial officers of the Company;
- d. Not be a manager of the Company; and not necessarily be a shareholder or employee of the Company;
- đ. Not be working in the accounting or finance department of the Company;
- e. Not have been a member or employee of the audit organization that has audited the Company's financial statements within the preceding three (03) consecutive years;
- g. Other standards and conditions as prescribed by relevant laws.

2. In addition to the standards and conditions prescribed in Clause 1 of this Article, a member of the Board of Supervisors under Item b, Clause 1, Article 88 of the Law on Enterprises must not be a related person of an enterprise manager of the Company or its parent company; a capital representative of the enterprise; or a state capital representative in the parent company and in the Company.

## **Article 26. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors must hold a university degree or higher in accounting or auditing.
2. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal and removal shall be carried out based on the principle of majority voting.
3. The rights and obligations of the Head of the Board of Supervisors shall be prescribed by the Company's Charter.

## **Article 27. Nomination and Candidacy for Members of the Board of Supervisors**

1. A shareholder or group of shareholders holding from five percent (5%) or more of the total ordinary shares shall have the right to nominate candidates for the Board of Supervisors. The nomination of candidates for the Board of Supervisors shall be conducted as follows:

- a. Ordinary shareholders forming a group to nominate candidates for the Board of Supervisors must notify other attending shareholders of such grouping before the opening of the General Meeting of Shareholders.
- b. Based on the number of members of the Board of Supervisors, a shareholder or group of shareholders referred to in this Clause shall be entitled to nominate one or more persons, in accordance with the Company's Charter, as candidates for the Board of Supervisors. Where the number of candidates nominated by a shareholder or group



of shareholders is less than the number of candidates they are entitled to nominate as determined by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

2. Where the number of candidates for the Board of Supervisors obtained through nomination and self-nomination remains insufficient in accordance with Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors may introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Supervisors, in accordance with the law.

#### **Article 28. Methods for Election, Dismissal and Removal of Members of the Board of Supervisors**

1. The election, dismissal and removal of members of the Board of Supervisors fall under the authority of the General Meeting of Shareholders.

2. The election of members of the Board of Supervisors shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and the shareholder may accumulate all or part of such votes for one or more candidates. Elected members of the Board of Supervisors shall be determined based on the number of votes received in descending order, starting from the candidate with the highest number of votes until the required number of members prescribed in the Company's Charter is filled. Where two (02) or more candidates obtain an equal number of votes for the last position on the Board of Supervisors, a re-election shall be conducted among such candidates with equal votes, or selection shall be made in accordance with the criteria set out in the election regulations or the Company's Charter.

#### **Article 29. Cases of Dismissal and Removal of Members of the Board of Supervisors**

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

- a. The member no longer satisfies the standards and conditions for membership of the Board of Supervisors as prescribed in Article 169 of the Law on Enterprises;
- b. The member submits a resignation letter and such resignation is approved;
- c. Other cases as provided in the Company's Charter.

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

- a. Failure to complete assigned duties and tasks;
- b. Failure to exercise rights and perform obligations for six (06) consecutive months, except in force majeure circumstances;
- c. Repeated or serious violation of obligations of a member of the Board of Supervisors in accordance with the Law on Enterprises and the Company's Charter;
- d. Other cases as decided by a resolution of the General Meeting of Shareholders.



### **Article 30. Notification of Election, Dismissal and Removal of Members of the Board of Supervisors**

1. Where candidates for the Board of Supervisors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website, so that shareholders may review such candidates before voting. Candidates for the Board of Supervisors must provide written commitments regarding the truthfulness and accuracy of their disclosed personal information and must undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Supervisors. Information relating to candidates for the Board of Supervisors to be disclosed includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Working history;
- d. Other managerial positions;
- d. Interests related to the Company and its related parties;
- e. Other information (if any) as prescribed in the Company's Charter;
- g. The Company shall be responsible for disclosing information on the companies in which the candidate holds managerial positions and any interests related to the Company (if any) of the candidate for the Board of Supervisors.

2. Notification of the results of the election, dismissal and removal of members of the Board of Supervisors shall be made in accordance with the applicable regulations on information disclosure.

### **Article 31. Rights, Obligations and Responsibilities of the Board of Supervisors**

1. The Board of Supervisors shall supervise the Board of Directors, the Director or General Director in the management and administration of the Company.

2. To examine the legality, validity, truthfulness and level of prudence in the management and administration of business activities; as well as the consistency, coherence and appropriateness of accounting, statistical work and financial statement preparation.

3. To appraise the completeness, legality and truthfulness of the annual and interim business reports and financial statements of the Company, the report on the assessment of the Board of Directors' management, and to submit appraisal reports at the Annual General Meeting of Shareholders. To review contracts and transactions with related persons falling under the approval authority of the Board of Directors or the General Meeting of Shareholders, and to provide recommendations on contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.

4. To review, inspect and assess the effectiveness and efficiency of the Company's internal control system, risk management system and early warning system.

5. To examine accounting books, accounting records and other documents of the Company, as well as management and operational activities of the Company when deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.



6. Upon a request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Board of Supervisors shall conduct an inspection within seven (07) working days from the date of receipt of such request. Within fifteen (15) days from the date of completion of the inspection, the Board of Supervisors must report on the matters requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. Such inspection by the Board of Supervisors under this Clause shall not obstruct the normal operation of the Board of Directors and shall not disrupt the management and business operations of the Company.
7. To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement and improve the organizational structure for management, supervision and administration of the Company's business operations.
8. Upon detecting any violation by a member of the Board of Directors, the Director or General Director against the provisions of Article 165 of the Law on Enterprises, to promptly notify the Board of Directors in writing, request the violator to cease such breach, and take measures to remedy its consequences.
9. To attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.
10. To use independent consultants and the Company's internal audit department to perform assigned tasks.
11. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.
12. To inspect specific matters relating to the management and administration of the Company's operations at the request of shareholders.
13. To request the Board of Directors to convene an extraordinary General Meeting of Shareholders.
14. To replace the Board of Directors in convening a General Meeting of Shareholders within thirty (30) days in case the Board of Directors fails to convene the meeting in accordance with Clause 3, Article 140 of the Law on Enterprises.
15. To request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
16. To review, extract and copy part or all of the declarations of related persons and related interests as prescribed in Clauses 1 and 2, Article 164 of the Law on Enterprises.
17. To propose and recommend to the General Meeting of Shareholders the approval of the list of approved audit firms to audit the Company's financial statements, and of approved audit firms to inspect the Company's operations when necessary.
18. To be responsible to shareholders for its supervisory activities.
19. To supervise the Company's financial situation and compliance with laws by members of the Board of Directors, the Director (General Director), and other managerial officers in their respective activities.
20. To ensure coordination with the Board of Directors, the Director (General Director), and shareholders.
21. Upon detecting any violation of law or the Company's Charter by members of the Board of Directors, the Director (General Director), or other executive officers, the Board



of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and take remedial measures.

22. To formulate the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

23. To witness the vote counting conducted by the Board of Directors and prepare the vote counting minutes upon request of the Board of Directors in case of obtaining shareholders' written opinions to pass resolutions of the General Meeting of Shareholders.

24. The Head of the Board of Supervisors shall preside over the election of the chairperson of the General Meeting of Shareholders in case the Chairman is absent or temporarily unable to perform duties and the remaining members of the Board of Directors are unable to elect a chairperson. In such case, the candidate receiving the highest number of votes shall act as chairperson of the meeting.

25. To exercise other rights and perform other obligations as prescribed by the Law on Enterprises, the Company's Charter, and resolutions of the General Meeting of Shareholders.

### **Article 32. Right to Access Information of the Board of Supervisors**

1. Documents and information shall be provided to members of the Board of Supervisors at the same time and in the same manner as to members of the Board of Directors, including:

- a. Meeting notices, written opinion forms of the Board of Directors, and accompanying documents;
- b. Resolutions, decisions, and minutes of the General Meeting of Shareholders and the Board of Directors;
- c. Reports submitted by the Director or General Director to the Board of Directors, or other documents issued by the Company.

2. Members of the Board of Supervisors shall have the right to access the Company's records and documents stored at the head office, branches, and other locations; and to visit the working places of managerial officers and employees of the Company during working hours.

3. The Board of Directors, members of the Board of Directors, the Director or General Director, and other managerial officers shall be responsible for providing complete, accurate, and timely information and documents regarding the Company's management, administration, and business operations upon request of a member of the Board of Supervisors or the Board of Supervisors.

### **Article 33. Responsibility of the Board of Supervisors in Convening an Extraordinary General Meeting of Shareholders**

1. The Board of Supervisors shall be responsible for replacing the Board of Directors in convening a General Meeting of Shareholders within thirty (30) days where the Board of Directors fails to convene a General Meeting of Shareholders in the following cases:

- a. The remaining number of members of the Board of Directors or the Board of Supervisors is less than the minimum number prescribed by law;
- b. Upon request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;



- c. When the Board of Supervisors requests the convening of an extraordinary General Meeting of Shareholders but the Board of Directors fails to do so.
2. Where the Board of Supervisors fails to convene a General Meeting of Shareholders in accordance with this Article, it shall be liable to compensate for any damages arising to the Company.
3. Expenses for convening and conducting the General Meeting of Shareholders under Clause 1 of this Article shall be reimbursed by the Company.

## **Chapter VII**

### **APPOINTMENT, DISMISSAL, TERM OF OFFICE, ROLES, RESPONSIBILITIES AND POWERS OF THE GENERAL DIRECTOR**

#### **Article 34. Appointment, Dismissal, Removal and Term of Office of the General Director**

1. The Board of Directors shall appoint one of its members or another person as the General Director; and shall enter into a contract specifying salary, remuneration, benefits, and other relevant terms and conditions. Information on 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.
2. The standards and conditions for the General Director shall comply with Article 64 of the Law on Enterprises and the Company's Charter.
3. The Board of Directors may dismiss or remove the General Director upon approval by a majority of the attending members of the Board of Directors with voting rights, and shall appoint a new General Director in replacement.
4. The term of office of the General Director is five (05) years and may be reappointed. The appointment may be terminated in accordance with the provisions of the employment contract. The Director (General Director) shall not be a person prohibited by law from holding such position.

#### **Article 35. Notification of Appointment, Dismissal and Removal of the General Director**

The Company shall notify the internal organization of the Company regarding the appointment, dismissal and removal of the General Director, and shall also disclose such information in accordance with the provisions of securities law, other applicable laws, and the Company's Charter.

#### **Article 36. Roles, Powers and Responsibilities of the General Director**

1. The General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers, and shall report to these bodies upon request.
2. The General Director shall have the following powers and responsibilities:
  - a. To implement resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;



- b. To decide on all matters that do not require a resolution of the Board of Directors, including entering into financial and commercial contracts on behalf of the Company (contracts falling within the authority of the General Meeting of Shareholders and the Board of Directors must be approved by such bodies in accordance with regulations), and to organize and manage the Company's day-to-day business operations in accordance with best management practices;
- c. To propose the number and categories of managerial personnel that the Company needs to recruit for appointment or dismissal by the Board of Directors in order to ensure effective management, and to advise the Board of Directors on determining salaries, remuneration, benefits, and other terms and conditions of employment contracts for managerial personnel;
- d. To consult the Board of Directors in deciding the number of employees, salary levels, allowances, benefits, appointment, dismissal, and other terms and conditions of their employment contracts;
- đ. The General Director shall submit to the Board of Directors for approval the detailed business plan for the following financial year, based on compliance with the appropriate budget requirements and the five (05)-year financial plan;;
- e. To propose measures to improve the Company's business performance and management;
- g. To prepare the Company's long-term, annual and quarterly budgets (hereinafter referred to as the "budgets") for long-term, annual and quarterly management purposes in accordance with the business plan. The annual budget (including the projected balance sheet, income statement, and cash flow statement) for each financial year shall be submitted to the Board of Directors for approval and shall include the information required under the Company's regulations;
- h. To perform all other activities in accordance with the Company's Charter and regulations, resolutions of the Board of Directors, the employment contract of the Director (General Director), and applicable laws;
- i. To make proposals to the Board of Directors regarding the organizational structure and internal management regulations of the Company.

## **Chapter VIII**

### **COORDINATION AMONG THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS AND THE GENERAL DIRECTOR**

#### **Article 37. Procedures and Order for Convening Meetings, Notice of Meetings, Preparing Meeting Minutes and Notification of Meeting Results among the Board of Directors, the Board of Supervisors and the General Director**

The procedures and order for convening meetings, issuing meeting notices, preparing meeting minutes, and notifying meeting results are provided in Chapter V.

#### **Article 38. Cases Where the General Director and the Board of Supervisors Request a Meeting of the Board of Directors and Matters Requiring Consultation of the Board of Directors**

The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within seven (07) days, without delay unless there is a legitimate reason, upon



receipt of a written request stating the purpose of the meeting and the matters to be discussed, from the General Director or at least five (05) other managerial officers, or from the Board of Supervisors, or from at least two (02) members of the Board of Directors.

Where the Chairman of the Board of Directors refuses to convene a meeting as requested, the Chairman shall be responsible for any damage arising to the Company; and the persons requesting the meeting as mentioned above may convene the meeting of the Board of Directors themselves.

**Article 39. Reports by the General Director to the Board of Directors on the Performance of Assigned Duties and Powers**

The General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and shall report to these bodies upon request.

**Article 40. Review of the Implementation of Resolutions and Other Delegated Matters of the Board of Directors by the General Director**

The General Director shall manage the Company's daily business operations in accordance with applicable laws, the Company's Charter, the employment contract signed with the Company, and resolutions of the Board of Directors. In case the General Director's management is contrary to these provisions and causes damage to the Company, the General Director shall be legally responsible and shall compensate the Company for such damage.

**Article 41. Matters to be Reported and Information to be Provided by the General Director, and Methods of Notification to the Board of Directors and the Board of Supervisors**

These matters are provided in Clause 2, Article 33 of these Regulations.

**Article 42. Relationship between the Board of Directors and the Board of Supervisors**

1. The Board of Directors shall be subject to the supervision of the Board of Supervisors in accordance with the Company's Charter and shall facilitate the performance of the Board of Supervisors' duties.
2. The Board of Directors or individual members of the Board of Directors shall be responsible for providing documents and explanations to the Board of Supervisors on matters requested by the Board of Supervisors. The Company Secretary shall be responsible for circulating copies of the Board of Directors' decisions to the Head of the Board of Supervisors to enable the Board of Supervisors to perform its duties.
3. The Board of Supervisors shall regularly coordinate with the Board of Directors, inform the Board of Directors of its activities, and consult with the Board of Directors before submitting reports, results and recommendations to the General Meeting of Shareholders;
4. The Chairman of the Board of Directors shall invite representatives of the Board of Supervisors to attend and express opinions at meetings of the Board of Directors. Such representatives of the Board of Supervisors shall have the right to attend and discuss at meetings of the Board of Directors but shall not have voting rights.

**Article 43. Relationship between the Board of Directors and the General Director**

1. The General Director is the highest executive authority responsible for all business and production operations of the Company. The General Director shall be responsible for



researching and developing operational plans for submission to the Board of Directors, and for organizing the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

2. The General Director has the right to refuse to implement and to reserve his/her opinion on decisions of the Board of Directors if such decisions are deemed to be contrary to law, State regulations, or the Company's Charter, and shall promptly report and provide written explanation to the Board of Directors and the Board of Supervisors.

3. The Board of Directors may suspend or annul the implementation of decisions of the General Director if such decisions are deemed to be contrary to law, the Company's Charter, resolutions, or decisions of the Board of Directors.

4. The General Director has the right to decide on matters beyond his/her authority in emergency circumstances (such as natural disasters, war, fire, unexpected incidents, etc.), but shall be responsible for such decisions. The General Director shall also promptly report such matters to the Board of Directors and the General Meeting of Shareholders as soon as practicable.

5. The General Director shall explain losses and inefficiencies in each period and submit remedial plans to the Board of Directors and the General Meeting of Shareholders. In case of continuous losses and failure to develop effective remedial solutions, the Board of Directors may issue a resolution dismissing the General Director.

#### **Article 44. Relationship between the Board of Supervisors and the General Director**

The Board of Supervisors has an independent relationship with the General Director and the Company's management board. It is responsible for supervising the activities of the General Director and the management board, while also facilitating their performance of assigned duties in accordance with applicable regulations. The General Director and the management board shall be responsible for coordinating with and facilitating the Board of Supervisors in the performance of its duties in accordance with regulations.

#### **Article 45. Relationship between the Board of Supervisors and the Board of Directors, the General Director**

1. To propose measures for supplementing, amending and improving the organizational structure for management and administration of the Company's business operations, and to recommend that the Board of Directors submit such proposals to the General Meeting of Shareholders at the nearest meeting;

2. The Board of Supervisors shall report to the General Meeting of Shareholders on the truthfulness, accuracy, reasonableness and legality of the recording and maintenance of accounting documents and books, financial statements and other reports of the Company, as well as the truthfulness and legality of the Company's management and business operations;

3. The Board of Supervisors shall receive complaints from shareholders relating to the management and administration of the Company, conduct verification and investigation of such complaints, consult with the Board of Directors, and respond to shareholders' complaints.

#### **Article 46. General Responsibilities of the Board of Directors, the Board of Supervisors and the General Director**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managerial officers shall perform their duties, including those as



members of committees of the Board of Directors, in an honest manner, in the best interests of the Company, and with the level of prudence that a careful person would exercise in a similar position and under similar circumstances.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managerial officers shall not use business opportunities that may benefit the Company for personal purposes; nor shall they use information obtained by virtue of their position for personal gain or for the benefit of other organizations or individuals.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other management officers shall be obliged to notify the Board of Directors of all interests that may give rise to a conflict with the interests of the Company, which they may obtain through legal entities, transactions, or other individuals.

4. Members of the Board of Directors, members of the Board of Supervisors, the Director (General Director), and other managerial officers shall be obliged to notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of charter capital, and such persons themselves or their related persons as prescribed by law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information on such resolutions in accordance with the provisions of securities law on information disclosure.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managerial officers who breach their duties and obligations of honesty and prudence, or fail to perform their duties with due diligence and professional competence, shall be liable for any damages arising from their breach.

## **Chapter IX**

### **REGULATIONS ON PERFORMANCE EVALUATION, REWARD AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE GENERAL DIRECTOR, EXECUTIVES AND MANAGERIAL OFFICERS**

#### **Article 47. Performance Evaluation of Members of the Board of Directors, Supervisors and the General Director**

1. Annually, based on assigned functions and duties, the Board of Directors shall organize an evaluation of the performance and completion of assigned tasks of each member of the Board of Directors, the General Director, and other executives.

2. The Head of the Board of Supervisors shall organize the evaluation of the performance and completion of assigned tasks of each member of the Board of Supervisors

3. The General Director shall preside over the performance evaluation of managerial officers (appointed by decision of the General Director), based on the Company's regulations and the annual performance results of each department and division, in order to classify the level of task completion according to the following categories:

- Excellent complete of assigned duties;
- Complete performance of assigned duties;
- Incomplete performance of assigned duties.



## **Article 48. Rewards**

1. The Board of Directors and the Board of Supervisors shall be rewarded in accordance with decisions and the reward regulations approved by the General Meeting of Shareholders. The Board of Directors, in coordination with the Board of Supervisors, shall develop and submit such reward regulations to the General Meeting of Shareholders for approval as a basis for implementation.

Annually, based on the level of completion of assigned duties, the General Director shall propose reward schemes for the management board, other managerial officers, and employees for approval by the Board of Directors. Upon approval of such schemes and in accordance with the Company's reward regulations, the General Director shall organize the implementation of rewards for the management board, managerial officers, and employees throughout the Company.

2. Forms of reward:

- Cash;
- In-kind rewards, shares, or other forms (if any).

3. The source of rewards shall be taken from the reward fund, from the fund for exceeding profit targets, or from other sources in accordance with applicable regulations.

4. Reward levels shall be determined based on the actual circumstances of each year and shall be used as a basis for establishing specific reward schemes.

## **Article 49. Handling of Violations and Disciplinary Measures**

1. Members of the Board of Directors and members of the Board of Supervisors, in the course of performing their duties, if they fail to fulfill their assigned responsibilities, violate regulations, or cause damage to the Company, shall be subject to disciplinary review and material liability within their respective organizations or before the General Meeting of Shareholders, in accordance with the Company's regulations and applicable laws.

2. The General Director and other members of the management board, in the course of performing their duties, if they fail to fulfill their assigned responsibilities, violate regulations, or cause damage to the Company, shall be subject to disciplinary review and material liability within the management board or before the Board of Directors, in accordance with the Company's regulations, labor law, and other relevant legal provisions.

3. Other managerial officers, in the course of performing their duties, if they fail to fulfill their assigned responsibilities, violate regulations, or cause damage to the Company, shall be subject to disciplinary review and material liability within their respective departments or the management board, in accordance with the Company's regulations, the Labor Code, and other relevant legal provisions.

## **Chapter X IMPLEMENTING PROVISIONS**

### **Article 50. Implementing Provisions and Effectiveness**

1. Members of the Board of Directors, the Board of Management, the Board of Supervisors, heads and deputy heads of departments, heads of affiliated units of the



Company, and all officers and employees of the Company shall be responsible for complying with these Regulations.

2. During implementation, if it is deemed necessary to amend or supplement the provisions of these Regulations to reflect the Company's operational needs or new legal regulations, the Board of Directors shall consider such proposals and submit them to the General Meeting of Shareholders for approval. Upon such approval, the Board of Directors shall issue and promulgate the amended and supplemented Regulations.

3. In the event that there are legal provisions related to corporate governance which have not been addressed in these Regulations, or in the event that new legal provisions differ from the provisions of these Regulations, such legal provisions shall prevail and automatically apply to govern the Company's operations.

4. The Internal Corporate Governance Regulations of Hai Phong Construction Joint Stock Corporation No.3 consist of ten (10) Chapters and fifty (50) Articles, and shall take effect from the date of May 20, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS



Chairman

**Chủ tịch HĐQT**  
**PHẠM KỲ HÙNG**