

CÔNG TY CP TK XD TM
PHÚC THỊNH
PHUC THINH DESIGN
CONSTRUCTION TRADING
CORPORATION
Số: 53/PTD-2026
No.: 53/PTD-2026

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

**CÔNG BỐ THÔNG TIN TRÊN CỔNG THÔNG TIN ĐIỆN TỬ CỦA
ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC
INFORMATION DISCLOSURE**

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

Công ty Cổ phần Thiết kế Xây dựng Thương mại Phúc Thịnh/ *Phuc Thinh Design Construction Trading Corporation*

Mã chứng khoán/ *Stock code*: PTD

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Loại thông tin công bố/ *Information disclosure type*:

☒ 24h ☐ 72h ☐ Yêu cầu/ *Request* ☐ Bất thường/ *Extraordinary* ☐ Định kỳ/ *Periodic*

(Công ty đánh dấu X vào mục cần công bố/ *The company marks X in the section to be disclosed*)

Nội dung thông tin công bố: Ban hành Điều lệ, quy chế hoạt động của hội đồng quản trị, quy chế hoạt động của Ban kiểm soát và quy chế nội bộ về quản trị công ty năm 2026

Disclosure content: Promulgation of the Charter, the Operating Regulations of the Board of Directors, the Operating Regulations of the Supervisory Board, and the Internal Corporate Governance Regulations for 2026.

Thông tin này sẽ được công bố trên trang thông tin điện tử của Công ty Cổ phần Thiết kế Xây dựng Thương mại Phúc Thịnh vào ngày 13/05/2026 tại đường dẫn www.phucthinh.com.vn.

This information will be published on the official website of Phuc Thinh Design Construction Trading Corporation on May 13th, 2026, at www.phucthinh.com.vn.

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 commit that the disclosed information above is truthful and take full responsibility before the law for the content of the disclosed information.

Ngày 13 tháng 05 năm 2026
May 13th, 2026

Người thực hiện công bố thông tin
Information Discloser



(Ký, ghi rõ họ tên)
(Sign, full name)

A handwritten signature in blue ink, appearing to be "Vũ Trần Vĩnh Thụy".

VŨ TRẦN VĨNH THỤY
VU TRAN VINH THUY



THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness



**REGULATIONS ON OPERATION OF THE BOARD OF
DIRECTORS
PHUC THINH DESIGN CONSTRUCTION
TRADING CORPORATION**

Ho Chi Minh City, May 2026

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CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: These Regulations on Operation of the Board of Directors stipulate the organizational structure, personnel, operating principles, powers, and obligations of the Board of Directors and its members to ensure operation in accordance with the Law on Enterprises, the Company Charter, the Internal Regulations on Corporate Governance, and other relevant legal provisions.

2. Subjects of application: These Regulations apply to the Board of Directors, members of the Board of Directors, and related persons mentioned in these Regulations.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors works on a collective basis. Members of the Board of Directors are individually responsible for their assigned tasks and collectively responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.

2. The Board of Directors assigns the General Director to organize and execute the resolutions and decisions of the Board of Directors.

Article 3. Definitions and terms

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

- a) *Charter capital* is the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and in accordance with Article 6 of the Company Charter of Phuc Thinh Design Construction Trading Corporation;
- b) *Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and amended and supplemented by Law No. 76/2025/QH15 dated June 17, 2025;
- c) *Law on Securities* is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;
- d) *Corporate manager* is a person who manages the Company, including the Chairman, members of the Board of Directors, the General Director, and individuals holding other management titles appointed by the General Meeting of Shareholders or the Board of Directors;
- e) *Related persons* are individuals or organizations as defined in Clause 46, Article 4 of the Law on Securities;
- f) *Shareholder* is an individual or organization owning at least one share of the joint stock company;

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- g) *Member of the Board of Supervisors* is a Supervisor;
 - h) *Non-executive member of the Board of Directors* is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executive officers as prescribed by the Company Charter.
2. In these Regulations, references to one or more provisions or other documents include any amendments, supplements, or replacement documents.
3. Headings (Sections, Articles of these Regulations) are used for convenience in understanding the content and do not affect the content of these Regulations.

CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS

Article 4. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have full rights and responsibilities in accordance with the Law on Enterprises, the Law on Securities, relevant laws, and the Company Charter, including the right to be provided with information and documents regarding the financial situation and operating activities of the Company and its units.
2. A member of the Board of Directors has obligations in accordance with the provisions of the Law on Enterprises, the Company Charter, and the following obligations:
- a) To perform their duties honestly and carefully in the best interest of the shareholders and the Company;
 - b) To attend all meetings of the Board of Directors and express opinions on issues discussed;
 - c) To report promptly and fully to the Board of Directors on remuneration received from subsidiaries, associated companies, and other organizations;
 - d) To report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, or other companies controlled by the Company with 50% or more of charter capital, and the member of the Board of Directors and their related persons; transactions between the Company and a company in which the member of the Board of Directors is a founding member or a corporate manager within the 03 years prior to the time of transaction;
 - đ) To perform information disclosure when trading the Company's shares in accordance with the law.
3. Each independent member of the Board of Directors of the Company must prepare an evaluation report on the activities of the Board of Directors.

Article 5. Right of members of the Board of Directors to be provided with information

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other corporate managers in the Company to provide information and documents regarding the financial situation and operating activities of the Company and its units.
- 2. The requested corporate managers must provide information and documents promptly, fully, and accurately as requested by the member of the Board of Directors. The order and procedures for requesting and providing information are detailed in the Internal Regulations on Corporate Governance.**

Article 6. Number, term, and structure of members of the Board of Directors

1. The number of members of the Board of Directors is 05.
2. The term of office of a member of the Board of Directors is no more than 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 02 consecutive terms.
3. In case all members of the Board of Directors end their term at the same time, they shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.
4. Structure of members of the Board of Directors:

The structure of the Company's Board of Directors must ensure at least 01 non-executive member. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must ensure the regulation of at least 01 independent member;

5. Independent members of the Board of Directors are organized and coordinate their activities according to the following principles:

- a) To perform assigned rights and obligations honestly, carefully, and in the best manner to ensure the maximum legitimate interests of the Company;
- b) To be loyal to the interests of the Company and shareholders; not to use information, know-how, business opportunities of the Company, position, title, and assets of the Company for personal gain or to serve the interests of other organizations or individuals;
- c) All activities of independent members of the Board of Directors must ensure compliance with the provisions of the law and the Company Charter.

Article 7. Standards and conditions for members of the Board of Directors

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

- a) Not falling into the cases specified in Clause 2, Article 17 of the Law on Enterprises;
- b) Having professional qualifications and experience in business administration or in the field, industry, or business line of the Company, and not necessarily being a shareholder of the Company;
- c) A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors or the Board of Members at a maximum of 05 companies;
- d) Other standards and conditions according to the Company Charter.

2. An independent member of the Board of Directors must meet the following standards and conditions:

- a) Not being a person currently working for the Company, the Parent company, or the Company's subsidiaries; not being a person who has worked for the Company, the Parent company, or the Company's subsidiaries for at least the 03 consecutive years prior;
- b) Not being a person currently receiving a salary or remuneration from the Company, except for allowances that a member of the Board of Directors is entitled to receive in accordance with regulations;

- c) Not being a person whose Husband, Wife, Father, adoptive Father, Mother, adoptive Mother, biological child, adopted child, older brother, older sibling, or younger sibling is a major shareholder of the Company; is a corporate manager of the Company or the Company's subsidiaries;
- d) Not being a person directly or indirectly owning at least 01% of the total voting shares of the Company;
- d) Not being a person who has been a member of the Board of Directors or the Board of Supervisors of the Company for at least the 05 consecutive years prior, except in the case of being appointed for 02 consecutive terms;
- e) Other standards and conditions according to the Company Charter and relevant laws.

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

Article 8. Chairman of Board of Directors

1. The Chairman is elected, dismissed, or removed 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 shall not concurrently serve as the General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a) To prepare the working program and plan of the Board of Directors;
 - b) To prepare the agenda, content, and documents for meetings; to convene, preside over, and act as Chairperson of meetings of the Board of Directors;
 - c) To organize the adoption of resolutions and decisions of the Board of Directors;
 - d) To supervise the organization and implementation of resolutions and decisions of the Board of Directors;
 - d) To act as Chairperson of the General Meeting of Shareholders;
 - e) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.
4. In case the Chairman of the Board of Directors submits a resignation letter or is removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the removal.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member of the Board of Directors to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Company Charter. In case there is no authorized person or the Chairman of the Board of Directors is deceased, missing, in temporary detention, serving a prison sentence, serving an administrative handling measure at a compulsory rehabilitation center or compulsory



education institution, has escaped from his/her place of residence, has limited or lost civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions, 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 based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

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

- a) To assist in organizing the convening of the General Meeting of Shareholders and the Board of Directors; to record meeting minutes;
- b) To assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) To assist the Board of Directors in applying and implementing the principles of corporate governance;
- d) To assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; in complying with the obligation to provide information, disclose information, and administrative procedures;
- đ) Other rights and obligations as prescribed in the Company Charter and the Internal Regulations on Corporate Governance.

Article 9. Dismissal, removal, replacement, and supplementation of members of the Board of Directors

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

- a) Does not meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises;
- b) Has submitted a resignation letter and it has been accepted;
- c) Other cases as prescribed in the Company Charter.

2. Upon receiving a document related to a member of the Board of Directors submitting a resignation letter or falling into one or more cases of dismissal as prescribed in Clause 1 of this Article, the Board of Directors is responsible for recording and submitting it to the General Meeting of Shareholders for consideration of dismissal at the nearest meeting or by collecting shareholders' written comments.

During the period awaiting the decision of the General Meeting of Shareholders, the member subject to dismissal consideration remains a member of the Board of Directors in accordance with the law. The remaining members of the Board of Directors may consider and decide on adjusting the internal assignment of tasks or management positions (if any) of this member to ensure the Company's governance activities are carried out continuously and effectively.

The payment of remuneration and other benefits to the member of the Board of Directors during this period shall be considered based on the actual level of participation in the Company's governance activities and shall be decided by the remaining members of the Board of Directors.

3. In case a member of the Board of Directors submits a resignation letter, the specific sequence and procedures for receipt are as follows:
- a) To notify the resignation, the resigning member of the Board of Directors must send a Resignation Letter to the Board of Directors, including the following main contents:
- Position being resigned from;
 - Reasons for resignation;
 - Effective date (clearly stating the start date of effectiveness);
 - Signature and full name (handwritten) of the member of the Board of Directors.
- b) The process for handling the resignation letter of a member of the Board of Directors as prescribed in Point a of this Clause is as follows:
- The Company shall disclose extraordinary information within 24 hours from the time of receiving the resignation letter.
 - The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a notice of the meeting to the members of the Board of Directors within 07 (seven) working days from the date the Company receives the resignation letter and at the latest three (03) working days before the meeting date.
 - The meeting of the Board of Directors must be held no later than 10 working days from the date the Company receives the resignation letter.
- + In case the Board of Directors approves the receipt of the resignation letter, the resigning member of the Board of Directors shall continue to perform his/her rights and obligations until the General Meeting of Shareholders passes a resolution on the dismissal of the member of the Board of Directors, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration of the member of the Board of Directors.
 - + In case the Board of Directors does not approve the receipt of the resignation letter, the resigning member of the Board of Directors shall continue to perform his/her rights and obligations until the General Meeting of Shareholders passes a resolution on the dismissal of the member of the Board of Directors. The Board of Directors must notify in writing the reasons for refusing to accept the resignation letter to the resigning member of the Board of Directors no later than 02 working days after the date of the decision.
4. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
- a) Does not participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) Other cases as prescribed in the Law on Enterprises and the Company Charter.
5. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; or dismiss or remove a member of the Board of Directors in cases other than those prescribed in Clause 1 and Clause 2 of this Article.
6. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:



- a) The number of members of the Board of Directors is reduced by more than one-third compared to the number stipulated in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
- b) The number of independent members of the Board of Directors decreases, failing to ensure the ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
- c) Except for the cases prescribed in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the dismissed or removed member of the Board of Directors at the nearest meeting.

Article 10. Methods of electing, dismissing, and removing members of the Board of Directors

1. A shareholder or a group of shareholders owning 10% or more of the total common shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter. The nomination of persons to the Board of Directors shall be carried out as follows:

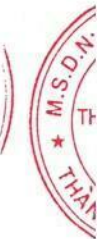
a) Common shareholders forming a group to nominate persons to the Board of Directors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders. A shareholder or a group of shareholders holding from 10% to less than 20% of the total voting shares has the right to nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to less than 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% may nominate eight (08) candidates or more.

b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders prescribed in this Clause has the right to nominate one or several persons as decided by the General Meeting of Shareholders as candidates for the Board of Directors.

2. The written nomination of candidates must clearly state the name of the shareholder or group of shareholders, the quantity of each type of shares of the shareholder or group of shareholders at the time of nominating candidates for the Board of Directors, and information related to the candidates (candidate dossier) as prescribed in Article 25 of the Company Charter.

a. Nomination of candidates for the General Meeting of Shareholders format:

- In case a shareholder or a group of shareholders sends a written proposal regarding the nomination of candidates for the Board of Directors at least 15 (fifteen) days before the opening of the General Meeting of Shareholders, the Board of Directors is responsible for considering and approving it within 5 (five) days from the date of receiving the nomination proposal and shall disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders.
- In case the nominating shareholder or group of shareholders does not ensure the minimum of 15 days before the opening date of the General Meeting of Shareholders, the Board of Directors shall send a notice of the time for reviewing the candidate's



profile to the shareholder or group of shareholders within 3 (three) days from the date of receiving the nomination. During the aforementioned review period, the Board of Directors will disclose the candidate's information as soon as the Board of Directors approves the candidate's profile. In case the Board of Directors does not have enough time for review as notified, the Board of Directors will present this nomination information at the General Meeting of Shareholders.

b. Nomination of candidates for the form of collecting shareholders' written comments:

- The Board of Directors is responsible for disclosing the Regulations on nomination of candidates for the Board of Directors (forms and information related to the nomination) no later than seven (07) days before the closing date of the list of candidates. The closing date of the list of candidates is decided by the Board of Directors. Candidates and nominating shareholders must ensure the requirements regarding standards and conditions in accordance with the provisions of the law and the Company Charter, and are responsible for submitting the nomination profile on time and with the full set of documents as notified by the Company. The notification of results for profiles that do not meet the requirements (if any) shall be carried out via email.
- After the deadline for receiving nomination profiles, the Company shall close the list of eligible candidates. The list and information related to the eligible candidates shall be disclosed at least ten (10) days before the date of sending back the shareholders' written comment ballots. After the time of disclosing the list of candidates as prescribed, the Company shall not accept additional nomination profiles for that round of comment collection.

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

4. In case the number of candidates nominated by the incumbent Board of Directors according to Clause 3 of this Article is still insufficient, the Board of Directors shall disclose information regarding the fact that the number of candidates for the Board of Directors is insufficient within a time limit of no later than 05 days before the opening date of the GMS. The Board of Directors shall organize for other shareholders to nominate in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The organization for other shareholders to nominate additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

5. The voting to elect members of the Board of Directors must be carried out by the cumulative voting method, whereby each shareholder has a total number of voting ballots corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to accumulate all or part of their total voting ballots for one or several candidates. The person elected as a member of the Board of Directors is

determined by the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is reached. In case there are 02 or more candidates reaching the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria of the election regulations or the Company Charter.

6. If the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors can be carried out by the cumulative voting method or by the voting method (in favor, against, abstention). The Voting rate for approval by the voting method is carried out according to Clause 2, Article 21 of the Company Charter.

7. The dismissal and removal of members of the Board of Directors by the General Meeting of Shareholders shall be carried out by the voting method (in favor, against, abstention). The Voting rate for approval by the voting method is carried out according to Clause 2, Article 21 of the Company Charter.

Article 11. Notification of election, dismissal, and removal of members of the Board of Directors

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

- a) Full name, date, month, and year of birth;
- b) Qualification;
- c) Work history;
- d) Other management positions (including positions on the Board of Directors of other companies);
- dd) Interests related to the Company and related parties of the Company;
- e) Other information (if any) as prescribed in the Company Charter;
- g) The Company is responsible for disclosing information about the companies where the candidate is holding the position of member of the Board of Directors, other management positions, and interests related to the Company of the candidate for the Board of Directors (if any).

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

CHAPTER III. BOARD OF DIRECTORS

Article 12. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide, exercise the rights and obligations of the Company, except for rights and obligations under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
 - a) Decide on the strategy, medium-term development plan, and annual business plan of the Company;
 - b) Recommend the types of shares and the total number of shares authorized to be offered of each type;
 - c) Decide on the sale of unsold shares within the scope of the number of shares authorized to be offered of each type; decide on raising additional capital in other forms;
 - d) Decide on the selling price of shares and bonds of the Company;
 - e) Decide on the repurchase of shares in accordance with the provisions of Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
 - f) Decide on investment plans and investment projects within the authority and limits as prescribed by law;
 - g) Decide on solutions for market development, marketing, and technology;
 - h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 20% or more of the total value of assets recorded in the most recent financial statements of the Company, except where the Company Charter provides for a different percentage or value, and except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
 - i) Elect, dismiss, and remove the Chairman; appoint, dismiss, sign contracts, and terminate contracts with the General Director and other important corporate managers as prescribed by the Company Charter; decide on the salary, remuneration, bonuses, and other benefits of those corporate managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, decide on the remuneration level and other benefits of those persons;
 - j) Supervise and direct the General Director and other corporate managers in the daily operating activities of the Company;
 - k) Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of Company's subsidiaries, branches, representative offices, and the contribution of capital, purchase of shares of other enterprises;
 - l) Approve the program, content of documents serving the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect comments for the General Meeting of Shareholders to pass a Resolution;
 - m) Submit the audited annual financial statements to the General Meeting of Shareholders;
 - n) Recommend the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses incurred during the business process;

- o) Carry out the payment of dividends, decide on the time limit and procedures for paying dividends to shareholders in accordance with the law after being approved by the annual General Meeting of Shareholders;
 - p) Recommend the reorganization, dissolution of the Company; request bankruptcy of the Company;
 - q) Decide on the issuance of the Regulations on Operation of the Board of Directors, the Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; the Regulations on information disclosure of the Company;
 - r) Request the General Director, Deputy General Director, and other corporate managers in the Company to provide information and documents on the financial situation and operating activities of the Company and of units within the Company.
 - s) Corporate managers are required to provide information and documents in a timely, complete, and accurate manner at the request of a member of the Board of Directors. The sequence and procedures for requesting and providing information are specified in the Internal Regulations on Corporate Governance.
 - t) Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director, the Person in charge of Corporate Governance, and other corporate managers of the Company;
 - u) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, the Company Charter, and the Internal Regulations on Corporate Governance.
3. The Board of Directors must report the results of its activities to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the government detailing the implementation of a number of articles of the Law on Securities.
4. The Board of Directors passes resolutions and decisions by voting at meetings, collecting written opinions, or other forms as prescribed by the Company Charter. Each member of the Board of Directors has one voting ballot.
5. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders, or the Company Charter, causing damage to the Company, the members who voted in favor of such resolution or decision shall be jointly and personally liable for such resolution or decision and must compensate the Company for the damage; members who voted against the aforementioned resolution or decision shall be exempted from liability. In this case, shareholders of the Company have the right to request the Court to suspend the implementation or cancel the aforementioned resolution or decision.

Article 13. Duties and powers of the Board of Directors in approving and signing contracts and transactions

1. The Board of Directors approves contracts and transactions with a value of less than 35% or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction of less than 35% of the total asset value recorded in the most recent financial statements, or a smaller percentage or value as prescribed by the Company Charter, between the Company and one of the following subjects:
- Members of the Board of Directors, members of the Board of Supervisors, the General Director, other corporate managers, and related persons of these subjects;

- Shareholders, authorized representatives of shareholders owning over 10% of the total common shares of the Company and their related persons;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The Board of Directors approves contracts and transactions for borrowing, lending, and selling assets with a value of less than or equal to 10% of the total asset value of the enterprise recorded in the most recent financial statements between the Company and shareholders owning 51% or more of the total voting shares or their related persons.

3. The representative of the Company signing the contract or transaction must notify the members of the Board of Directors and members of the Board of Supervisors about the related subjects regarding that contract or transaction and attach the draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notice, unless the Company Charter provides for a different time limit; members of the Board of Directors who have interests related to the parties in the contract or transaction do not have the right to vote.

Article 14. Responsibility 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:

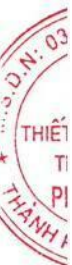
- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The number of remaining members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, with sufficient signatures of the related shareholders, or the written request is made in multiple copies and collects sufficient signatures of the related shareholders; The shareholder or group of shareholders shall be fully responsible before the law for the accuracy and honesty of the documents and evidence provided to the competent authority when requesting to convene a General Meeting of Shareholders
- d) At the request of the Board of Supervisors;
- dd) Other cases as prescribed by law and the Company Charter.

2. Convening an extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed by the Company Charter or upon receiving the request specified in Point c and Point d, Clause 1 of this Article;

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

- a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of the General Meeting of Shareholders if the Company Charter does not provide for a shorter time limit. The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the registration closing date;



- b) Prepare the program and content of the meeting;
- c) Prepare documents for the meeting;
- d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;
- dd) Determine the time and venue for the meeting;
- e) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g) Other tasks serving the meeting.

Article 15. Committees assisting the Board of Directors.

1. When deemed necessary, the Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of the sub-committee is decided by the Board of Directors and shall have at least 02 people, 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 should constitute the majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee according to the decision of the Board of Directors. The operation of the sub-committee must comply with the regulations of the Board of Directors. A resolution of the sub-committee is only effective when a majority of members attend and vote in favor at the meeting of the sub-committee.

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

CHAPTER IV. MEETINGS OF THE BOARD OF DIRECTORS

Article 16. 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 07 working days from the date of completion of the election of that 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 and equal number of votes or percentage of votes, the members shall elect by majority principle to choose 01 person among them to convene the meeting of the Board of Directors.

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

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

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

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

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5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article and at the latest 03 working days before the meeting date. The meeting of the Board of Directors must be held no later than 10 working days from the date the Company receives the request. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors must be responsible for the damages caused to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the meeting invitation notice at the latest 03 working days before the meeting date if the Company Charter does not provide otherwise. The meeting invitation notice must specifically determine the time and venue of the meeting, the program, and the issues to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and the voting ballot of the members.

The meeting invitation notice for the Board of Directors can be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company Charter and must ensure it reaches the contact address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation notice and accompanying documents to the members of the Board of Supervisors as they do for members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members attend. In case the meeting is convened in accordance with this clause but does not have the required number of members in attendance, the Chairman of the Board of Directors must send a notice for a second meeting to the members of the Board of Directors within 07 days from the intended date of the first meeting, and at least 03 working days before the meeting date. The meeting of the Board of Directors must be held no later than 10 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.

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

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

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

11. Members must fully attend meetings of the Board of Directors. A member may authorize another member of the Board of Directors or another person (who is not a member of the Board



of Directors if approved by the majority of the members of the Board of Directors) to attend and vote.

12. Voting

- a. Except for the provisions at Point b, Clause 11, Article 16 of these Regulations, each member of the Board of Directors or an authorized person as stipulated in Clause 9 of this Article directly present in person at the meeting of the Board of Directors shall have one (01) vote;
- b. A member of the Board of Directors shall not vote on transactions that bring benefits to that member or their related persons in accordance with the Law on Enterprises and Article 43 of the Company Charter;
- c. A Supervisor has the right to attend meetings of the Board of Directors and the right to discuss but shall not have the right to vote.

13. The Board of Directors has the right to collect opinions from members of the Board of Directors in writing to pass a Resolution of the Board of Directors when approving issues under the authority of the Board of Directors as specified in Clause 2, Article 27 of the Company Charter. The opinion collection ballot must be sent to members of the Board of Directors at least three (03) days before the deadline for returning the ballot. The minutes of vote counting must be signed by the Chairman of the Board of Directors (representing the vote counting component) and the Head of the Board of Supervisors (representing the vote counting supervision component). A resolution in the form of written opinion collection is passed based on the affirmative opinion of the majority of members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution passed at a meeting.

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

- a. Hear each other member of the Board of Directors participating in the meeting speak;
- b. Speak to all other participating members simultaneously. Discussion between members can be conducted directly via telephone or other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting is considered "present" at that meeting. The location of the meeting organized under this provision is the location where the largest number of members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

Decisions passed in a meeting via telephone that is organized and conducted legally shall be effective immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

15. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to members, and such minutes shall be authentic evidence of the work conducted at the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English or Chinese. The minutes must be signed by the Chairperson and the minute-taker.

Article 17. Minutes of the Board of Directors meeting

1. Meetings of the Board of Directors must be recorded in minutes and may be recorded by audio, or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:

- a) Name, address, and enterprise identification number;
- b) Time and location of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full name of each member attending or authorized person attending and the method of attendance; full name of members not attending and the reasons;
- đ) Issues discussed and voted on at the meeting;
- e) Summary of opinions of each attendee in the order of the meeting's proceedings;
- g) Voting results, clearly stating members who voted in favor, against, and abstained;
- h) Issues passed and the corresponding voting rate;
- i) Full name and signature of the Chairperson and the minute-taker, except for the case stipulated in Clause 2 of this Article.

2. In case the Chairperson or the minute-taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign and the minutes contain full content as stipulated in Points a, b, c, d, đ, e, g, and h of Clause 1 of this Article, the minutes shall be valid. The meeting minutes shall clearly state the refusal of the Chairperson or the minute-taker to sign. The persons signing the meeting minutes shall be jointly responsible for the accuracy and honesty of the content of the Board of Directors meeting minutes. The Chairperson and the minute-taker shall be personally responsible for damages caused to the company due to their refusal to sign the meeting minutes in accordance with the law and the Company Charter.

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

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

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

CHAPTER V. REPORTING AND DISCLOSURE OF INTERESTS

Article 18. Annual reporting

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

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

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

3. The reports stipulated in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board, and the audit report must be kept at the Company's head office at least 21 days before the opening date of the annual General Meeting of Shareholders. Shareholders holding shares of the Company continuously for at least 01 year have the right to personally or together with a lawyer, accountant, or auditor with a practicing certificate directly examine the reports stipulated in this Article.

Article 19. Remuneration, bonuses, and other benefits of members of the Board of Directors

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

2. Members of the Board of Directors are entitled to remuneration for work and bonuses. Remuneration for work is calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration and bonus level of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, presented 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 at committees of the Board of Directors or performing other tasks outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profit, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses that they have had 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 committees of the Board of Directors.

6. The Company may purchase liability insurance for members of the Board of Directors upon approval by the General Meeting of Shareholders. This insurance shall not cover liabilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 20. Disclosure of related interests

In case the Company's Charter does not have stricter provisions, the disclosure of interests and related persons of the Company shall be carried out in accordance with the following provisions:

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

a) Name, enterprise identification number, head office address, and business lines of the enterprise in which they own capital contributions or shares; the ratio and time of ownership of such capital contributions or shares;

b) Name, enterprise identification number, head office address, and business lines of the enterprise in which their related persons jointly or separately own capital contributions or shares exceeding 10% of the charter capital.

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

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

CHAPTER VI. RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationships among members of the Board of Directors

1. The relationship among members of the Board of Directors is a cooperative relationship; members of the Board of Directors are responsible for informing each other about relevant issues during the process of handling assigned tasks.

2. During the process of handling tasks, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling if there are issues related to the field under the charge of another member of the Board of Directors. In case there are differing opinions among members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision according to their authority, or organize a meeting or collect opinions from members of the Board of Directors in accordance with the law, the Company's Charter, and this Regulation.

3. In case of reallocation of tasks among members of the Board of Directors, the members of the Board of Directors must hand over relevant work, files, and documents. This handover must be made in writing and reported to the Chairman of the Board of Directors regarding such handover.

Article 22. Relationship with the Executive Board

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

Article 23. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is a cooperative relationship. The working relationship between the Board of Directors and the Supervisory Board follows the principles of equality and independence, while coordinating closely and supporting each other in the process of performing their duties.

2. Upon receiving inspection minutes or summary reports from the Supervisory Board, the Board of Directors is responsible for studying and directing relevant departments to develop plans and implement timely rectifications.

CHAPTER VII. IMPLEMENTATION PROVISIONS

Article 24. Effectiveness

The Operation Regulation of the Board of Directors of Phuc Thinh Design Construction Trading Corporation consists of 7 chapters, 24 articles, and takes effect from *May 15th*, 2026.

ON BEHALF OF THE BOARD OF

DIRECTORS
CHAIRMAN



MR TO KHAI DAT