

3-2 INVESTMENT AND  
CONSTRUCTION JOINT  
STOCK COMPANY

**BOARD OF DIRECTORS**

THE SOCIALIST REPUBLIC OF VIETNAM  
**Independence – Freedom – Happiness**

*Ho Chi Minh City, November 6, 2025*

**ADDITIONAL ELECTION REGULATIONS MEMBER OF THE  
BOARD OF DIRECTORS OF A JOINT STOCK COMPANY  
INVESTMENT AND CONSTRUCTION 3-2 - TERM 2025 - 2030**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly;*

*Pursuant to Decree No. 155/2020/ND-CP dated 31/12/2020 and Decree No. 245/2025/ND-CP dated 11/9/2025 (amending and supplementing Decree 155/2020);*

*Pursuant to the Charter of Investment and Construction Joint Stock Company 3-2 (C32);*

*Pursuant to the Internal Regulation on Governance of C32 Company;*

*The 2025 Extraordinary General Meeting of Shareholders of 3-2 Investment and Construction Joint Stock Company shall conduct the election of additional members of the Board of Directors for the term 2025-2030 according to the following contents:*

**Article 1. Election principles:**

1. Strictly comply with the provisions of law and the Company's Internal Charter and Regulations.
2. Public elections are held by secret ballot.
3. The vote counting committee is nominated by the Chairman and approved by the Congress. Members of the Vote Counting Committee must not be named in the list of candidates for additional election of members of the Board of Directors.

**Article 2. Subjects with the right to vote:**

Shareholders owning shares with voting rights or persons authorized to attend the meeting with voting rights (according to the list of shareholders of the Company closed on 30/09/2025) present at the General Meeting of Shareholders.

**Article 3. Number of additional elected candidates and members of the Board of Directors**

1. Number of additional elected members of the Board of Directors: 01 member.
2. Maximum number of candidates for the Board of Directors: no limit.

**Article 4. Criteria and conditions for members of the Board of Directors:**

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

a) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises 2020.

b) Having professional qualifications and experience in business administration or in the company's business fields, lines and lines and not necessarily being shareholders of the company, unless otherwise provided for by the company's charter.

c) A member of the Board of Directors of a company may also be a member of the Board of Directors of another company.

2. Unless otherwise provided for by the law on securities, independent members of the Board of Directors as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises 2020 must meet the following criteria and conditions:

a) Not be a person who is working for the company, parent company or subsidiary of the company; not being a person who has worked for the company, parent company or subsidiary of the company for at least 03 consecutive years;

b) Not being a person who is receiving salaries or remunerations from the company, except for allowances that members of the Board of Directors are entitled to as prescribed;

c) Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of the company; being a manager of the company or its subsidiaries;

d) Not being a person who directly or indirectly owns at least 01% of the total voting shares of the company;

e) Not being a person who has been a member of the Board of Directors or the Supervisory Board of the company for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms.

3. An independent member of the Board of Directors must notify the Board of Directors that he or she no longer fully satisfies the conditions specified in Clause 2 of this Article and of course ceases to be an independent member of the Board of Directors from the date of failing to fully meet the conditions. The Board of Directors must notify the case in which the independent member of the Board of Directors no longer meets all the conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect or replace such independent member of the Board of Directors within 06 months from the date of receipt of the notice of the sole member. set up relevant Managing Boards.

**Article 5. Right to nominate candidates for additional election of members of the Board of Directors:**

Shareholders or groups of shareholders owning 5% or more of the total ordinary shares may nominate candidates for the Board of Directors at the following rates: From 5% to less than 10% may nominate a maximum of 1 candidate; From 10% to less than 30% may nominate a maximum of 2 candidates; From 30% to less than 40% may nominate a maximum of 3 candidates; From 40% to less than 50% may nominate

a maximum of 4 candidates; From 50% to less than 60% may nominate a maximum of 5 candidates; From 60% to less than 70% may nominate a maximum of 6 candidates; From 70% to less than 80% may nominate a maximum of 7 candidates; From 80% to less than 90% are nominated for a maximum of 8 candidates.

The nominated candidate must fully meet the criteria and conditions specified in Clause 1 or Clause 2, Article 4 of this Regulation.

In case the number of candidates approved by the Board of Directors for nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organizations to nominate as prescribed in the Company's Charter, Internal Regulations on Corporate Governance and Operation Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

The list of candidates for additional election of members of the Board of Directors must be approved by the General Meeting of Shareholders before voting.

**Article 6. Ballot and how to register a ballot:**

1. The list of Board candidates is arranged in ABC order by name, with full names on the ballot.

2. Ballot and how to register a ballot:

a) The ballot papers are printed uniformly, with the total number of voting rights according to the registration number;

b) Shareholders or authorized representatives are issued votes according to the number of registration for attendance (*owned and authorized*);

c) In case of incorrect entry, shareholders shall request the Vote Counting Board to change other votes;

d) Shareholders shall elect additional members of the Board of Directors according to the number unanimously approved by the General Meeting of Shareholders.

**Article 7. Method of voting for members of the Board of Directors:** (according to Point j, Clause 2, Article 3 of the Internal Regulation on Corporate Governance) as follows:

Method of voting for members of the Board of Directors: The election of members of the Board of Directors must be carried out by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the number of shares owned by the number of elected members of the Board of Directors and shareholders have the right to pool all or part of their total votes to one or several candidates.

*(Attached to the Appendix to the Instructions for Accumulating Votes)*

**Article 8. Method of counting votes for members of the Board of Directors:** (according to Point k, Clause 2, Article 3 of the Internal Regulation on Corporate Governance) as follows:

The congress shall approve the persons responsible for counting votes or supervising the counting of votes at the request of the chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting but not less than 03 persons.

- The vote counting committee conducted an inspection of the ballot box in the presence of shareholders.
- Voting begins when the distribution of election ballots is complete and ends when the last shareholder casts their votes in the ballot box.
- The counting of votes must be conducted immediately after the voting is over.
- The results of vote counting shall be made in writing and announced by the Head of the Vote Counting Committee before the Congress.
- The winners of the Board of Directors are determined by the number of votes from high to low. In case there are 02 or more candidates with the same number of votes, a re-election will be conducted.
- If after two elections, the members of the Board of Directors still cannot be selected as required, the continuation of the election will be decided by the General Meeting of Shareholders and the Chairman.

**Article 9. Announcement of the results of vote counting for members of the Board of Directors**

The full text of the vote counting minutes must be published before the Congress. Complaints about the election and vote counting shall be settled by the Chairman of the General Meeting of Shareholders and recorded in the minutes of the General Meeting of Shareholders.

This Regulation consists of 9 Articles and takes effect immediately after being voted and approved by the General Meeting of Shareholders.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

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**ADDENDUM**

**INSTRUCTIONS FOR ACCUMULATING VOTES**

Assuming that the General Meeting of Shareholders votes to approve the number of additional members of the Board of Directors is 1 person. Shareholder Nguyen Van A holds (*including owning and being authorized*) 100,000 voting shares. At that time, the total number of votes of shareholder Nguyen Van A was:

$$(100,000 \times 1) = 100,000 \text{ votes}$$

**1. Shareholder Nguyen Van A may vote by the following method:**

a) Put all his 100,000 votes into 01 candidate for member of the Board of Directors.

b) Divide 100,000 votes equally among 02 candidates for members of the Board of Directors (*equivalent to each candidate receiving 100,000/2 votes of shareholder Nguyen Van A*).

c) Pool 100,000 votes for candidates in different proportions, but the total number of votes cast for those candidates does not exceed 100,000 votes.

**2. The votes of shareholder Nguyen Van A will be invalid in the following cases:**

a) The ballot is not according to the pre-printed form issued by the Organizing Committee of the Congress, the vote does not have the red seal of 3-2 Investment and Construction Joint Stock Company, or has been erased, scraped, or written with other content other than the regulations for the vote.

b) The total number of votes for the candidates of shareholder Nguyen Van A is greater than 100,000 votes.

c) The number of candidates that shareholder Nguyen Van A voted for exceeded the number of members to vote.

d) Other cases specified in the Election Regulation.