

**CÔNG TY CỔ PHẦN
ĐẦU TƯ VÀ XÂY DỰNG 3-2
3-2 INVESTMENT AND
CONSTRUCTION JOINT
STOCK COMPANY**

Số/No: 27/2026-CBTT



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

TP. Hồ Chí Minh, ngày 24 tháng 4 năm 2026
Ho Chi Minh City, month 4 day 24 year 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG

EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi/ To:

- Ủy ban Chứng khoán Nhà nước/ *The State Securities Commission;*
- Sở Giao dịch Chứng khoán TP HCM/ *Hochiminh Stock Exchange.*

1. Tên tổ chức/ *Name of organization:* CÔNG TY CỔ PHẦN ĐẦU TƯ VÀ XÂY DỰNG 3-2/ *3-2 INVESTMENT AND CONSTRUCTION JOINT STOCK COMPANY*

- Mã chứng khoán/ *Stock code:* C32
- Địa chỉ/ *Address:* Số 45A, đường Nguyễn Văn Tiêt, phường Lái Thiêu, Thành phố Hồ Chí Minh/ *45A Nguyen Van Tiet Street, Lai Thieu Ward, Ho Chi Minh City.*
- Điện thoại liên hệ/ *Tel:* 0274.3759446/19005132 - *Fax:* 0274.3755605
- E-mail: info@c32.vn

2. Nội dung thông tin công bố/ *Contents of disclosure:*

Quy chế hoạt động của Hội đồng quản trị sửa đổi bổ sung lần thứ IV/ *Regulations on the Operation of the Board of Directors (Amended and Supplemented for the 4th time).*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 24/4/2026 tại đường dẫn: www.c32.vn - Quan hệ cổ đông – Điều lệ Quy chế – Quy chế hoạt động của HĐQT/ *This information was disclosed on the Company's website on April 24, 2026 at the following link: www.c32.vn → Investor Relations → Charter & Regulations → Regulations on the Operation of the Board of Directors..*

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 information provided is true and correct and we bear the full responsibility to the law.*

Tài liệu đính kèm/ *Attached documents:*

- Quy chế hoạt động của Hội đồng quản trị sửa đổi bổ sung lần thứ IV/ *Regulations on the Operation of the Board of Directors (Amended and Supplemented for the 4th time).*

**Người ủy quyền công bố thông tin/
*Person authorized to disclose information***

**Lữ Minh Quân
*Lu Minh Quan***

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**INVESTMENT AND CONSTRUCTION
JOINT STOCK COMPANY**

REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

3-2 INVESTMENT AND CONSTRUCTION JOINT STOCK COMPANY

*(Issued together with the Resolution of the Annual General Meeting of Shareholders
dated April 21, 2026 of Investment and Construction Joint Stock Company 3-2)*

Ho Chi Minh City, month 4 day 21 year 2026

Ho Chi Minh City, month 4 day 24 year 2026

REGULATION
ACTIVITIES OF THE BOARD OF DIRECTORS
(amended and supplemented for the fourth time)

Pursuant to the Law on Securities dated November 26, 2019 and amending and supplementing documents;

Pursuant to the Law on Enterprises dated June 17, 2020 and amending and supplementing documents;

Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law and amending and supplementing documents;

Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of Investment and Construction Joint Stock Company 3-2;

Pursuant to the Resolution of the General Meeting of Shareholders No. 01/NQ – General Meeting of Shareholders dated April 21, 2026;

The Board of Directors promulgates the Regulation on operation of the Board of Directors of 3-2 Investment and Construction Joint Stock Company, including the following contents:

Chapter I

GENERAL REGULATIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The operation regulation of the Board of Directors stipulates the organizational structure of personnel, operating principles, powers and obligations of the Board of Directors and members of the Board of Directors in order to operate in accordance with the provisions of the Law on Enterprises, the company's charter and other relevant provisions of law.

2. Subjects of application: This Regulation applies to the Board of Directors and members of the Board of Directors.

Article 2. Principles of operation of the Board of Directors

1. The Board of Directors shall work on the principle of collectivity. Members of the Board of Directors shall be personally responsible for their work and jointly responsible to the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors on the development of the Company.

2. The Board of Directors shall assign responsibilities to the General Director to organize the implementation of resolutions and decisions of the Board of Directors.

Chapter II

BOARD MEMBERS

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

1. Members of the Board of Directors have full rights under the provisions of the Law on Securities, relevant laws and the company's charter, including the right to be provided with information and documents on the financial situation and business activities of the Company and its units.

2. Members of the Board of Directors have the following obligations as prescribed in the company's charter and the following obligations:

a) Perform their duties honestly and prudently for the best interests of shareholders and the Company;

b) Fully attend meetings of the Board of Directors and give opinions on issues to be discussed;

c) Promptly and fully report to the Board of Directors the remuneration received from subsidiaries, associate companies and other organizations;

d) Report to the Board of Directors at the nearest meeting of transactions between the Company, its subsidiaries and other companies controlled by the Company with more than fifty percent (50%) of the charter capital with members of the Board of Directors and related persons of such members; transactions between companies and companies in which members of the Board of Directors are founding members or managers of enterprises in the last three (03) years before the time of transaction;

dd) Disclose information when trading the Company's shares in accordance with the provisions of law.

3. Each independent member of the Board of Directors of a listed company must make a report on the assessment of the operation of the Board of Directors.

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

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and units in the Company. The request must be made in writing and sent to the General Director at least 24 hours in advance.

2. Managers are required to promptly, fully and accurately provide information and documents at the request of members of the Board of Directors. The order and procedures for requesting and providing information are prescribed by the company's charter and the company's internal regulations on corporate governance.

Article 5. Term of office and number of members of the Board of Directors

1. The Board of Directors shall have five (05) members.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms.

3. In case all members of the Board of Directors end their term of office at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work, unless otherwise provided for by the company's charter.

4. The company's charter specifies the number, rights, obligations, methods of organization and coordination of activities of independent members of the Board of Directors.

Article 6. 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 falling into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

b) Having professional qualifications and experience in business administration or in the fields, business lines of the Company and not necessarily

being a shareholder of the Company, unless otherwise provided for by the company's Charter;

c) A member of the Board of Directors of a company may only be a member of the Board of Directors or the Board of Members at a maximum of five (05) other companies.

2. Independent members of the Board of Directors as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following criteria and conditions:

a) Not being a person working for the Company, the parent company or its subsidiaries; not being a person who has worked for the Company, the parent company or its subsidiaries for at least three (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; is a manager of the Company or a subsidiary of the Company;

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

dd) Not being a person who has been a member of the Board of Directors 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 of his/her failure to fully meet the criteria and 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 on which he or she fails to fully meet the criteria and conditions. The Board of Directors shall notify the case in which an independent member of the Board of Directors no longer fully meets the criteria and conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect, supplement or replace an independent member of the Board of Directors within six (06) months from the date of receipt of the notice of the relevant independent member of the Board of Directors.

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors of the Company may not concurrently hold the General Director.

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

- a) Formulate programs and plans for operation of the Board of Directors;
- b) Prepare programs, contents and documents for the meeting; convene, preside over and preside over the meeting of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
- dd) Chairing the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises, the company's charter and the company's internal regulations.

4. In case the Chairman of the Board of Directors submits a written resignation or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the letter of resignation or dismissal. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, it must authorize in writing another member to perform the rights and perform the obligations of the Chairman of the Board of Directors according to the principles specified in the company's charter. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification facility or compulsory education institution, runs away from his/her place of residence, is restricted or loses his/her civil act capacity, has difficulties in cognition, behavior control, is banned by the court from holding certain posts, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

5. When deeming it necessary, the Board of Directors shall decide to appoint the company secretary. The Board of Directors may also appoint one or more Assistant Secretaries of the Company from time to time. The Board of Directors may dismiss or dismiss the Secretary of the Company when necessary but not contrary to the current provisions of the law on labor. The Secretary of the Company has the following rights and obligations:

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

b) Assist members of the Board of Directors in exercising their assigned rights and obligations;

c) Assist the Board of Directors in applying and implementing the principles of corporate governance;

d) Assisting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;

dd) Other rights and obligations as prescribed in the company's charter.

Article 8. Dismissal, dismissal, replacement and supplementation of members of the Board of Directors

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

a) Failing to meet the criteria and conditions specified in Article 155 of the Law on Enterprises;

b) Having a letter of resignation and being approved;

c) Other cases specified in the company's charter.

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

a) Failing to participate in activities of the Board of Directors for six (06) consecutive months, except for force majeure cases;

b) Other cases specified in the company's charter.

3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismissal or dismissal of members of the Board of Directors except for the cases specified in Clauses 1 and 2 of this Article.

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

a) The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number specified in the company's charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced by more than one-third (1/3);

b) The number of independent members of the Board of Directors is reduced, failing to ensure the ratio as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises;

c) Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or dismissed at the nearest meeting.

The election, dismissal and dismissal of members of the Board of Directors shall comply with the provisions of the Company's Charter and relevant laws, including the case of collecting shareholders' opinions in writing according to Clause 1, Article 22 of the Company's Charter.

Article 9. Methods of election, dismissal and dismissal of members of the Board of Directors

1. Shareholders or groups of shareholders owning five percent (05%) or more of the total ordinary shares may nominate persons to the Board of Directors. In case the company's charter does not provide otherwise, the nomination of persons to the Board of Directors shall be carried out as follows:

a) Ordinary shareholders who form a group to nominate persons to the Board of Directors must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors and other shareholders.

2. In case the number of candidates for the Board of Directors through 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 organize the nomination as prescribed in the company's charter, the internal regulations on corporate governance and the Regulation on operation 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.

3. The voting for 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 total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The winner of the election of members of the Board of Directors shall be determined according to the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members specified in the company's charter is sufficient. In case there are two (02) or more candidates with the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or selected according to the criteria specified in the election regulations or the company's charter.

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

Article 10. Notification of election, dismissal and dismissal of members of the Board of Directors

1. In case a candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting, the candidate of the Board of Directors must have a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidates of the Board of Directors to be announced includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working history;
- d) Other managerial titles (including the title of the Board of Directors of other companies);
- dd) 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 about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate of the Board of Directors (if any).

2. The notification of the results of election, dismissal or dismissal of members of the Board of Directors shall comply with the regulations guiding the disclosure of information.

Chapter III

BOARD

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the managing agency of the Company and has full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations falling under the competence of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the company's charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

a) Decide on the Company's medium-term development strategy and plan and annual business plan;

b) Proposing the types of shares and the total number of shares entitled to be offered for sale of each type;

c) Decide on the sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide on mobilization of additional capital in other forms;

d) Decide on the selling price of the Company's shares and bonds;

dd) Decide on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

e) Decide on investment plans and investment projects within their competence and limits as prescribed by law;

g) Decide on solutions for market development, marketing and technology;

h) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at thirty-five percent (35%) or more of the total value of assets stated in the company's latest financial statements and contracts and transactions under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) Electing, dismissing or dismissing the Chairman of the Board of Directors; appointing, dismissing, signing contracts and terminating contracts of the General Director and other important managers prescribed by the company's charter;

deciding on salaries, remuneration, bonuses and other benefits of such managers; appointing authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies, deciding on remuneration levels and other benefits of such persons;

k) Supervise and direct the General Director and other executives in the daily operation of the Company's business;

l) Decide on the organizational structure and internal management regulations of the company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;

m) Approve programs and contents of documents for the general meeting of shareholders, convene the general meeting of shareholders or collect opinions for the General Meeting of Shareholders to approve the resolution;

n) Submit the audited annual financial statements to the General Meeting of Shareholders;

o) To propose the level of dividends to be paid; to decide on the time limit and procedures for payment of dividends or to handle losses arising in the course of business;

p) To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;

q) Decide to promulgate the Regulation on operation of the Board of Directors, the Internal Regulation on corporate governance after being approved by the General Meeting of Shareholders; decide to promulgate the Regulation on operation of the Audit Committee under the Board of Directors, the Regulation on information disclosure of the Company;

q) To be responsible to shareholders for the company's operations;

r) Treat all shareholders equally and respect the interests of persons with interests related to the company.

s) Ensure that the company's operation complies with the provisions of law, the company's charter and internal regulations.

t) Supervise and prevent conflicts of interest of members of the Board of Directors, General Directors and other managers, including misuse of company assets and abuse of transactions with related parties.

u) Appointment of the person in charge of corporate governance;

v) Organize training and training on corporate governance and necessary skills for members of the Board of Directors, General Director, Person in charge of corporate governance and other managers of the company;

w) The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities as prescribed in Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities. Accordingly: The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors must ensure the contents specified in Clause 3, Article 28 of the Company's Charter.

x) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the company's charter.

3. The Board of Directors shall adopt resolutions or decisions by voting at meetings, collecting opinions in writing or in other forms prescribed by the company's Charter. Each member of the Board of Directors shall have one vote.

4. In case a resolution or decision adopted by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders or the company's charter causing damage to the Company, the members who endorse the adoption of such resolution or decision must be jointly and severally responsible for such resolution or decision and must compensate the Company for damage; members who object to the adoption of the above-mentioned resolution or decision are exempt from liability. In this case, the shareholders of the Company have the right to request the Court to suspend the implementation or cancel the above-mentioned resolution or decision.

Article 12. Tasks and powers of the Board of Directors in approving and signing transaction contracts

1. The Board of Directors shall approve contracts and transactions with a value of less than thirty-five percent (35%) or transactions resulting in the total value of transactions arising within twelve (12) months from the date of making the first transaction with a value of less than thirty-five percent (35%) of the total value of assets stated in the latest financial statements or another ratio or value smaller as prescribed in the company's charter between the company and one of the following entities:

a) Members of the Board of Directors, General Directors, other managers and related persons of these subjects;

b) Shareholders and authorized representatives of shareholders who own more than ten percent (10%) of the total ordinary share capital of the Company and their related persons;

c) Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The representative of the Company signing a contract or transaction must notify the members of the Board of Directors of the subjects related to such contract or transaction and enclose the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of receipt of the notice, unless the company's charter provides for a different time limit; members of the Board of Directors who have interests related to the parties to the contract or transaction do not have the right to vote.

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

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

a) The Board of Directors deems it necessary for the benefit of the Company;

b) The number of remaining members of the Board of Directors is less than the minimum number of members as prescribed by law;

c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with full signatures of relevant shareholders or a written request made in many copies and collected all signatures of relevant shareholders;

d) Other cases as prescribed by law and the company's charter.

2. Convening an extraordinary General Meeting of Shareholders

The Board of Directors must decide to convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors and independent members of the Board of Directors is less than the minimum number of members as prescribed at Point b, Clause 1 of this Article or receives a valid request as prescribed at Points c and d, Clause 1 of this Article;

The convening is understood as the issuance of a decision by the Board of Directors to convene and implement the necessary procedures to organize the meeting in accordance with the provisions of law and the Company's Charter.

The time of holding the General Meeting of Shareholders shall comply with the regulations on the order and procedures for convening and the time limit for sending the notice of invitation to the meeting in accordance with the provisions of law and the Company's Charter.

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

- a) Make a list of shareholders entitled to attend the meeting;
- b) Providing information and settling complaints related to the list of shareholders;
- c) Formulate the agenda and contents of the meeting;
- d) Prepare documents for the meeting;
- dd) Draft resolution of the General Meeting of Shareholders according to the expected contents of the meeting; list and details of candidates in case of election of members of the Board of Directors;
- e) Determine the time and place of the meeting;
- g) Send a notice of invitation to the meeting to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
- h) Provide the corresponding username and password for shareholders and authorized representatives (if any) to access the online General Meeting of Shareholders, attend and exercise the right to vote and vote in case the Company organizes an online General Meeting of Shareholders and electronic voting;
- h) Other tasks in service of the meeting.

Article 14. Subcommittees assisting the Board of Directors

1. The Board of Directors may set up sub-committees to be in charge of development policies, human resources, remuneration, internal audit, and risk management. The number of members of the sub-committee decided by the Board of Directors shall be at least three (03) persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors shall be the majority of the sub-committee and one of these members shall be appointed as the Head of the sub-committee under the decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. The resolution of the sub-committee shall take effect only when the majority of members attend and vote for approval at the meeting of the sub-committee.

2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current provisions

of law and the provisions of the company's charter and internal regulations on corporate governance.

Chapter IV

BOARD MEETING

Article 15. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the end of the election of such Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and is equal, the members shall vote on the principle of majority to elect one (01) of them to convene a meeting of the Board of Directors.

2. The Board of Directors must meet at least once a quarter (01) time and may hold an extraordinary meeting.

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

- a) At the request of an independent member of the Board of Directors;
- b) At the request of the General Director or at least five (05) other executives;
- c) At the request of at least two (02) members of the Board of Directors;
- d) Other cases prescribed by the company's charter.

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Managing Board.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the proposal specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors at the request of the Chairman of the Board of Directors, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the requester may replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least three (03) working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues

discussed and decided. The notice of invitation to the meeting must be enclosed with documents used at the meeting and the voting slips of the members.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that it reaches the contact address of each member of the Board of Directors registered at the Company.

7. A meeting of the Board of Directors shall be held when three-quarters (3/4) or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within seven (07) days from the date of the first meeting. In this case, the meeting shall be held if more than half (1/2) of the members of the Board of Directors attend the meeting.

8. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorize other persons to attend the meeting and vote as prescribed in Clause 10 of this Article;
- c) Attending and voting through online conferences, electronic voting or other electronic forms;
- d) Send voting slips to the meeting by mail, fax or e-mail;
- dd) Send the voting slip by other means as prescribed in the company's charter.

9. In case of sending votes to the meeting by mail, the voting papers must be contained in sealed envelopes and delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. The voting papers shall only be opened in the presence of all participants of the meeting.

10. Members must fully attend meetings of the Board of Directors. Members may authorize others to attend meetings and vote if approved by a majority of members of the Board of Directors. Meetings of the Board of Directors may be held in the form of online conferences as prescribed in Clause 11, Article 31 of the Company's Charter.

11. A resolution or decision of the Board of Directors shall be adopted if it is approved by a majority (more than 50%) of the members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors. A resolution in the form of

collecting written opinions shall be adopted on the basis of the approval of the majority of members of the Board of Directors who have the right to vote. This resolution has the same effect and validity as the resolution adopted at a meeting of the Board of Directors.

Article 16. Minutes of meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may be recorded, recorded and kept in other electronic forms. Minutes must be made in Vietnamese and may be made in foreign languages, including the following principal contents:

- a) Name, address of the head office, enterprise code;
- b) Time and place of the meeting;
- c) Purpose, agenda and contents of the meeting;
- d) Full name of each member attending the meeting or the person authorized to attend the meeting and the method of attending the meeting; full name of the members who did not attend the meeting and the reason;
- dd) Issues to be discussed and voted on at the meeting;
- e) Summarizing the opinions of each member attending the meeting in the order of developments of the meeting;
- g) Voting results, clearly stating the members who approve, disagree and have no opinions;
- h) The approved issue and the corresponding voting rate;
- i) Full name, signature of the presiding judge and the person making the record, except for the case specified in Clause 2 of this Article.

2. In case the chairperson or the person taking the minutes refuses to sign the minutes of the meeting but is signed by all other members of the Board of Directors and agrees to approve the minutes of the meeting and has all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1 of this Article, this minutes shall take effect. The minutes of the meeting shall clearly state the refusal of the chairperson or the person taking the minutes of the meeting. The person who signs the minutes of the meeting shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes of the meeting of the Board of Directors. The chairperson and the person taking the minutes shall take personal responsibility for the damage caused to the enterprise due to the refusal to sign the minutes of the meeting in accordance with the provisions of this Law, the company's charter and relevant laws.

3. The chairperson, the person taking the minutes and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the minutes of the meeting of the Board of Directors.

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

5. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the contents between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.

Chapter V

REPORTING AND PUBLICIZING BENEFITS

Article 17. Submission of annual reports

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

- a) Report on the Company's business results;
- b) Financial statements;
- c) Report on the evaluation of the management and administration of the Company;

2. The report specified in Clause 1 of this Article and the audit report must be kept at the Company's head office at least ten (10) days before the opening date of the Annual General Meeting of Shareholders if the company's Charter does not prescribe a longer time limit. Shareholders who own shares of the Company for at least one (01) consecutive years have the right to directly review the report specified in this Article by themselves or together with lawyers, accountants and auditors with practicing certificates.

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

1. The company has the right to pay remuneration and rewards to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors shall be entitled to work remuneration and bonuses. The work remuneration shall be calculated according to the number of working days necessary to complete the tasks of the Board of Directors and the level of remuneration per day. The Board of Directors shall estimate the level of remuneration for each member on the principle of unanimity. The total level of remuneration and bonus of the Board of Directors shall be decided by the General

Meeting of Shareholders at the annual meeting. This remuneration shall be divided among the members of the Board of Directors as agreed upon in the Board of Directors or divided equally in case of failure to reach an agreement.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors working in subcommittees of the Board of Directors or performing other tasks outside the scope of ordinary duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum remuneration, salary, commission, percentage of profit or in other forms as decided by the Board of Directors . In case the Chairman of the Board of Directors works full-time at the Company as assigned by the Board of Directors, the Chairman of the Board of Directors is entitled to receive salaries and other benefits of employees in accordance with relevant laws and internal regulations and regulations of the Company.

5. Members of the Board of Directors are entitled to be paid all expenses for travel, meals, accommodation and other reasonable expenses that they have to pay when performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

6. Members of the Board of Directors may purchase liability insurance by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 19. Disclosure of related interests

In case the company's charter does not contain other stricter provisions, the disclosure of the company's interests and related persons shall comply with the following provisions:

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

a) Name, enterprise code, address of the head office, business lines of the enterprise in which they own the contributed capital or shares; the percentage and time of ownership of such contributed capital or shares;

b) Name, enterprise code, address of the head office, business lines of the enterprise in which their related persons jointly own or separately own the contributed capital or shares of more than ten percent (10%) of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date on which related benefits arise; the amendment and supplementation must be notified to the Company within seven (07) working days from the date of the corresponding amendment and supplement.

3. Members of the Board of Directors who perform work in any form within the scope of the Company's business in the name of themselves or on behalf of others must explain the nature and contents of such work to the Board of Directors and may perform it only when approved by the majority of the remaining members of the Board of Directors; if performed without declaration or approval of the Board of Directors, all incomes earned from such activities shall belong to the Company.

Chapter VI

RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 20. Relationship between members of the Board of Directors

1. The relationship between members of the Board of Directors is a coordination relationship, the members of the Board of Directors are responsible for informing each other about relevant issues in the course of handling their assigned work.

2. In the course of handling work, the member of the Board of Directors assigned to be the main responsibility must take the initiative in coordinating in handling the matters related to the domains under the charge of other members of the Board of Directors. In case there are still differences of opinion among the members of the Board of Directors, the member in charge of the main responsibility shall report to the Chairman of the Board of Directors for consideration and decision according to his/her competence or organize a meeting or collect opinions of members of the Board of Directors in accordance with law, the company's charter and this Regulation.

3. In case of reassignment among members of the Board of Directors, the members of the Board of Directors shall have to hand over relevant works, dossiers and documents. Such handover must be made in writing and reported to the Chairman of the Board of Directors on such handover.

Article 21. Relationship with the executive board

With a management role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of resolutions.

Article 22. Relationship with the Audit Committee

1. The relationship between the Board of Directors and the Audit Committee is a coordination relationship. The working relationship between the Board of Directors and the Audit Committee is on the principle of equality and independence, and at the same time closely coordinates and supports each other in the process of performing tasks.

2. Upon receipt of inspection records or general reports of the Audit Committee, the Board of Directors shall study and direct relevant departments to formulate plans and make timely corrections.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 23. Enforcement effect

The Operating Regulation of the Board of Directors of 3-2 Investment and Construction Joint Stock Company consists of seven (VII) chapters, twenty-three (23) articles and takes effect from the date of approval by the Annual General Meeting of Shareholders on April 21, 2026 and replaces the Operation Regulation of the Board of Directors issued together with Decision No. 04/QD-HDQT dated May 12, 2021./.

ON BEHALF OF THE BOARD OF DIRECTORS



Tu Vinh Trung