

BECAMEX URBAN DEVELOPMENT JOINT STOCK COMPANY

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**OPERATING REGULATIONS OF BOARD OF DIRECTORS
BECAMEX URBAN DEVELOPMENT JOINT STOCK COMPANY**

(Issued together with Decision No. 03/QĐ/HĐQT/2026, May 06, 2026)



HO CHI MINH CITY - MAY 2026



DECISION
ISSUED OPERATING REGULATIONS OF BOARD OF DIRECTORS
BECAMEX URBAN DEVELOPMENT JOINT STOCK COMPANY (BECAMEX UDJ)
THE BOARD OF DIRECTORS OF
BECAMEX URBAN DEVELOPMENT JOINT STOCK COMPANY

- Pursuant to the Law on Securities dated November 26, 2019;
- Pursuant to the Law on Enterprises dated June 17, 2020;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of Becamex Urban Development Joint Stock Company;
- Pursuant to Resolution No. 01/NQ/ĐHĐCĐ/2026 dated April 16, 2026 of the General Meeting of Shareholders.

DECIDE

Article 1: Issued operating regulations of Board of Directors of Becamex Urban Development Joint Stock Company.

Article 2: This Decision takes effect from the date of signing. The Operating Regulations of the Board of Directors issued together with this Decision replace the previously issued Operating Regulations.

Article 3: Members of the Board of Directors, the Supervisory Board, the Board of Management, heads of functional departments, affiliated units, and all related individuals shall be responsible for the implementation of this Decision.

Recipients:

- As article 3
- File BOD

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN



NGUYEN MINH DONG

INDEX

CHAPTER I. GENERAL PROVISIONS.....	3
Article 1. Interpretation of Terms and Abbreviation.....	3
Article 2. Scope of Regulation and Subjects of Application	3
Article 3. Principles of Operation of the Board of Directors.....	3
CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS	4
Article 4. Rights and Obligations of Members of the Board of Directors.....	4
Article 5. Right to be Provided with Information of Members of the Board of Directors ..	4
Article 6. Term of Office and Number of Members of the Board of Directors.....	4
Article 7. Standards and Conditions for Members of the Board of Directors.....	5
Article 8. Chairman of the Board of Directors.....	5
Article 9. Dismissal, Removal, Replacement, and Supplement of Members of the Board of Directors.....	6
Article 10. Election, Dismissal, and Removal of Members of the Board of Directors	7
Article 11. Notification of Election, Dismissal, and Removal of Members of the Board of Directors.....	8
CHAPTER 3. THE BOARD OF DIRECTORS.....	8
Article 12. Rights and Obligations of the Board of Directors.....	8
Article 13. Duties and Powers of the Board of Directors in Approving and Entering into Contracts and Transactions	10
Article 14. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders.....	10
Article 15. Sub-Committees Assisting the Board of Directors	11
CHAPTER 4. MEETINGS OF THE BOARD OF DIRECTORS	12
Article 16. Meetings of the Board of Directors.....	12
Article 17. Conditions for Conducting Meetings of the Board of Directors.....	13
Article 18. Meetings by Telephone or Other Forms.....	13
Article 19. Voting	13
Article 20. Minutes of the Board of Directors Meeting.....	14
Article 21. Resolutions and Decisions of the Board of Directors	15
CHAPTER 5. REPORTING AND DISCLOSURE OF INTERESTS.....	15
Article 22. Submission of Annual Reports	15
Article 23. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors.....	15
Article 24. Disclosure of Related Interests	16
CHAPTER 6. RELATIONSHIPS OF THE BOARD OF DIRECTORS.....	16
Article 25. Relationships among Members of the Board of Directors	16
Article 26. Relationship with the Executive Management	17
Article 27. Relationship with the Supervisory Board	17
Article 28. Relationship with Shareholders	17
CHAPTER 7. IMPLEMENTATION PROVISIONS.....	18
I. Article 29. Effectiveness.....	18



**BECAMEX URBAN
DEVELOPMENT JOINT
STOCK COMPANY**

SOCIALIST REPUBLIC OF VIENAM
Independence – Freedom - Happiness

Ho Chi Minh City, May 06, 2026

OPERATING REGULATIONS OF THE BOARD OF DIRECTORRS

BECAMEX URBAN DEVELOPMENT JOINT STOCK COMPANY

Pursuant to the Law on Securities dated November 26, 2019;

Pursuant to the Law on Enterprises dated June 17, 2020;

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

Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP;

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

Pursuant to the Charter of Becamex Urban Development Joint Stock Company;

Pursuant to Resolution No. 01/NQ/ĐHĐCĐ/2026 dated April 16, 2026 of the General Meeting of Shareholders.

The Board of Directors promulgates the Operating Regulations of the Board of Directors of the Becamex Urban Development Joint Stock Company.

CHAPTER I. GENERAL PROVISIONS

Article 1. Interpretation of Terms and Abbreviation

In addition to the definitions provided in the Company's Charter, the following terms and phrases shall be construed and abbreviated as follows:

1. "Non-executive member of the Board of Directors" means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executives appointed by the Board of Directors;
2. The terms "including" and "specifically" are used for illustrative purposes and shall not be construed as limiting to the items listed, but may be extended provided that such extension does not contravene any regulations of the Company or applicable laws;
3. "Company" means Becamex Urban Development Joint Stock Company;
4. "Company Charter" means the Charter of Becamex Urban Development Joint Stock Company;
5. "Corporate Governance Regulations" means the Internal Regulations on Corporate Governance of Becamex Urban Development Joint Stock Company;
6. "Regulations on Operation of the Board of Directors" means the Regulations on Operation of the Board of Directors of Becamex Urban Development Joint Stock Company;
7. "BOD" means the Board of Directors;
8. "SB" means the Supervisory Board;
9. Unless otherwise defined, the terms used in these Regulations shall have the same meanings as those defined in the Company Charter and/or the Law on Enterprises and the Law on Securities.

Article 2. Scope of Regulation and Subjects of Application

1. **Scope of regulation:** The Regulations on Operation of the Board of Directors stipulate the organizational structure, operating principles, rights, and obligations of the Board of Directors and its members in accordance with the Law on Enterprises, the Company Charter, and other relevant laws.
2. **Subjects of application:** These Regulations apply to the Board of Directors and its members. In the event of any inconsistency between these Regulations and the Company Charter, the provisions of the Company Charter shall prevail.

Article 3. Principles of Operation of the Board of Directors

1. The Board of Directors shall operate on a collective basis. Members of the Board of Directors shall be individually responsible for their assigned duties and jointly responsible before the General Meeting of Shareholders and before the law for resolutions and decisions of the Board of Directors concerning the development of the Company.
2. The Board of Directors assigns the General Director to organize and implement the resolutions and decisions of the Board of Directors.

CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS

Article 4. Rights and Obligations of Members of the Board of Directors

1. Members of the Board of Directors shall have full rights as prescribed by the Law on Securities, relevant laws, and the Company Charter, including the right to be provided with information and documents on the financial status and business operations of the Company and its affiliated units.
2. Members of the Board of Directors shall have obligations as prescribed in 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 fully attend meetings of the Board of Directors and provide opinions on matters discussed;
 - 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 on transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of charter capital, and the member and his/her related persons; and transactions between the Company and companies where such member is a founding member or enterprise manager within the last three (03) years prior to the transaction;
 - e. To disclose information when conducting transactions in the Company's shares in accordance with the law.
3. Each independent member of the Board of Directors of a listed company must prepare a report evaluating the Board of Directors' activities.

Article 5. Right to be Provided with Information of Members of the Board of Directors

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other managers of the Company to provide information and documents on the financial status and business operations of the Company and its units.
2. Requested managers must provide timely, complete, and accurate information and documents as requested. Procedures for requesting and providing information shall be stipulated in the Company Charter.

Article 6. Term of Office and Number of Members of the Board of Directors

1. The Board of Directors shall consist of five (05) members. The term of office of a member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms.
2. The Board of Directors' structure must ensure at least one (01) member is a non-executive director. The Company minimizes the combination of executive positions with Board membership to ensure the independence of the Board of Directors.
3. In case all members' terms expire simultaneously, they shall continue to serve until new members are elected and assume duties, unless otherwise provided in the Company Charter.

Article 7. Standards and Conditions for Members of the Board of Directors

1. Members of the Board of Directors must meet the following standards and conditions:
 - a. Not falling under the cases specified in Clause 2, Article 17 of the Law on Enterprises;
 - b. Having professional qualifications and experience in business administration or in the Company's business lines, 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 or the Member Council at a maximum of 05 other companies;
 - d. For state-owned enterprises and their subsidiaries as prescribed by law, not being family members of the General Director or other managers of the company or of the parent company's managers or persons competent to appoint managers;
 - e. Other criteria and conditions as stipulated in the Company Charter.
2. An independent member of the Board of Directors must meet the following conditions:
 - a. Not currently working for the Company, its parent company, or its subsidiaries, and not having worked for them for at least the preceding three (03) years;
 - b. Not receiving salary or remuneration from the Company, except allowances prescribed for Board members;
 - c. Not having close family members who are major shareholders or managers of the Company or its subsidiaries;
 - d. Not directly or indirectly owning at least one percent (1%) of total voting shares of the Company;
 - e. Not having served as a member of the Board of Directors or Supervisory Board of the Company for at least the preceding five (05) years, except for cases of two consecutive terms.
3. An independent member of the Board of Directors must notify the Board of Directors if he/she no longer satisfies the standards and conditions prescribed in Clause 2 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date on which such standards and conditions are no longer met. The Board of Directors shall report the case where an independent member of the Board of Directors no longer satisfies the required standards and conditions at the nearest General Meeting of Shareholders, or shall convene a General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within six (06) months from the date of receipt of the relevant notice from the independent member of the Board of Directors.

Article 8. Chairman of the Board of Directors

1. The Chairman shall be elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman must not concurrently serve as the General Director.
3. The Chairman shall have the following rights and obligations:
 - a. To formulate programs and plans for activities of the Board of Directors;

- b. To prepare meeting agendas, contents, and documents; convene and preside over meetings;
 - c. To organize the adoption of resolutions and decisions;
 - d. To supervise implementation of resolutions and decisions;
 - e. To chair the General Meeting of Shareholders;
 - f. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal regulations, the Company Charter, and the company's internal management regulations.
4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation or the dismissal decision. In case the Chairman is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman in accordance with the Company Charter.

In the absence of such authorization, or in the event that the Chairman dies, is declared missing, is held in temporary detention, is serving a prison sentence, is subject to compulsory administrative measures at a rehabilitation or educational institution, absconds from place of residence, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding certain positions, practicing a profession, or performing certain jobs, the remaining members shall elect one among themselves to act as Chairman of the Board of Directors based on the majority approval of the remaining

5. The Board of Directors may appoint a Company Secretary, who shall:
- a. Assist in organizing meetings and recording minutes;
 - b. Assist Board members in performing their duties;
 - c. Support corporate governance practices;
 - d. Support shareholder relations and information disclosure;
 - e. Perform other duties as prescribed in the Company Charter.

Article 9. Dismissal, Removal, Replacement, and Supplement of Members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss a member in the following cases:
 - a. Failure to meet required standards and conditions;
 - b. Resignation accepted;
 - c. Other cases under the Company Charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
 - a. Failure to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
 - b. Other cases as prescribed in the Company Charter.
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace, dismiss, or remove members of the Board of Directors in addition to the cases specified in Clauses 1 and 2 of this Article.



4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
 - a. The number of members of the Board of Directors is reduced by more than one-third compared to the number stipulated in the Company Charter. In such case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third;
 - b. The Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the remaining number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is less than the minimum number required by law, or upon receiving a request as prescribed in Points c and d, Clause 3, Article 14 of the Company Charter;
 - c. Except for the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the nearest meeting.

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

1. Shareholders or groups of shareholders owning at least 10% of the total ordinary shares shall have the right to nominate candidates to the Board of Directors. The nomination of members to the Board of Directors shall be carried out as follows:
 - a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors must notify other attending shareholders of the formation of such group prior to the opening of the General Meeting of Shareholders;
 - b. Based on the number of members of the Board of Directors, shareholders or shareholder groups specified in this Clause shall be entitled to nominate one or more persons, as determined by the General Meeting of Shareholders, as candidates for the Board of Directors. In case the number of candidates nominated by shareholders or shareholder groups is less than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
2. In the event that the number of candidates for the Board of Directors nominated and self-nominated is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize the nomination process in accordance with the Company Charter, the Corporate Governance Regulations, and the Regulations on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the voting for members of the Board of Directors at the General Meeting of Shareholders in accordance with applicable law.”
3. The election of members of the Board of Directors shall be conducted by the cumulative voting method, 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. Shareholders may accumulate all or part of their votes for one or more candidates. The elected members of the Board of Directors shall be determined based on the number of votes received in descending order, starting from the candidate with the highest number of votes until the required number of members specified in the Company Charter is reached. In the event that two (02) or more candidates obtain an equal number of votes for the last position on the



Board of Directors, a re-election shall be conducted among those candidates or selection shall be made according to the criteria set out in the election regulations or the Company Charter.

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

Article 11. Notification of Election, Dismissal, and Removal of Members of the Board of Directors

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written commitment as to the truthfulness and accuracy of the disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include:

Disclosed information includes:

- a. Full name, date of birth;
 - b. Professional qualifications;
 - c. Work experience;
 - d. Other management positions;
 - e. Related interests;
 - f. Other information as required;
 - g. A public company shall be responsible for disclosing information on companies in which the candidate is serving as a member of the Board of Directors, holding other managerial positions, and any interests related to the company of such candidate for the Board of Directors (if any).
2. Notification of results of election, dismissal, and removal shall comply with regulations on information disclosure.

CHAPTER 3. THE BOARD OF DIRECTORS

Article 12. Rights and Obligations of the Board of Directors

1. The Board of Directors is the governing body of the Company, having full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those falling under the competence of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
 - a. To decide on the Company's development strategy, medium-term development plan, and annual business plan;
 - b. To propose the types of shares and the total number of shares of each type that are offered for sale;

- c. To decide on the sale of unsold shares within the authorized number of shares of each type; and to decide on additional capital mobilization in other forms;
- d. In case the Company decides to privately place bonds, the Board of Directors has the authority to decide on the type of bonds, total value of bonds, bond price, and issuance timing, but must report to the General Meeting of Shareholders at its nearest meeting. The report must include relevant documents and dossiers on the bond issuance. This provision does not apply to convertible bonds and bonds with warrants;
- e. To decide on share buybacks in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f. To decide on investment plans and investment projects within its authority and in accordance with legal regulations;
- g. To decide on market development, marketing, and technology solutions;
- h. To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value of 35% or more of the total assets recorded in the Company's most recent financial statements, and other contracts or transactions under the authority of the General Meeting of Shareholders in accordance with Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i. Electing, releasing, or removing the Chairman of the Board of Directors; appointing, releasing, or entering into/terminating contracts with the General Director, Deputy General Directors, and Chief Accountant; deciding on salaries, remuneration, bonuses, and other benefits for these managers; appointing authorized representatives to participate in the Members' Council or General Meeting of Shareholders in other companies, and deciding on their remuneration and other benefits;
- j. To supervise and direct the General Director and other managers in the day-to-day business operations of the Company;
- k. 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 to decide on capital contributions or share acquisitions in other enterprises;
- l. To approve the agenda, content, and documents for meetings of the General Meeting of Shareholders, and to convene the General Meeting of Shareholders or obtain shareholders' written opinions for the adoption of resolutions;
- m. To submit the annual audited financial statements to the General Meeting of Shareholders;
- n. To propose dividend payment levels; to decide on the timing and procedures for dividend payments or the handling of losses arising during business operations;
- o. To propose the reorganization or dissolution of the Company; and to request the bankruptcy of the Company;
- p. To approve 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; to issue the Regulations on Operation of the Audit Committee under the Board of Directors; and the Company's Information Disclosure Regulations;
- q. Organizing training and workshops on corporate governance and necessary skills for members of the Board of Directors, CEO, Corporate Governance Officer, and other key managers;
- r. Executing dividend payments to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders (AGM);
- s. Other rights and obligations in accordance with *the Law on Enterprises, the Law on*

Securities, other legal provisions, the Company Charter, and the company's internal management regulations.

3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, collecting written opinions, or other methods as prescribed by the Company Charter. Each member of the Board of Directors shall have one vote.
4. In case a resolution or decision adopted by the Board of Directors is contrary to applicable law, the resolution of the General Meeting of Shareholders, or the Company Charter, and causes damage to the Company, the members who voted in favor of such resolution or decision shall be jointly and severally liable for such resolution or decision and shall compensate the Company for any resulting damage. Members who voted against such resolution or decision shall be exempt from liability. In such case, shareholders of the Company shall have the right to request a court to suspend the implementation or annul such resolution or decision.

Article 13. Duties and Powers of the Board of Directors in Approving and Entering into Contracts and Transactions

1. The Board of Directors shall approve contracts and transactions with a value of less than 35%, or transactions that result in the total transaction value incurred within a period of 12 months from the date of the first transaction being less than 35% of the total assets recorded in the most recent financial statements, or another lower percentage or value as provided in the Company Charter, between the Company and any of the following subjects:
 - a. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons;
 - b. Shareholders or authorized representatives of shareholders owning more than 10% of the Company's total ordinary shares and their related persons;
 - c. Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises.
2. The Company's authorized representative signing the contract or transaction must notify members of the Board of Directors and members of the Supervisory Board of the related parties involved in such contract or transaction and must enclose the draft contract or the key 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 such notice, unless otherwise provided in the Company Charter. A member of the Board of Directors who has a related interest in the parties to the contract or transaction shall not be entitled to vote on such matter.

Article 14. Responsibilities of the Board of Directors in 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 in the interest of the Company;
 - b. The number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number required by law;
 - c. *Upon the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders as prescribed in Point c, Clause 1 of this Article must be in writing*

and include the following information: full name, contact address, nationality, and legal document number for individual shareholders; name, enterprise identification number or legal document number, and head office address for organizational shareholders; the number of shares and registration time of each shareholder, total shares of the shareholder group and ownership ratio in the total number of shares of the company, basis, and reasons for requesting the convocation of the General Meeting of Shareholders. Attached to the request for convention must be documents and evidence of violations by the Board of Directors, the extent of the violations, or decisions exceeding authority. Shareholders or groups of shareholders are held fully accountable before the law for the accuracy and veracity of the documents and evidence provided to the competent authority upon requesting the convention of the General Meeting of Shareholders.

- d. At the request of the Supervisory Board;
- 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 the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is less than the minimum number required by the Company Charter, or upon receipt of a request as specified in Points c and d, Clause 1 of this Article.

3. The person convening the General Meeting of Shareholders shall perform the following tasks:
 - a. To prepare the list of shareholders entitled to attend the meeting;
 - b. To provide information and resolve complaints related to the list of shareholders;
 - c. To prepare the agenda and contents of the meeting;
 - d. To prepare meeting documents;
 - e. To draft resolutions of the General Meeting of Shareholders in accordance with the expected agenda; and to prepare the list and detailed information of candidates in case of election of members of the Board of Directors or the Supervisory Board;
 - f. To determine the time and venue of the meeting;
 - g. To send invitations to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
 - h. Other tasks serving the meeting.

Article 15. Sub-Committees Assisting the Board of Directors

1. The Board of Directors may establish subordinate sub-committees to be responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of members of each sub-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 and/or non-executive members of the Board of Directors should constitute the majority of the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by decision of the Board of Directors. The operation of each sub-committee shall comply with the regulations of the Board of Directors. Resolutions of

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a sub-committee shall be valid only when approved by a majority of its attending members at a duly convened meeting.

2. The implementation of decisions of the Board of Directors or its sub-committees must comply with applicable laws, the Company Charter, and the Internal Corporate Governance Regulations.

CHAPTER 4. MEETINGS OF THE BOARD OF DIRECTORS

Article 16. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member having the highest number of votes or the highest voting ratio. In case there is more than one member having the same highest number or ratio of votes, the members shall elect, by majority rule, one among them to convene the meeting of the Board of Directors.
2. The Board of Directors must hold periodic meetings at least once every quarter to consider and decide on matters within its duties and authority. For issues that do not require a meeting, the Chairperson may collect written opinions from members of the Board. Resolutions/Decisions adopted in writing shall have the same validity as those adopted at meetings of the Board of Directors.
3. The Chairperson of the Board of Directors shall convene extraordinary meetings in the following cases:
 - a. At the request of the Supervisory Board or an independent member of the Board of Directors;
 - b. At the request of the General Director (CEO) or at least five (05) other managers;
 - c. At the request of at least two (02) members of the Board of Directors;
 - d. At the request of the independent auditor to discuss the audit report and the Company's operational situation;
 - e. Other cases as prescribed by the Company's Charter.
4. Requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.
5. The Chairperson must convene a Board meeting within 07 working days from the date of receipt of the request specified in Clause 3. If the Chairperson fails to convene the meeting as requested, they shall be responsible for any damage caused to the Company. In the absence of the Chairperson, a member authorized by the Chairperson, or a person selected by other Board members, or the persons requesting the meeting (except for Point d, Clause 3 of this Article), shall have the right to convene the meeting. The meeting notice must be accompanied by documents to be used at the meeting and voting forms for members.
6. The notice of invitation to a Board meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated in the Company's Charter, ensuring delivery to the registered contact address of each Board member.
7. The meeting venue shall be decided by the Chairperson or the authorized convener, including locations outside the country if necessary.
8. The Chairperson or the convener shall send the meeting notice and accompanying documents to members of the Supervisory Board in the same manner as to Board



members. Members of the Supervisory Board have the right to attend Board meetings and participate in discussions but do not have voting rights.

Article 17. Conditions for Conducting Meetings of the Board of Directors

A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members are present. In case a meeting convened in accordance with this provision does not have the required quorum, it shall be reconvened within 07 days from the originally scheduled date. In such case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

Article 18. Meetings by Telephone or Other Forms

1. A meeting of the Board of Directors may be held in the form of an agenda discussion among members who are all or partly in different locations, provided that each participating member is able to:
 - a. Hear each other member speaking at the meeting;
 - b. If they wish, speak to all other participating members simultaneously, and communication among members may be conducted directly, by telephone, or by other communication means (whether such means existed at the time of adoption of the Charter or are introduced thereafter), or by a combination of these methods. Each member participating in such a meeting shall be deemed to be "present" at that meeting. A meeting conducted in accordance with this provision shall be deemed to take place at the location where the largest number of Board members are gathered, or, if there is no such group, at the location where the Chairperson of the meeting is present.
2. Resolutions adopted at a meeting conducted by telephone or other lawful means shall take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures of all participating Board members in the minutes of the meeting.

Article 19. Voting

1. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:
 - a. Attending and voting in person at the meeting;
 - b. Authorizing another person to attend and vote on their behalf in accordance with Clause 11 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;
 - e. Sending voting ballots by other means as prescribed in the Company's Charter.
2. In the case of sending voting ballots by post, such ballots must be sealed in an envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour prior to the opening of the meeting. The ballots shall only be opened in the presence of all attendees.
3. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on their behalf if approved by the majority of Board members.



4. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the attending members; in case of a tie, the final decision shall be determined by the vote of the Chairperson of the Board of Directors.
5. In case of collecting written opinions of the Board of Directors, within 07 working days from the date of sending the notice and documents by the Chairperson, each Board member must send their written response or voting form to the Chairperson. If a member fails to submit their response within the specified time limit, they shall be deemed to have approved the proposed contents.

Article 20. Minutes of the Board of Directors Meeting

1. Meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall include the following principal contents:
 - a. Name, address of the head office, and enterprise registration number;
 - b. Time and venue of the meeting;
 - c. Purpose, agenda, and content of the meeting;
 - d. Full name of each attending member or authorized representative, and the method of attendance; full names of absent members and the reasons for absence;
 - e. Matters discussed and voted on at the meeting;
 - f. Summary of opinions expressed by each attending member in the order of the meeting proceedings;
 - g. Voting results, clearly stating the members who voted in favor, against, and abstained;
 - h. Matters that have been approved and the corresponding approval voting ratio;
 - i. Full names and signatures of the chairperson, the minute-taker, and attending members of the Board of Directors, except as provided in Clause 2 of this Article.
2. In case the chair or the minutes-taker refuses to sign the minutes of the meeting, the minutes shall still take effect if it is signed by all other members of the Board of Directors attending and approving the minutes, and contains all contents as prescribed in Points a, b, c, d, dd, e, g and h of Clause 1 of this Article. The meeting minutes must clearly state that the chair and the minutes-taker refuse to sign. The persons who sign the meeting minutes shall be jointly liable for the accuracy and honesty of the contents of the Board of Directors meeting minutes. The chair and the minutes-taker shall be personally liable for any damages caused to the company due to their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Company's Charter, and relevant law.
3. The chairperson, the minute-taker, and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors meeting.
4. The minutes of the Board of Directors meetings and documents used at the meetings must be archived and kept at the Company's head office.

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

Article 21. Resolutions and Decisions of the Board of Directors

1. The Board of Directors shall issue a Resolution for each important matter that has been discussed and approved at its meetings. Such Resolution must be adopted before the close of the meeting and must be fully recorded in the meeting minutes.
2. Resolutions or Decisions of the Board of Directors must be issued no later than five (05) days from the date of conclusion of the Board meeting or the closing date for collecting written opinions in the case of written approval, and must be promptly sent to all members of the Board of Directors, the Supervisory Board, and the General Director for coordination in implementation and supervision.
3. Based on the meeting minutes and/or Resolutions of the Board of Directors, the Chairperson of the Board of Directors or a person authorized by the Board shall, on behalf of the Board, sign and issue Decisions, Regulations, Directives, and other guiding documents for implementation throughout the Company.
4. Decisions, Regulations, Directives, and other guiding documents, after being signed and issued by the Chairperson of the Board of Directors, must be circulated to each member of the Board of Directors, the Supervisory Board, and the General Director for monitoring and supervision of implementation.

CHAPTER 5. REPORTING AND DISCLOSURE OF INTERESTS

Article 22. Submission of Annual Reports

1. At the end of each financial year, the Board of Directors shall submit the following reports to the General Meeting of Shareholders:
 - a. Report on the Company's business performance;
 - b. Financial statements;
 - c. Report on the evaluation of the Company's management and administration;
 - d. Appraisal report of the Supervisory Board.
2. The reports specified in Points a, b, and c, Clause 1 of this Article must be submitted to the Supervisory Board for appraisal no later than 30 days prior to the opening date of the Annual General Meeting of Shareholders, unless otherwise provided in the Company's Charter.
3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board, and the audit report must be kept at the Company's head office no later than 10 days prior to the opening date of the Annual General Meeting of Shareholders. Shareholders who have continuously held shares of the Company for at least one (01) year shall have the right, either individually or together with a lawyer, accountant, or certified auditor, to directly review the reports specified in this Article.

Article 23. 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 performance.
2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to fulfill their duties and the daily remuneration rate. The Board of Directors shall

determine the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax, separately presented in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, or working in subcommittees of the Board, or performing tasks beyond the normal scope of duties of a Board member, may receive additional remuneration in the form of lump-sum payments per assignment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the performance of their duties, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or its subcommittees.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company with the approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter.

Article 24. Disclosure of Related Interests

The disclosure of interests and related persons of the Company shall be carried out as follows:

1. Members of the Board of Directors must declare to the Company their related interests, including:
 - a. Name, enterprise registration number, head office address, and business lines of enterprises in which they own capital contributions or shares; the percentage and time of ownership of such capital contributions or shares;
 - b. Name, enterprise registration number, head office address, and business lines of enterprises in which their related persons jointly or separately own capital contributions or shares exceeding 10% of the charter capital.
2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendment or supplementation must be notified to the Company within 07 working days from the date of such amendment or supplementation.
3. A member of the Board of Directors who, in their own name or in the name of another person, conducts any work in any form within the scope of the Company's business activities must fully disclose the nature and content of such work to the Board of Directors and may only proceed upon approval by a majority of the remaining members of the Board of Directors. If such work is carried out without disclosure or without approval, all income derived from such activities shall belong to the Company.

CHAPTER 6. RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 25. Relationships among Members of the Board of Directors

1. The relationship among members of the Board of Directors is one of coordination. Members are responsible for informing one another of relevant matters during the course of handling assigned tasks.

2. In the course of handling tasks, the member primarily responsible shall take the initiative to coordinate with other members where matters relate to areas under their responsibility. In case of differing opinions among Board members, the member primarily responsible shall report to the Chairperson of the Board of Directors for consideration and decision within their authority, or for convening a meeting or collecting opinions from Board members in accordance with applicable laws, the Company's Charter, and this Regulation.
3. In the event of reassignment among Board members, the members must hand over work, files, and relevant documents. Such handover must be documented in writing and reported to the Chairperson of the Board of Directors.

Article 26. Relationship with the Executive Management

1. In its governance role, the Board of Directors issues resolutions for implementation by the General Director and the executive management. At the same time, the Board supervises and monitors the implementation of such resolutions.
2. Annually, the Board of Directors shall develop plans to work with the Company's affiliated units to inspect and supervise the implementation of business plans and the execution of the Board's Resolutions/Decisions, and to promptly address related proposals within its authority.
3. For dossiers and documents submitted by the executive management to the Board of Directors, the Board shall provide responses or issue Resolutions/Decisions within a maximum period of ten (10) working days.

Article 27. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is one of coordination. Their working relationship shall be based on the principles of equality and independence, while ensuring close coordination and mutual support in the performance of their duties.
2. Upon receipt of inspection minutes or consolidated reports from the Supervisory Board, the Board of Directors shall review them and direct relevant departments to develop plans and take timely corrective actions.

Article 28. Relationship with Shareholders

1. The Board of Directors shall ensure regular communication with the Company's shareholders through the disclosure of documents and periodic financial reports in accordance with the Company's Charter.
2. The Board of Directors is responsible for ensuring transparency in all aspects of the Company's management and operations, as well as for fulfilling all obligations to shareholders in accordance with the Company's Charter.
3. The Board of Directors is responsible for directing the timely and transparent handling of shareholders' proposals and complaints (if any).

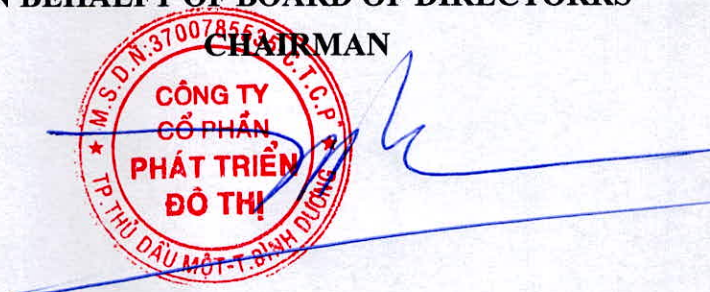
CHAPTER 7. IMPLEMENTATION PROVISIONS

I. Article 29. Effectiveness

The Regulation on the Organization and Operation of the Board of Directors of Becamex Urban Development Joint Stock Company consists of seven (07) chapters and twenty-nine (29) articles and shall take effect from May 06, 2026.

ON BEHALFT OF BOARD OF DIRECTORRS

CHAIRMAN



A red circular stamp is placed over the signature. The stamp contains the following text: 'M.S.D.N: 370078553' at the top, 'C. T. C. P.' at the bottom, and 'CÔNG TY CỔ PHẦN PHÁT TRIỂN ĐÔ THỊ' in the center. The words 'TR. THỦ DẤU' and 'MỘT-T. BÌNH DƯƠNG' are written along the bottom inner edge of the circle. A blue ink signature is written across the stamp.

NGUYEN MINH DONG



A red circular stamp is located on the right side of the page. It contains the text 'C. T. C. P.' at the top and 'TR. THỦ DẤU' at the bottom, with a star symbol on each side.