

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

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

Số/No: 05/2026/CBTT-HC3

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

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

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

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

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

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

Mã chứng khoán/ Stock symbol: HC3

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

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

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

Điện thoại/ Telephone: 0225.3849481 Fax: 0225.3840314

Loại thông tin công bố/ Type of information disclosure:

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

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

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

The Hai Phong Construction Joint Stock Corporation No.3 hereby discloses the following information: The amended Regulations on Operation of the Board of the Directors approved by the 2026 Annual General Meeting of Shareholders.



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

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

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

**Nơi nhận/ Recipients:**

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

NGƯỜI LUYỆN CÔNG BỐ THÔNG TIN



**PERSON AUTHORIZED TO  
DISCLOSE INFORMATION**

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





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No: 01 /2026/QC-HĐQT

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

**REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS**  
*(Issued together with the Resolution of the General Meeting of Shareholders No.01/2026/NQ-ĐHĐCĐ dated May 20, 2026 of Hai Phong Construction Joint-Stock Corporation No.3)*

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

The Board of Directors hereby issues the Regulations on Operation of the Board of Directors of Hai Phong Construction Joint Stock Corporation No.3.

The Regulations on Operation of the Board of Directors of Hai Phong Construction Joint Stock Corporation No.3 include the following provisions:

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

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

1. Scope of regulation: The Regulations on the Operation of the Board of Directors provide for the organizational structure, personnel arrangement, operating principles, powers, and obligations of the Board of Directors and its members, in order to ensure operations in accordance with the Law on Enterprises, the Company Charter, and other relevant provisions of law.

2. Subjects of Application: These Regulations shall apply to the Board of Directors and members of the Board of Directors.



## **Article 2. Principles of Operation of the Board of Directors**

1. The Board of Directors shall operate on the principle of collective decision-making. Members of the Board of Directors shall be individually responsible for their assigned duties and jointly responsible to the General Meeting of Shareholders and to the law for the resolutions and decisions of the Board of Directors in relation to the Company's development.
2. The Board of Directors shall assign the Director (General Director) to organize and manage the implementation of resolutions and decisions of the Board of Directors.

## **Chapter II**

### **MEMBERS OF THE BOARD OF DIRECTOS**

## **Article 3. Rights and Obligations of Members of the Board of Directors**

1. Members of the Board of Directors shall have all rights 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 status and business operations of the Company and its affiliated units.
2. Members of the Board of Directors shall have the rights and obligations prescribed in Article 25 of the Company Charter and the following obligations:
  - a. To perform their duties honestly and prudently in the best interests of the shareholders and the Company;
  - b. To attend all meetings of the Board of Directors and express their opinions on matters submitted for discussion;
  - c. To promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies, and other organizations;
  - d. To report to the Board of Directors at the nearest meeting any transactions between the Company, subsidiaries, or other companies in which the Company holds more than fifty percent (50%) of the charter capital, and such member of the Board of Directors and his/her related persons; as well as transactions between the Company and companies in which such member of the Board of Directors is a founding member or enterprise manager within three (03) years prior to the transaction date;
  - d. To disclose information when conducting transactions in the Company's shares in accordance with the provisions of law.

## **Article 4. Right to Access Information of Members of the Board of Directors**

1. Members of the Board of Directors shall have the right to request the Director (General Director), Deputy Director (Deputy General Director) and other managerial officers of the Company to provide information and documents relating to the financial status and business operations of the Company and its affiliated units.
2. The requested managerial officer must provide such information and documents in a timely, complete, and accurate manner as requested by members of the Board of Directors. The order and procedures for requesting and providing information shall be prescribed in the Company Charter.



## **Article 5. Term of Office and Number of Members of the Board of Directors**

1. The Board of Directors shall consist of no fewer than five (05) members and no more than eleven (11) members.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years. Members of the Board of Directors may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms.
3. In the event that all members of the Board of Directors simultaneously expire their terms of office, such members shall continue to act as members of the Board of Directors until new members are elected to replace them and assume their duties.
4. The Company must have at least one (01) non-executive member where the Board of Directors has five (05) members; at least two (02) non-executive members where the Board has from six (06) to eight (08) members; and at least three (03) non-executive members where the Board has from nine (09) to eleven (11) members.
5. A member of the Board of Directors is not required to be a shareholder of the Company.

## **Article 6. Qualifications and Conditions for Members of the Board of Directors**

1. Members of the Board of Directors must satisfy the following qualifications and conditions:
  - a. Not falling within the cases specified in Clause 2, Article 17 of the Law on Enterprises;
  - b. Possessing professional qualifications and experience in business administration or in the business lines and sectors of the Company, and not necessarily being shareholders of the Company;
  - c. A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors of another company, provided that such person shall not concurrently serve as a member of the Board of Directors of more than five (05) companies.

## **Article 7. Chairman of the Board of Directors**

1. The General Meeting of Shareholders or the Board of Directors shall elect one member of the Board of Directors to act as Chairman of the Board of Directors. The Chairman of the Board of Directors must not concurrently hold the position of Director (General Director) of the Company.
2. The Chairman of the Board of Directors shall be responsible for convening and presiding over the General Meeting of Shareholders and meetings of the Board of Directors, and shall have other rights and obligations as prescribed in this Charter and the Law on Enterprises.
3. To formulate the programs and operational plans of the Board of Directors; to organize the adoption of resolutions and decisions of the Board of Directors; and to supervise the implementation of resolutions and decisions of the Board of Directors.
4. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors submits the annual financial statements, reports on the Company's operations, audit reports, and reports on the supervisory activities of the Board of Directors to shareholders at the General Meeting of Shareholders.



5. In the event that the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days.

6. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and perform the obligations of the Chairman of the Board of Directors. In the absence of such authorization, or where the Chairman of the Board of Directors dies, is missing, is held in temporary detention, is serving an imprisonment sentence, is serving an administrative handling measure at a compulsory detoxification establishment or compulsory education establishment, absconds from his/her place of residence, has limited or lost civil act capacity, has difficulties in cognition or behavioral control, or is prohibited by the Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among themselves to act as Chairman of the Board of Directors based on the principle of approval by a majority of the remaining members until a new decision of the Board of Directors is issued.

7. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as the Company Secretary with the term of office and conditions as determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that such dismissal is not contrary to the applicable labor laws. The Company Secretary shall have the following rights and obligations:

a. To assist in organizing the convening the General Meeting of Shareholders and the Board of Directors, and to record minutes of meetings;

b. To assist members of the Board of Directors in performing their assigned rights and obligations;

c. To assist the Board of Directors in applying and implementing corporate governance principles;

d. To assist the Company in developing shareholder relations and protecting the lawful rights and interests of shareholders; and in complying with obligations relating to information disclosure, transparency, and administrative procedures;

đ. To advise on procedures for meetings;

e. To attend meetings;

g. To ensure that resolutions of the Board of Directors comply with the law;

h. To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and the Board of Supervisors.

The Company Secretary shall be responsible for maintaining confidentiality in accordance with applicable laws and the Company's Charter.

#### **Article 8. Removal, Dismissal, Replacement, and Addition of Members of the Board of Directors**

1. A member of the Board of Directors may be removed or dismissed in the following cases:

a. Such member no longer satisfies the eligibility requirements for serving as a member of the Board of Directors under the Law on Enterprises or is prohibited by law from serving as a member of the Board of Directors;

b. The member submits a written resignation to the Company's head office;



c. Such member suffers from a mental disorder and other members of the Board of Directors possess professional evidence proving that such person no longer has legal capacity;

d. The member fails to attend meetings of the Board of Directors for a continuous period of six (06) months without the approval of the Board of Directors, and the Board decides that his/her position is vacant;

đ. Such member is dismissed pursuant to a resolution of the General Meeting of Shareholders.

e. Providing inaccurate personal information to the Company as a candidate for the Board of Directors;

f. Other cases as prescribed by law and this Charter.

g. Thành viên Hội đồng quản trị đồng thời là thành viên Hội đồng quản trị tại 06 công ty khác trở lên.

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

4. The Board of Directors shall 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 prescribed in the Company Charter. In such case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced by more than one-third;

b. The number of independent/non-executive members of the Board of Directors decreases and no longer satisfies the ratio prescribed in Clause 4, Article 5 of this Regulation;

c. Except for the cases specified in items (a) and (b) of this Clause, the Board of Directors may appoint another person as a temporary member of the Board of Directors to replace a member who has been removed or dismissed. Such new member must be approved at the immediately following General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the appointment of such new member shall be deemed effective from the date of appointment by the Board of Directors. The term of office of the new member of the Board of Directors shall commence from the effective date of the appointment and continue until the expiry of the term of office of the Board of Directors. In the event that the new member is not approved by the General Meeting of Shareholders, all decisions of the Board of Directors adopted prior to the time of the General Meeting of Shareholders, with the participation and voting of the replacement member, shall remain valid.

#### **Article 9. Methods for Election, Removal, and Dismissal of Members of the Board of Directors**

1. The election of members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and each shareholder shall have the right to allocate all or part of his/her votes to one or more candidates. Candidates elected as members of the Board of Directors shall be determined based on the number of votes received, ranked from highest



to lowest, starting from the candidate with the highest number of votes until the required number of members is filled. In the event that two (02) or more candidates receive an equal number of votes for the final position on the Board of Directors, a re-election shall be conducted among such candidates with equal votes, or selection shall be made in accordance with the criteria set out in the election regulations.

2. In the event of voting for additional election or re-election among candidates receiving an equal number of votes at the General Meeting of Shareholders, such voting for members of the Board of Directors shall be conducted by way of raising voting cards at the meeting.

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

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

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

#### **Article 10. Notice of Election, Removal, and Dismissal of Members of the Board of Directors**

1. In cases where candidates have been identified in advance, information relating to candidates for the Board of Directors shall be included in the meeting materials of the General Meeting of Shareholders and disclosed at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review such candidates before voting. Candidates for the Board of Directors must provide a written undertaking regarding the truthfulness, accuracy and reasonableness of the personal information disclosed and undertake to perform their duties honestly if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors disclosed shall include at least the following contents:

a. Full name, date of birth;

b. Educational qualifications;

c. Professional qualifications;

d. Employment history;

e. Companies in which the candidate currently holds the position of member of the Board of Directors and other managerial positions;



- f. Assessment report on the candidate's contributions to the Company, where such candidate is currently a member of the Board of Directors of the Company;
  - g. Interests related to the Company (if any);
  - h. Full name of the shareholder or group of shareholders nominating such candidate (if any);
  - i. Other information (if any).
2. Notice of the election, removal, or dismissal of members of the Board of Directors must be disclosed in accordance with the provisions of the laws on securities and the securities market.

## **Chapter III**

### **THE 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 and shall have full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for the rights and obligations falling within the authority of the General Meeting of Shareholders.
2. The Board of Directors shall be responsible for supervising the Director (General Director) and other managerial officers
3. The rights and obligations of the Board of Directors shall be prescribed by law, the Company Charter, and the General Meeting of Shareholders. In particular, the Board of Directors shall have the following rights and obligations:
  - a. To decide on the Company's strategy, medium-term development plan, and annual business plan;
  - b. To recommend the classes of shares and the total number of shares of each class authorized to be offered for sale;
  - c. To decide on the sale of unsold shares within the number of shares authorized to be offered for sale of each class; and to decide on raising additional capital in other forms;
  - d. To decide on the offering price of shares and bonds of the Company;
  - đ. To decide on the repurchase of shares in accordance with Clauses 1 and 2 of Article 133 of the Law on Enterprises;
  - e. To decide on investment plans and investment projects within its authority and in accordance with the limits prescribed by law;
  - g. To decide on solutions for market development, marketing, and technology;
  - h. To approve purchase, sale, borrowing, lending contracts and other contracts or transactions with a value of less than thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements, and contracts or transactions falling under the decision-making authority of the General Meeting of Shareholders in accordance with Item d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
  - i. To elect, remove from office, or dismiss the Chairman of the Board of Directors; to appoint, remove from office, enter into contracts with, and terminate contracts with the Director (General Director) and other key managerial officers as prescribed by the Charter



of the Company; to decide on salaries, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and to decide on the remuneration and other benefits of such representatives;

k. To supervise and direct the Director (General Director) and other managerial officers in the daily management and operation of the Company's business activities;

l. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches and representative offices, and on capital contribution to or share acquisition 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 collect opinions for the General Meeting of Shareholders to adopt resolutions;

n. To submit the audited annual financial statements to the General Meeting of Shareholders;

o. To recommend dividend rates; to decide on the time limits and procedures for dividend payment or handling of losses arising in the course of business operations;

p. To recommend the reorganization or dissolution of the Company; 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 Corporate Governance Regulations after approval by the General Meeting of Shareholders; and the Regulations on Information Disclosure of the Company;

r. The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to assist in ensuring that the Company's governance activities are conducted effectively. The term of office of the Corporate Governance Officer shall be determined by the Board of Directors, with a maximum of five (05) years. The Corporate Governance Officer may concurrently serve as the Company Secretary.

- The Corporate Governance Officer shall not concurrently work for the accredited auditing organization that is auditing the Company's financial statements.

- The Corporate Governance Officer shall have the following rights and obligations: To advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and on matters relating to the Company and its shareholders; to prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors; to advise on meeting procedures; to attend meetings; to advise on procedures for drafting resolutions of the Board of Directors in accordance with law; to provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and the Board of Supervisors; to monitor and report to the Board of Directors on the Company's information disclosure activities; to act as the focal point of contact with related parties; and to maintain confidentiality of information in accordance with law and the Company's Charter;

- Other rights and obligations as prescribed by law and the Company's Charter;

s. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and the Charter of the Company.



4. The Board of Directors shall adopt resolutions and decisions by voting at meetings, obtaining written opinions, or by other methods prescribed in the Company Charter. Each member of the Board of Directors shall have one vote.

5. Where a resolution or decision adopted by the Board of Directors is contrary to the provisions of law, a resolution of the General Meeting of Shareholders, or the Company Charter, causing damage to the Company, the members voting in favor of such resolution or decision shall be jointly and severally liable for such resolution or decision and must compensate the Company for the damages incurred; members opposing the adoption of such resolution or decision shall be exempt from liability. In such case, shareholders of the Company shall have the right to request the Court to suspend the implementation of or cancel such resolution or decision.

#### **Article 12. Duties and Powers of the Board of Directors in Approving and Executing Contracts and Transactions**

1. The Board of Directors shall approve contracts and transactions with a value of less than thirty-five percent (35%), or transactions resulting in the aggregate value of transactions arising within twelve (12) months from the date of the first transaction being less than thirty-five percent (35%) of the total assets recorded in the most recent financial statements, entered into between the Company and one of the following entities or persons:

- Members of the Board of Directors, members of the Board of Supervisors, the Director (General Director), other managerial officers and their related persons;
- Shareholders and authorized representatives of shareholders owning more than ten percent (10%) of the total ordinary shares of the Company, and their related persons;
- Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises.

2. 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 of the persons related to such contract or transaction and enclose the draft contract or the principal contents of the transaction. The Board of Directors shall decide on the approval of such contract or transaction within fifteen (15) days from the date of receipt of the notice; any member of the Board of Directors having interests related to the parties to such contract or transaction shall have no voting right.

#### **Article 13. Responsibilities of the Board of Directors for Convening Extraordinary General Meetings 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 annual balance sheet, interim or quarterly financial statements, or the audited financial statements for a financial year indicate that the owners' equity has decreased by one-half (1/2) compared to the beginning of the period;
- c. The number of members of the Board of Directors or the Board of Supervisors is less than the number required by law, or the number of members of the Board of Directors has been reduced by more than one-third (1/3) compared to the number prescribed in the Charter;



d. A shareholder or group of shareholders specified in Clause 3, Article 11 of the Company Charter requests the convening of a General Meeting of Shareholders in writing. Such request must state the reasons for and purposes of the meeting, contain full signatures of the relevant shareholders, or be made in several counterparts, each of which must bear the signature of at least one relevant shareholder;

d. The Board of Supervisors requests the convening of the meeting where it has reasonable grounds to believe that members of the Board of Directors or senior managerial officers have seriously breached their obligations under Article 165 of the Law on Enterprises, or that the Board of Directors has acted or intends to act beyond its authority;

e. 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 thirty (30) days from the date on which the number of remaining members of the Board of Directors, non-executive/independent members of the Board of Directors, or members of the Board of Supervisors falls below the minimum number prescribed in the Company Charter, or from the date of receipt of the request specified in points (d) and (e), Clause 1 of this Article.

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

a. Preparing the list of shareholders entitled to attend the meeting;

b. Providing information and resolving complaints relating to the list of shareholders;

c. Preparing the agenda and contents of the meeting;

d. Preparing documents for the meeting;

d. Preparing draft resolutions of the General Meeting of Shareholders in accordance with the proposed contents of the meeting; and the list and detailed information of candidates in the event of election of members of the Board of Directors or members of the Board of Supervisors;

e. Determining the time and venue of the meeting;

g. Sending invitation letter to attend the meeting to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;

h. Performing other tasks serving the meeting.

## **Article 14. Committees Assisting the Board of Directors**

1. The Board of Directors may establish subordinate committees to be responsible for development policies, human resources, remuneration, internal audit, and risk management. The number of members of each committee shall be determined by the Board of Directors, with a minimum of three (03) members, 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 of each committee, and one of such members shall be appointed as the Committee Chair pursuant to a resolution of the Board of Directors. The operation of each committee shall comply with the regulations issued by the Board of Directors. Resolutions of a committee shall only be valid if approved by a majority of the members attending and voting at the committee meeting.



2. The implementation of decisions of the Board of Directors, or of any committee under the Board of Directors, must comply with the applicable laws, the Company Charter, and the Internal Corporate Governance Regulations.

## **Chương IV**

### **MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 15. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors of the term within seven (07) working days from the completion of the election of the Board of Directors for such term. This meeting shall be convened and chaired by the member who has obtained the highest number of votes or the highest voting ratio. In the event that more than one member obtains the same highest number of votes or voting ratio, the members shall elect, by majority vote, one (01) among them to convene the meeting of the Board of Directors.

2. The Chairman of the Board of Directors shall convene regular meetings of the Board of Directors, and shall prepare the agenda, time, and venue of the meeting at least three (03) working days prior to the scheduled meeting date. The Chairman may convene a meeting whenever deemed necessary, but meetings must be held at least once (01) every quarter.

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

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

4. The Board of Directors shall hold an extraordinary meeting within seven (07) days from the date of receipt of the written request for a meeting. Where the Chairman of the Board of Directors refuses to convene the meeting as requested, the Chairman shall be responsible for any damage caused to the Company. The persons requesting the meeting as referred to in Clause 3, Article 27 of the Company Charter may themselves convene the meeting of the Board of Directors.

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

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

7. A notice of a meeting of the Board of Directors shall be sent to all members of the Board of Directors at least three (03) working days prior to the scheduled meeting date. Members of the Board of Directors may refuse the notice of meeting in writing, and such refusal may have retroactive effect. The notice of the Board of Directors meeting shall be made in writing in Vietnamese and must fully specify the agenda, time, and venue of the



meeting, together with necessary documents relating to the matters to be discussed and voted upon at the meeting, as well as voting ballots for members of the Board of Directors who are unable to attend the meeting.

Notices of invitation to meetings may be sent by post, fax, email, or other means, provided that they are delivered to the registered address of each member of the Board of Directors as recorded at the Company.

8. The Chairman of the Board of Directors or the convening person shall send the notice of meeting and accompanying 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 shall be entitled to attend meetings of the Board of Directors, to participate in discussions, but shall not have the right to vote.

9. The first meeting of the Board of Directors shall be conducted only if at least three-quarters (3/4) of the members of the Board of Directors are present in person or through an authorized representative (proxy). Where the required quorum is not met, the meeting shall be reconvened within seven (07) days from the originally scheduled date of the first meeting. The reconvened meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors attend the meeting.

10. A member of the Board of Directors shall be deemed to have attended and voted at a meeting of the Board of Directors in the following cases:

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend and vote in accordance with Clause 12 of this Article;
- c. Attending and voting via online conference, electronic voting, or other electronic means;
- d. Sending voting ballots to the meeting by post, fax, or email;
- d. Sending voting ballots by other means.

11. A member of the Board of Directors may send a voting ballot to the meeting by post, fax, or email. Where a voting ballot is sent by post, it must be placed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. The voting ballot shall be opened only in the presence of all attendees of the meeting

12. Members shall attend all meetings of the Board of Directors. A member may authorize another person to attend meetings and vote on his/her behalf, subject to approval by a majority of the members of the Board of Directors.

13. The Board of Directors shall adopt decisions and resolutions on the basis of the affirmative votes of a majority of the attending members of the Board of Directors, being more than fifty percent (50%). In the event that the number of votes in favor and against is equal, the casting vote of the Chairman of the Board of Directors shall be decisive.

#### **Article 16. Minutes of Meetings of the Board of Directors**

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

- a. Name, head office address, and enterprise registration number;



- b. Time and venue of the meeting;
  - c. Purpose, agenda, and contents of the meeting;
  - d. Full name of each attending member or authorized proxy, and the form of attendance; full names of absent members and reasons for absence;
  - đ. Issues discussed and voted upon at the meeting;
  - e. Summary of opinions of each attending member in the order of the meeting's proceedings;
  - g. Voting results, clearly stating members who voted in favor, against, and abstained;
  - h. Matters approved and the corresponding approval ratio;
  - i. Full names and signatures of the chairman of the meeting, attending members of the Board of Directors, and the minutes recorder, except in cases specified in Clause 2 of this Article.
2. Where the chairman of the meeting or the person recording the minutes refuses to sign the minutes of the meeting, but the minutes are signed by all other attending members of the Board of Directors and fully contain the contents specified in items a, b, c, d, e, g, and h of Clause 1 of this Article, such minutes shall remain valid.
3. The chairman, the person recording the minutes, and all signatories to the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors meeting.
4. The Chairman of the Board of Directors shall be responsible for forwarding the minutes of the Board of Directors meeting to the members, and such minutes shall serve as conclusive evidence of the proceedings conducted at such meetings, unless an objection to the contents of the minutes is raised within ten (10) days from the date of dispatch.
5. Minutes of the Board of Directors meeting shall be prepared in Vietnamese and must bear the signatures of all members of the Board of Directors attending the meeting, or the minutes may be prepared in multiple copies, each of which shall bear the signature of at least one (01) member of the Board of Directors attending the meeting.
6. The minutes of the Board of Directors meeting and all documents used in the meeting shall be retained at the Company's head office.

## **Chapter V**

### **REPORTING AND DISCLOSURE OF INTERESTS**

#### **Article 17. Annual Report**

1. At the end of each financial year, the Board of Directors shall submit the following reports to the General Meeting of Shareholders:
- a. The Company's business performance report;
  - b. Financial statements;
  - c. A report evaluating the management and administration of the Company;
  - d. The assessment report of the Board of Supervisors.



2. The reports specified in items (a), (b), and (c) of Clause 1 of this Article must be submitted to the Board of Supervisors for review no later than thirty (30) days prior to the opening date of the Annual General Meeting of Shareholders.

3. The reports specified in Clauses 1 and 2 of this Article, the assessment report of the Board of Supervisors, and the audit report must be retained at the Company's head office no later than ten (10) days prior to the opening date of the Annual General Meeting of Shareholders. Shareholders holding the Company's shares continuously for at least one (01) year shall have the right, either by themselves or together with a lawyer, accountant, or certified auditor, to directly examine the reports specified in this Article.

#### **Article 18. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors**

1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

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

3. Members of the Board of Directors (excluding authorized representatives acting in substitution) shall receive remuneration for their work in their capacity as members of the Board of Directors. The total remuneration for the Board of Directors shall be determined by the General Meeting of Shareholders. This remuneration shall be allocated among the members of the Board of Directors in accordance with an agreement within the Board of Directors or divided equally in the absence of such agreement.

4. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, its subsidiaries, affiliated companies, and other companies in which the member acts as a capital representative, must be fully disclosed in the Company's annual report.

5. Members of the Board of Directors holding executive positions, or members of the Board of Directors serving on Board committees, or performing other duties which, as determined by the Board of Directors, are beyond the scope of the normal duties of a member of the Board of Directors, may be entitled to additional remuneration in the form of a lump-sum fee for each assignment, salary, commission, profit percentage, or in other forms as decided by the Board of Directors.

6. Members of the Board of Directors shall be entitled to reimbursement of all travel, meal, accommodation, and other reasonable expenses incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.

#### **Article 19. Disclosure of Related Interests**

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 shall declare to the Company their related interests, including:



- a. The name, enterprise registration number, head office address, and business lines of any enterprise in which they own capital contributions or shares; the percentage and timing of such ownership;
  - b. The name, enterprise registration number, head office address, and business lines of any enterprise in which their related persons jointly own or individually own capital contributions or shares representing more than ten percent (10%) of the charter capital.
2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date the relevant interest arises; any amendment or supplementation must be notified to the Company within seven (07) working days from the date such amendment or supplementation occurs.
  3. Members of the Board of Directors, whether in their own name or on behalf of another person, shall, when engaging in any work in any form within the Company's business activities, be required to disclose and explain the nature and content of such work to the Board of Directors, and may only proceed if approved by a majority of the remaining members of the Board of Directors. Where such activities are carried out without disclosure or without the approval of the Board of Directors, all income derived from such activities shall belong to the Company.
  4. Members of the Board of Directors shall be obliged to notify the Board of Directors of all interests that may give rise to a conflict with the interests of the Company, which they may obtain through economic entities, transactions, or other individuals.
  5. Members of the Board of Directors shall be obliged to notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, or other companies in which the public company holds more than fifty percent (50%) of the charter capital, and such member itself or their related persons, in accordance with the provisions of law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information regarding such resolutions in accordance with the securities law on information disclosure.
  6. Members of the Board of Directors shall not be entitled to vote on any transaction that confers benefits upon such member or their related persons, in accordance with the Law on Enterprises and the Company Charter.

## **Chapter VI**

### **RELATIONSHIP AMONG MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 20. Relationship among Members of the Board of Directors**

1. The relationship among members of the Board of Directors is one of coordination. Members of the Board of Directors shall be responsible for informing one another of matters relevant to the performance of their assigned duties.
2. During the performance of assigned duties, the member of the Board of Directors who is assigned primary responsibility shall proactively coordinate and handle matters, including issues falling within the areas under the responsibility of other members of the Board of Directors. Where 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 within his/her authority, or organize a



meeting or obtain opinions of the members of the Board of Directors in accordance with the law, the Company Charter, and these Regulations.

3. In the event of a reassignment of duties among members of the Board of Directors, the members of the Board of Directors shall hand over the relevant work, records, and documents. Such handover shall be made in writing and reported to the Chairman of the Board of Directors.

#### **Article 21. Relationship with the Executive Board**

In its governance role, the Board of Directors issues resolutions for implementation by the Director (General Director) and the executive management apparatus. The Board of Directors shall also monitor and supervise the implementation of such resolutions.

#### **Article 22. Relationship with the Board of Supervisors**

1. The relationship between the Board of Directors and the Board of Supervisors is one of coordination. The working relationship between the Board of Directors and the Board of Supervisors shall be based on the principles of equality and independence, while ensuring close coordination and mutual support in the performance of their respective duties.

2. Upon receiving inspection minutes or summary reports from the Board of Supervisors, the Board of Directors shall be responsible for reviewing them and directing the relevant departments to develop and implement timely corrective measures.

### **Chapter VII IMPLEMENTING PROVISIONS**

#### **Article 23. Effectiveness**

1. In the course of implementation, if there is any change in applicable laws that causes any provision of this Regulation to conflict with legal normative documents, such provisions shall be automatically amended in accordance with such legal normative documents.

2. This Regulation shall be amended and supplemented upon approval by the General Meeting of Shareholders of the Company.

3. The Regulations on Operation of the Board of Directors of Hai Phong Construction Joint-Stock Corporation No.3 consist of 7 Chapters and 23 Articles and shall take effect from the date of May 20, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman



**Chủ tịch HĐQT  
PHẠM KỲ HÙNG**