

DECISION

**On the approval of the Regulation on the organization and
operation of the Board of Directors
Saigon Traffic Construction Joint Stock Company**

**BOARD OF DIRECTORS
SAIGON TRAFFIC CONSTRUCTION JOINT STOCK COMPANY**

Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance issuing a circular guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter on Organization and Operation of Saigon Traffic Construction Joint Stock Company;

Pursuant to the Resolution of the General Meeting of Shareholders No. 01/2026/NQ-ĐHĐCĐ dated April 22, 2026, of Saigon Traffic Construction Joint Stock Company;

Pursuant to the Minutes of the General Meeting of Shareholders of Saigon Traffic Construction Joint Stock Company dated April 22, 2026;



DECIDES:

Article 1. To issue, attached to this Decision, the Regulation on organization and operation of the Board of Directors of Saigon Traffic Construction Joint Stock Company, consisting of 07 chapters and 22 articles.

Article 2. This Decision takes effect from the date of signing and replaces Decision No. 12/QĐ-HĐQT-CTGTSG dated November 19, 2026 of the Board of Directors of the Company.

Article 3. The Members of the Board of Directors of the Company shall be responsible for implementing this Decision./.

Recipients:

- As per Article 3 "for implementation";
- Board of Supervisors;
- Board of Management;
- Dependent units;
- Archive: Admin Office, Organization - Administration Department, Board of Directors.

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



HNHL
Hoang Ngoc Hung



Ho Chi Minh City, April 23, 2026

**REGULATIONS
ON THE ORGANIZATION AND OPERATION OF THE BOARD
OF DIRECTORS
SAIGON TRAFFIC CONSTRUCTION JOINT STOCK COMPANY**

*(Issued in conjunction with Decision No. 09/QĐ-HĐQT-CTGTSG dated April 23, 2026
of the Board of Directors of Saigon Traffic Construction Joint Stock Company)*

**CHAPTER I
GENERAL PROVISIONS**

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: These Regulations on the Operation of the Board of Directors set out the organizational and personnel structure, 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 Law on Enterprises, the Company Charter, and other relevant provisions of the law.
2. Subjects of application: These Regulations apply to the Board of Directors and members of the Board of Directors.

Article 2. Operating principles of the Board of Directors

The Board of Directors works on the principle of collective action. Members of the Board of Directors are personally responsible for their assigned work and are jointly responsible before the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.

**CHAPTER II
MEMBER OF THE BOARD OF DIRECTORS**

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

1. A Member of the Board of Directors has full rights as prescribed by the Law on Enterprises, the Law on Securities, related laws, and the Company Charter, including the right to be provided with information and documents regarding the financial situation and business operations of the Company and of units within the Company.
2. A Member of the Board of Directors has obligations as prescribed by the Company Charter and the following obligations:

- a) To perform their duties honestly and carefully for the highest interest of the shareholders and the Company;
- b) To attend all meetings of the Board of Directors, discuss and provide clear opinions on matters raised for discussion, vote on issues within the scope of the meeting, and take responsibility before the Board of Directors and the General Meeting of Shareholders for their opinions and the performance of assigned duties and tasks;
- c) To study, assess the situation and performance results, and contribute to the formulation of the company's directions, plans, and operating objectives in each period;
- d) To implement the Resolutions of the Board of Directors related to each member, and comply with the assignments and tasks delegated by the Board of Directors;
- e) To be in charge of tasks as assigned and delegated by the Board of Directors and must directly perform their duties, and shall not authorize others to do so;
- e) Not to take advantage of their Position to seek profit or commit acts that deprive the company of business opportunities, thereby causing damage to the company's interests; and to be responsible for maintaining the confidentiality of company information.
- g) To report promptly and fully to the Board of Directors the remuneration received from Company's subsidiaries, associated companies, and other organizations;
- h) To report to the Board of Directors at the nearest meeting transactions between the Company, Company's subsidiaries, or other companies in which the Company holds a controlling interest of over 50% of the Charter capital, and a Member of the Board of Directors and affiliated persons of such member; as well as transactions between the Company and a company in which a Member of the Board of Directors is a founding member or a business manager within the 03 years prior to the Time of transaction;
- i) To perform information disclosure when conducting transactions involving the Company's stocks as prescribed by law.

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

1. A Member of the Board of Directors has the right to request the General Director, Deputy General Directors, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and of units within the Company.
2. 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 order and procedures for requesting and providing information shall be stipulated by the Internal Regulations on Corporate Governance.

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

1. The Board of Directors consists of 05 members.

2. The term of a Member of the Board of Directors is not more than 05 years, and a Member of the Board of Directors may be re-elected for an unlimited number of terms. There is at least 01 non-executive member in the Board of Directors.

3. In the event that the terms of all members of the Board of Directors end simultaneously, those members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work, except where the Company Charter provides otherwise.

4. In the event that a member is newly elected to fill a vacancy or replace a member who has been relieved of duty or dismissed within their term, the term of that member shall be the remaining period of the term of the Board of Directors.

Article 6. Criteria and conditions for a Member of the Board of Directors

Member of the Board of Directors must meet the following criteria and conditions:

a) Not fall under the subjects prescribed in Clause 2 Article 17 of the Law on Enterprises.

b) Have professional Qualification and experience in business administration or in the field, industry, or business profession of the Company, and they do not necessarily have to be a shareholder of the Company.

c) Be in good health, possess good moral qualities, and be honest, incorruptible, and conscious of compliance with the law.

d) Members of the Board of Directors may only concurrently serve as members of the Board of Directors or Members' Council at a maximum of 05 other companies.

Article 7. Chairman of the Board of Directors

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

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

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

a) To formulate the programs and operation plans of the Board of Directors;

b) To prepare programs, content, and documents for meetings; convene, chair, and act as moderator for meetings of the Board of Directors;

c) To organize the approval of resolutions and decisions of the Board of Directors;

d) To monitor the organization of the implementation of the resolutions and decisions of the Board of Directors;

đ) To preside over the General Meeting of Shareholders;

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

4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Company

Charter. In the event there is no authorized person, or the Chairman of the Board of Directors is Deceased, missing, temporarily detained, serving a prison sentence, serving administrative handling measures at a mandatory detoxification center or compulsory education institution, having escaped from their place of residence, having restricted or lost their civil act capacity, having difficulty in cognition or behavioral control, or being prohibited by a Court from holding a position, practicing a profession, or doing certain jobs, the remaining members shall elect one from among themselves to serve as the Chairman of the Board of Directors in accordance with the principle that a majority of the remaining members consent until a new decision is issued by the Board of Directors.

5. The Board of Directors must appoint at least one (01) person to act as the Person in charge of Corporate Governance to assist in corporate governance. The Person in charge of Corporate Governance may concurrently serve as Company Secretary. The term of the Person in charge of Corporate Governance is decided by the Board of Directors, up to a maximum of five (05) years.

a) The Person in charge of Corporate Governance must meet the following standards:

- Must not concurrently work for an audit firm approved to perform the audit of the Company's Financial statements;

- Other standards as prescribed by law, this Charter, the Company's Internal Regulations on Corporate Governance, and decisions of the Board of Directors.

b) The Board of Directors may dismiss the Person in charge of Corporate Governance when necessary, but such action must not violate current applicable labor laws. The Board of Directors may appoint an Assistant Person in charge of Corporate Governance at any given time.

c) The Person in charge of Corporate Governance has the following rights and obligations:

- To advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and matters related to the Company and its shareholders;

- To prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders upon the request of the Board of Directors or the Board of Supervisors;

- To advise on procedures for meetings;

- To attend meetings;

- To advise on procedures for drafting resolutions of the Board of Directors in accordance with the law;

- To provide financial information, meeting minutes of the Board of Directors, and other information to members of the Board of Directors and members of the Board of Supervisors;

- To monitor and report to the Board of Directors on the Company's information disclosure activities;

- To keep information confidential in accordance with the provisions of the law and the Company Charter;

- To serve as a contact point for related persons;

-Other rights and obligations as prescribed by law, the Charter, and the Company's Internal Regulations on Corporate Governance.

6. When deemed necessary, the Board of Directors shall decide to appoint a Company Secretary. The Company Secretary shall have the following rights and obligations:

- a) To support the convening of meetings of the General Meeting of Shareholders and the Board of Directors; to take minutes of the meetings;
- b) To assist members of the Board of Directors in the performance of their assigned rights and obligations;
- c) To assist the Board of Directors in the application and implementation of corporate governance principles;
- d) To assist the Company in establishing shareholder relations and protecting the legitimate rights and interests of shareholders; in ensuring compliance with information disclosure obligations and administrative procedures;
- đ) To maintain the confidentiality of information in accordance with the law and the Company Charter.
- e) Other rights and obligations as stipulated in the Company's internal documents.

Article 8. Dismissal, removal, replacement, and election of additional members of the Board of Directors

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

- a) The member no longer meets the standards and conditions as prescribed in Article 155 of the Law on Enterprises;
- b) The member submits a written resignation to the Company's headquarters, and it is accepted;
- c) The member is deceased, missing, has been declared dead by a Court, or has restricted civil act capacity.
- d) The member is incapable of performing their duties.
- đ) The member suffers from a mental disorder, and other members of the Board of Directors have professional evidence proving that such person no longer has the capacity for civil acts.
- c) Other cases as prescribed by the law and the Company Charter.

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

- a) The member fails to participate in activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- b) The member violates the provisions of the law or the Company Charter. The member discloses information or documents in a way that seriously affects the interests of or causes serious damage to the Company.
- c) The member provided false personal information when submitting their application to the Company as a candidate for the Board of Directors.
- d) In accordance with a Resolution of the General Meeting of Shareholders.

d) Other cases as prescribed by the law and the Company Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; and to remove or dismiss a member of the Board of Directors in cases other than those specified in Clause 1 and Clause 2 of this Article.

4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect an additional member 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 of the number prescribed 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) Except in the case specified in Point a of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who was relieved of duty or dismissed at the nearest meeting.

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

1. A shareholder or a group of shareholders owning 5% or more of the total number of common shares shall have the right to nominate candidates to the Board of Directors.

a) Shareholders holding common shares who form a group to nominate candidates to the Board of Directors must notify other shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b) Shareholders holding common shares shall have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding from 5% to less than 10% of the total number of shares with voting rights shall have the right to nominate one (01) candidate; from 10% to less than 30% shall have the right to nominate a maximum of two (02) candidates; from 30% to less than 40% shall have the right to nominate a maximum of three (03) candidates; from 40% to less than 50% shall have the right to nominate a maximum of four (04) candidates; from 50% to less than 60% shall have the right to nominate a maximum of five (05) candidates; from 60% to less than 70% shall have the right to nominate a maximum of six (06) candidates; from 70% to less than 80% shall have the right to nominate a maximum of seven (07) candidates; and from 80% or more shall have the right to nominate a maximum of eight (08) candidates.

2. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize a nomination process 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 announced before the General Meeting

of Shareholders votes to elect members of the Board of Directors as prescribed by law.

3. The voting for members of the Board of Directors shall be conducted by cumulative voting, where each shareholder has a total number of votes equivalent to the total number of shares owned multiplied by the number of elected members of the Board of Directors, and shareholders are entitled to distribute all or part of their total votes to one or more candidates. The elected members of the Board of Directors shall be determined based on the number of votes in descending order, starting from the candidate with the highest number of votes until the full number of members specified in the Company Charter is reached. If there are 02 or more candidates receiving the same number of votes for the last position in the Board of Directors, a re-election shall be held among those candidates with the same number of votes, or they shall be selected based on the criteria of the election regulations or the Company Charter.

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

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

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

- a) Full name, date, month, and year of birth;
- b) Qualification;
- c) Professional history;
- d) Other management positions (including positions on the Board of Directors of other companies);
- đ) Interests related to the Company and related parties of the Company;
- e) Other information (if any) as prescribed by the Company Charter;
- g) Public companies shall be responsible for disclosing information regarding companies where the candidate holds 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. Notification of the results of the election, removal, and dismissal of members of the Board of Directors shall be implemented in accordance with regulations on information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, which has full authority to act on behalf of the Company to decide, execute, and implement the rights and obligations of the company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

- a) To decide on the strategy, mid-term development plans, and annual business plans of the Company;
- b) To recommend the classes of shares and total number of shares of each class offered for sale;
- c) To decide on the sale of remaining unsold shares within the range of authorized shares for each class; and to decide on raising additional capital in other forms;
- d) To decide on the selling prices of shares and bonds of the Company;
- đ) To decide on the share redemption in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises and Article 36 of the Law on Securities;
- e) To decide on investment plans and investment projects within the authority and limits prescribed by law;
- f) To decide on solutions for market development, marketing, and technology;
- g) To approve contracts for purchase, sale, business, commerce, credit contracts, construction contracts, and other contracts and transactions with a value equal to or greater than 35% (thirty-five percent) of the total asset value of the Company recorded in the most recent financial statements, excluding contracts and transactions between the Company and the subjects specified in Point r, Clause 2, Article 19 and Clause 3, Article 47 of the Company Charter;
- h) To decide on the investment in or sale of assets with a value ranging from 1% (one percent) to less than 35% (thirty-five percent) of the total asset value recorded in the most recent financial statements of the Company.
- i) To decide on capital contribution for establishment, share acquisition, and capital contribution to other enterprises with a value of less than 35% (thirty-five percent) of the total asset value of the company recorded in the most recent financial statements of the company.

- j) To elect, removal, or dismiss the Chairman of the Board of Directors; to appoint or relieve of duty the General Director and enterprise managers; to sign or terminate contracts with the General Director; to decide on salaries, remuneration, bonuses, and other benefits for such enterprise managers; to appoint the Corporate Governance Officer; to nominate authorized representatives to participate in the Board of Members, Board of Directors, or General Meeting of Shareholders in other companies, and to decide on the remuneration and other benefits for such persons;
 - k) To supervise and direct the General Director and other managers in the daily operation of the Company's business;
 - l) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of the Company's subsidiaries, branches, and representative offices; and to decide on capital contributions and the acquisition of shares in other enterprises;
 - m) To approve the agenda and contents of documents for the General Meeting of Shareholders, to convene the General Meeting of Shareholders, or to collect opinions for the General Meeting of Shareholders to approve a Resolution;
 - n) To submit the annual audited Financial statements and the reports of the Board of Directors to the General Meeting of Shareholders;
 - o) To propose the dividend rate to be paid; to decide on the time limit and procedures for dividend payment or handling of losses arising during business operations;
 - p) To propose the reorganization or dissolution of the Company, or to request the bankruptcy of the Company;
 - q) To decide on the issuance of the Regulations on Operation of the Board of Directors and the Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; to decide on the issuance of the Regulations on information disclosure of the Company;
 - r) To propose the issuance of convertible bonds and bonds with warrants;
 - s) To supervise and prevent conflicts of interest among members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers, including the misuse of the Company's assets and the abuse of transactions with affiliated parties;
 - t) Organize training and capacity building 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 managers of the Company;
 - u) 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 passes Resolutions and Decisions through voting at meetings, by collecting written opinions, or in other forms stipulated by the Company's Charter. Each Member of the Board of Directors has one vote.
4. Where a Resolution or Decision passed by the Board of Directors is contrary to the provisions of the law, the Resolution of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who voted to

approve such Resolution or Decision shall be jointly and personally liable for it and must compensate for the damage to the Company; members who voted against such Resolution or Decision shall be exempt from liability. In this case, shareholders of the Company have the right to request a Court to suspend the implementation or cancel such Resolution or Decision.

Article 12. Duties and powers of the Board of Directors in approving and signing transactions and contracts

1. The Board of Directors approves contracts and transactions valued at less than 35% of the total value of the enterprise's assets as recorded in the most recent audited Financial statements, and such contract or transaction does not lead to the total value of transactions occurring within 12 months from the date of the first transaction being 35% or more of the total value of assets recorded in the Company's most recent audited Financial statements with one of the following subjects:

- Shareholders, or authorized representatives of shareholders that are organizations holding more than 10% of the total common shares of the Company, and their affiliated persons;
- Members of the Board of Directors, the General Director, members of the Board of Supervisors, and their affiliated persons;
- Enterprises for which members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers and executives of the Company must declare in accordance with the provisions of Clause 2, Article 164 of the Law on Enterprises.

2. The Company's representative signing the contract or transaction must notify the members of the Board of Directors and the Board of Supervisors of the relevant subjects regarding such contract or transaction and attach the draft contract or the primary contents 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 notification; members of the Board of Directors having a related interest in the parties to the contract or transaction do not have the right to vote.

Article 13. 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) When the number of remaining members of the Board of Directors or Board of Supervisors is less than the minimum number of members stipulated by law, or the number of members of the Board of Directors has decreased by more than one-third (1/3) compared to the total number of members stipulated in the Company's Charter;
- c) At the request of shareholders or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons, the purpose of the meeting, and the contents as stipulated by the Law on Enterprises, bearing the

signatures of all relevant shareholders, or the written request may be prepared in several copies and contain the gathered signatures of all relevant shareholders;

d) At the request of the Board of Supervisors;

dd) Other cases as provided for by law and the Company's Charter.

2. Convening an extraordinary General Meeting of Shareholders

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

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

a) Prepare a list of shareholders entitled to attend the meeting;

b) Provide information and resolve complaints regarding the shareholder list;

c) Prepare the agenda and content for the meeting;

d) Prepare documents for the meeting;

dd) Draft the Resolution of the General Meeting of Shareholders according to the expected agenda of the meeting; provide the list and detailed information of candidates in the event of electing members of the Board of Directors or members of the Board of Supervisors;

e) Determine the time and venue for the meeting;

g) Send notices of invitation to the meeting to each shareholder entitled to attend in accordance with the Law on Enterprises;

h) Perform other tasks to facilitate the meeting.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 14. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within seven (07) working days from the date the election of such Board of Directors concludes. This meeting shall be convened and chaired by the member with the highest number of votes or the highest vote ratio. In the case where more than one member receives the highest number of votes or vote ratio and they are equal, the members shall elect according to majority rule to choose one (01) person among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once (01) per quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors when one of the following subjects submits a written request specifying the

purpose of the meeting and the issues to be discussed and decided under the authority of the Board of Directors:

- a) The General Director or at least five (05) other managers;
- b) At least two (02) members of the Board of Directors;
- c) The Board of Supervisors;
- d) Other cases stipulated in the Company's Charter or the Company's Internal Regulations on Corporate Governance.

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

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 receiving the request stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene the meeting upon request, the Chairman of the Board of Directors shall be liable for damages occurring 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 convener of the meeting of the Board of Directors must send a meeting notice at least 03 working days before the meeting date. The notice must specify the time and venue of the meeting, the agenda, and issues for discussion and decision. Attached to the notice must be the documents used at the meeting and the member voting ballots.

The notice of invitation to the Board of Directors meeting may be sent by written invitation, Telephone, fax, electronic means, or other methods, provided that it is ensured to reach the contact address of each Member of the Board of Directors and Board of Supervisors members registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting notice and attached documents to members of the Board of Supervisors in the same manner as 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 three-quarters of the total members are present in person or via their authorized representatives, provided that this is approved by a majority of the members of the Board of Directors. If the meeting convened in accordance with this provision does not have sufficient members to attend as required, it shall be reconvened within 07 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 are present.

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 an online conference, electronic voting, or other electronic means;
- d) Submitting a vote to the meeting via post, fax, or email;
- đ) Submitting a vote by other means.

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

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

12. Resolutions and Decisions of the Board of Directors shall be approved if approved by a majority of the members attending the meeting; in the event of an equal number of votes, the final decision shall belong to the side with the vote of the Chairman of the Board of Directors.

13. 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 participant can:

- a) Hear each other member of the Board of Directors simultaneously participating in the meeting;
- b) Speak to all other participants simultaneously. Discussions between members may be conducted directly by telephone or by other means of communication or a combination of these methods. A Member of the Board of Directors participating in such a meeting shall be deemed "present" at that meeting. The meeting location organized under this provision shall be the location where the highest number of members of the Board of Directors are present, or the location where the Chairman of the meeting is present.

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

14. Voting:

- a) Except for the provision at point b of this Clause, each Member of the Board of Directors or an authorized person as per clause 9 of this Article who is physically present in their individual capacity at the Board of Directors meeting shall have one (01) vote;
- b) A Member of the Board of Directors shall not vote on any contracts, transactions, or proposals in which that member or an affiliated person of that member has an interest and such interest conflicts or may conflict with the interests of the Company. A Member of the Board of Directors shall not be included in the minimum quorum to hold a Board of Directors meeting for decisions on which that member is not entitled to vote;

c) According to the provisions at point d of this Clause, when an issue arises at a meeting related to the interests or voting rights of a Member of the Board of Directors and that member does not voluntarily relinquish their voting right, the ruling of the Chairman shall be final, unless the nature or scope of the relevant Member of the Board of Directors' interest has not been fully disclosed;

d) A Member of the Board of Directors benefiting from a contract specified in Clause 2, Clause 3, Article 47 of the Company Charter shall be deemed to have a material interest in such contract;

Article 15. Minutes of the Board of Directors meeting

1. Minutes of the Board of Directors meetings must be recorded, and may be audio-recorded or recorded and stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following primary contents:

a) Name, Address of head office, and Business Registration Number;

b) Time and venue of the meeting;

c) Purpose, agenda, and content of the meeting;

d) Full names of each member attending or authorized to attend and the method of participation; full names of members not attending and the reasons;

dd) Issues discussed and voted upon at the meeting;

e) Summary of the opinions of each attending member in the order of the meeting's proceedings;

g) Voting results, clearly specifying those who voted in approval, disapproval, abstention or other opinions;

h) Issues approved and the corresponding voting rates;

i) Full name and signature of the Chairman and the minute-taker, except as provided in clause 2 of this Article.

2. In case the Chairman or the minute-taker refuses to sign the meeting minutes, but if all other members of the Board of Directors present at the meeting sign and the document contains all content as prescribed at points a, b, c, d, dd, e, g, and h of clause 1 of this Article, then this minute shall be valid.

3. The Chairman, the minute-taker, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board of Directors meeting minutes.

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

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

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 16. Submission of annual reports

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

- a) The Company's business performance report;
- b) Audited financial statements;
- c) Report on the assessment of the Company's management and operations;
- d) Appraisal report of the Board of Supervisors.

2. The reports specified at points a, b, and c, clause 1 of this Article must be sent to the Board of Supervisors for appraisal at least 30 days prior to the opening of the Annual General Meeting of Shareholders, unless the Company Charter provides otherwise.

3. The reports specified in clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors, and the audit report must be kept at the Address of head office of the Company at least 10 days before the opening of the Annual General Meeting of Shareholders, unless the Company Charter specifies a longer period. Shareholders holding shares of the Company continuously for at least 01 year have the right to directly review, either individually or together with their legal counsel, accountant, or auditor with a practicing certificate, the reports specified in this Article.

Article 17. 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 based on business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration 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 for each member on a unanimous basis. The total amount of remuneration and bonuses for the Board of Directors is 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 business expenses of the Company 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 in committees of the Board of Directors, or performing other tasks beyond the normal scope of 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 in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, and other reasonable expenses that they have incurred when performing their responsibilities as a member of the Board of Directors, including expenses incurred when attending the General Meeting of Shareholders, meetings of the Board of Directors, or its committees.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. This insurance does not cover the liability of a member of the Board of Directors related to violations of the law and the Company Charter.

Article 18. Disclosure of related interests

Unless the Company Charter provides otherwise in a stricter manner, the disclosure of interests and affiliated persons of the Company shall be performed in accordance with the following regulations:

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

a) The name, business registration number, Address of head office, and business lines of enterprises in which they own capital contributions or shares; the percentage and time of owning such capital contributions or shares;

b) The name, business registration number, head office address, and business lines of the enterprises where their affiliated persons concurrently own or solely own capital contributions or shares exceeding 10% of the Charter capital.

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

3. Members of the Board of Directors who, in their own name or in the name of others, 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 they perform such work without disclosure or approval from the Board of Directors, all income derived from such activities shall belong to the Company.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 19. Relationship between members of the Board of Directors

1. The relationship between members of the Board of Directors is one of coordination, where members of the Board of Directors have the responsibility to inform one another regarding related matters during the process of handling assigned tasks.

2. During the task handling process, the Member of the Board of Directors assigned as the primary lead must actively coordinate if there are matters related to the field

overseen by another member of the Board of Directors. In cases where members of the Board of Directors have differing opinions, the primary lead shall report to the Chairman of the Board of Directors for review and decision according to their authority, or arrange a meeting or ask for opinions from members of the Board of Directors in accordance with the law, the Company Charter, and these Regulations.

3. In the event of a reassignment between members of the Board of Directors, the members of the Board of Directors must hand over related work, files, and documents. This handover must be documented in writing and reported to the Chairman of the Board of Directors regarding the handover.

Article 20. Relationship with the Board of Management

In the governing role, the Board of Directors issues resolutions for the General Director and the Board of Management to execute. At the same time, the Board of Directors inspects and supervises the implementation of these resolutions.

Article 21. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is one of coordination. The working relationship between the Board of Directors and the Supervisory Board follows the principles of equality and independence, while maintaining close coordination and mutual support during the performance of duties.

2. Upon receiving inspection minutes or general reports from the Supervisory Board, the Board of Directors has the responsibility to study and direct relevant departments to develop a plan and implement corrective actions in a timely manner.

**Chapter VII
IMPLEMENTATION PROVISIONS**

Article 22. Effectiveness

1. The Regulations on Operation of the Board of Directors of Saigon Traffic Construction Joint Stock Company consist of VII chapters, 22 articles, and take effect from April 22, 2026.

2. Members of the Board of Directors, the Board of Management, and relevant units and individuals are responsible for the implementation of these Regulations./.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN


Hoang Ngoc Hung