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**REGULATIONS ON OPERATION OF THE
BOARD OF DIRECTORS**

**CONSTRUCTION MATERIAL & INTERIOR
DECORATION JOINT STOCK COMPANY**

*(Enacted according to the Resolution of the 2025 Annual General Meeting of
Shareholders Construction Material & Interior Decoration Joint Stock Company)*

Ho Chi Minh City, April 25, 2025

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

TABLE OF CONTENTS

Chapter I	3
GENERAL PROVISIONS	3
Article 1. Scope and regulated entities	3
Article 2. Operating principles	3
Article 3. Definitions and terminology	3
Chapter II	4
MEMBERS OF THE BOARD OF DIRECTORS	4
Article 4. Rights and obligations of members of the Board of Directors	4
Article 5. Rights to be provided with information of members of the Board of Directors	5
Article 6. Term of office and quantity of members of the Board of Directors.....	5
Article 7. Requirements to be satisfied by members of the Board of Directors.....	6
Article 8. President of the Board of Directors	6
Article 9. Dismissal, replacement and addition of members of the Board of Directors.....	8
Article 10. Method for election, dismissal and discharge of members of the Board of Directors	10
Article 11. Notification of Election, Dismissal, and Removal of Members of the Board of Directors	12
Chapter III	13
BOARD OF DIRECTORS	13
Article 12. Rights and Duties of the Board of Directors	13
Article 13. Duties and Powers of the Board of Directors in Approving and Signing Contracts and Transactions.....	15
Article 14. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders	16
Article 15. Establishment of Subcommittees under the Board of Directors.	17
Chapter IV	18
MEETINGS OF THE BOARD OF DIRECTORS	18
Article 16. Meetings of the Board of Directors	18
Article 17. Minutes of the Board of Directors Meeting	20
Chapter V	21
REPORT AND DISCLOSURE OF RELATED INTERESTS	21
Article 18. Submission of annual reports	21
Article 19. Remuneration, Bonuses, and Other Benefits for Members of the Board of Directors	22
Article 20. Disclosure of Related Interests	23
Chapter VI	23
RELATIONSHIP OF BOARD OF DIRECTORS	23
Article 21. Relationship Between Members of the Board of Directors.....	23
Article 22. Relationship with the Executive Board	24
Article 23. Relationship with the Board of Controllers.....	24
Chapter VII	24
ENFORCEMENT PROVISIONS	24
Article 24. Effectiveness.....	24

Chapter I
GENERAL PROVISIONS

Article 1. Scope and regulated entities

1. Scope: the Regulations on Operation of the Board of Directors provide for the organizational structure, operating principles, rights and obligations of the Board of Directors and its members in order to ensure that its operation is conformable with the Law on Enterprises, the Company's Charter, the Internal Regulations on Company Administration and relevant laws.

2. Regulated entity: Board of Directors and its members its members, and other relevant parties mentioned in this regulation.

Article 2. Operating principles

1. The Board of Directors shall work on the collective principle. Each member of the Board of Directors shall be responsible for the performance of his/her own tasks and be jointly responsible to the GMS and the law for the resolutions and decisions of the Board of Directors regarding development of the Company.

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

Article 3. Definitions and terminology

1. In these regulations, the following terms are understood as follows:

a) *Charter capital* is the total nominal value of shares that have been sold or registered for purchase at the establishment of the public company and according to the provisions of Article 6 of the Charter of Construction Material & Interior Decoration Joint Stock Company;

b) *Enterprise Law* refers to The Enterprise Law No. 59/2020/QH14 was passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and amended and supplemented by Law No. 03/2022/QH15 on January 11, 2022;

c) *Securities Law* refers to The Securities Law No. 54/2019/QH14 was passed by the National Assembly of the Socialist Republic of Vietnam on November 15, 2017, and amended and supplemented by Law No. 56/2024/QH15 on November 29, 2024;

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

d) *Business manager* is an individual who manages the Company, including the Chairman of the Board of Directors, members of the Board of Directors, and the General Director appointed by the General Meeting of Shareholders or the Board of Directors;

e) *Related party* refers to an individual or organization as stipulated in Clause 46, Article 4 of the Securities Law;

f) *A shareholder* is an individual or organization that owns at least one share of the Joint Stock Company;

g) *A member of the Supervisory Board* is a Supervisor;

h) *A non-executive member of the Board of Directors (BOD)* is a member of the BOD who is not the General Director, Deputy General Director, or Chief Accountant as stipulated in the Company's Charter.

2. In this Regulation, references to one or more provisions or other documents also include amendments, supplements, or substitute documents.

3. The titles (Sections and Articles of this Regulation) are used for convenience in understanding the content and do not affect the substance of this Regulation.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

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

1. Members of the Board of Directors have all the rights and responsibilities as stipulated by the Law on Enterprises, the Law on Securities, relevant laws, and the Company's Charter, including the right to be provided with information and documents about the finance and business performance of the Company and its units.

2. Members of the Board of Directors have the obligations specified in the Law on Enterprises, the Company's Charter and the following obligations:

a) Perform their duties in an honest and prudent manner for the best interests of the Company and its shareholders;

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

b) Perform their duties in an honest and prudent manner for the best interests of the Company and its shareholders;

c) Promptly and fully inform the Board of Directors of the remunerations paid by the subsidiary companies, associate companies and other organizations;

d) Inform the Board of Directors during the nearest meeting of transactions between the Company, subsidiary companies and other companies over 50% charter capital of which is held by the Company with members of the Board of Directors and their related persons; transactions between the Company with companies whose founders or managers are members of the Board of Directors over the last 03 years from the transaction date;

e) Disclose information when trading the Company's shares as prescribed by law.

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

1. Members of the Board of Directors have all the rights to request the Director/General Director, Deputy Director/Deputy General Director, other managers of the Company to provide information and documents about the finance and business performance of the Company and its units relevant to the execution of their assigned tasks, subject to approval by the Board. This information must not fall within the scope of the Company's trade secrets. The recipient of the information is responsible for maintaining confidentiality and using the provided information solely for assigned tasks.

2. The requested managers shall fully and accurately provide the information and documents requested by the members of the Board of Directors. The procedures for requesting and providing information are detailed in the Internal Regulations on Company Administration.

Article 6. Term of office and quantity of members of the Board of Directors

1. The Board of Directors has five (05) members.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and has no term limit. An individual may only be elected as independent member of the Board of Directors of a company for up to 02 consecutive terms.

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

3. In case the term of office all members of the Board of Directors end at the same time, all of them will remain members of the Board of Directors until new members are elected and take over the work.

4. Structure of Board members:

The corporate board structure must ensure that at least one-third of the total board members are non-executive members. The company limits the number of board members who also hold executive positions to maximize the independence of the board.

Article 7. Requirements to be satisfied by members of the Board of Directors

A member of the Board of Directors shall satisfy the following requirements:

a) He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;

b) A board member can serve on the boards of a maximum of five (05) other companies.

c) They must meet the standards and conditions specified in Clauses 1 and 2 of Article 155 of the Enterprise Law and the Company's charter.

d) Must have professional qualifications and experience in business management or in the field, industry, or business activities of the Company, and are not necessarily required to be shareholders of the Company

Article 8. President of the Board of Directors

1. The President and Vice President of the Board of Directors (if any) shall be elected among the members of the Board of Directors by the Board of Directors, and dismissed by the Board of Directors.

2. The President of the Board of Directors must not concurrently hold the position of Director/General Director.

3. Rights and obligations of the President of the Board of Directors:

a) Formulate operating plans and programs of the Board of Directors;

b) Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

c) Organize the ratification of resolutions and decisions of the Board of Directors;

d) Supervise the process of implementation of resolutions and decisions of the Board of Directors;

e) Chairman in the GMS;

f) Other rights and obligations prescribed by the Law on Enterprises and the Company's Charter.

4. In case the President of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new President within [10 days] from the resignation or dismissal date.

5. In case the President of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the President of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the President of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of President of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

6. Where necessary, the Board of Directors may assign a Company's secretary for a term determined by the Board. The Board may dismiss the Company Secretary when needed, in compliance with current labor laws. The Company Secretary has the following rights and obligations:

a) Assist in convening the GMS; take minutes of meetings;

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

c) Assist the Board of Directors in application and implementation of company administration rules;

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

d) Assist the Company in development of relationship with shareholders, protection of their lawful rights and interests; provision and disclosure of information, and completion of administrative procedures;

e) Other rights and obligations prescribed by the Company's Charter and the Internal Regulations on Company Administration..

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

1. A member of the Board of Directors will be dismissed by the GMS in the following cases:

a) He/she does not fully satisfy the requirements specified in Article 155 of the Law on Enterprises;

b) He/she hands in resignation letter which is accepted;

c) Other cases specified in the the Enterprise Law and Company's Charter.

2. Members of the Board of Directors shall fully exercise their rights and obligations until the General Meeting of Shareholders approves the dismissal of a Board Member, except for the right to attend and vote at Board meetings and the right to receive compensation as a Board member immediately upon the Company receiving notice regarding the following situations:

- The member who with limited legal capacity; incapacitated people; people having difficulties controlling their behavior.
- The member is being facing criminal prosecution, kept in temporary detention, serving an imprisonment sentence, serving an administrative penalty in a correctional institution or rehabilitation center, has limited legal capacity or is incapacitated, is not able to control his/her own behaviors, is banned by the court from holding certain positions or doing certain job.
- The Board decides to accept the resignation of a Board member as provided of Clause 3 of this Article.

3. In the case where a Board member submits a resignation letter, the specific procedures for handling the resignation are as follows:

a) To notify the resignation, the resigning Board member must send a resignation letter to the Board of Directors that includes the following key contents:

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

- Title of the resignation;
- Reason for the resignation;
- Effective date (clearly stating the start date of effectiveness);
- Signature and clearly written name (handwritten) of the Board member.

b) The process for handling the resignation letter from the Board member as specified in item a of this clause is as follows:

- The Company must disclose unusual information within 24 hours from the time it receives the resignation letter.
- The Chairperson of the Board of Directors or the person convening the meeting must send a notice inviting Board members to the meeting within seven (7) working days from the date the Company receives the resignation letter, and at least three (3) working days before the meeting date.
- The Board meeting must be held no later than ten (10) working days from the date the Company receives the resignation letter.
- + In cases where the Board approves the acceptance of a resignation, the resigning Board member will continue to exercise their rights and obligations until the General Meeting of Shareholders approves the decision to relieve the Board member, except for the right to attend and vote at the Board meeting and the right to receive remuneration as a Board member.
- + If the Board does not approve the acceptance of the resignation, the resigning Board member will still continue to exercise their rights and obligations until relieved by the General Meeting of Shareholders. The Board must provide a written notification detailing the reasons for rejecting the resignation no later than two (2) working days after the decision is made.
- The Board resolution regarding the acceptance of the resignation must be disclosed as extraordinary information within 24 hours from the decision.

c) A Board member is not permitted to withdraw their resignation, except in cases where the Board has decided not to accept the resignation.

4. A member of the Board of Directors will be discharged by the GMS in the following cases:

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

a) He/she fails to participate in activities of the Board of Directors for 06 consecutive months, except in force majeure events;

b) Other cases specified in the Law on Enterprises and the Company's Charter.

5. Where necessary, the GMS may replace, dismiss and discharge members of the Board of Directors in cases other those specified in Clause 1 and Clause 4 of this Article.

6. The Board of Directors shall convene the GMS to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors decreases by more than one third of the number specified in the Company's Charter, in which case the Board of Directors shall convene the GMS within 60 days from the said date;

b) Except in the cases specified in Point a of this Clause, the GMS shall elect new members to replace those who have been dismissed or discharged in the latest meeting.

Article 10. Method for election, dismissal and discharge of members of the Board of Directors

1. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Enterprise Law and the Company's Charter. Candidates shall be nominated as follows:

a) The group of shareholders nominating candidates for the Board of Directors must notify the participating shareholders of the meeting before the opening of the General Meeting of Shareholders (GMS). Shareholders or groups of shareholders holding from 10% to 20% of the total voting shares have the right to nominate one (01) candidate; from over 20% to 30% can nominate a maximum of two (02) candidates; from over 30% to 50% can nominate a maximum of three (03) candidates; from over 50% to 65% can nominate a maximum of four (04) candidates; from over 65% can nominate a maximum of five (05) candidates. The nomination and election of members of the Board of Directors are detailed in Clause 1, Article 44 of the Internal Regulations on Corporate Governance..

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

b) Depending on the quantity of members of the Board of Directors stipulated in Clause 1, Article 26 of the Company Charter and Clause 1, Article 6 of this Regulation, shareholders or groups of shareholders specified in Point a, Clause 1 of this Article may nominate one or a number of candidates according to the decision of the GMS to the Board of Directors.

3. If the number of candidates for the Board of Directors through nominations and self-nominations as prescribed in Clause 5, Article 115 of the Enterprise Law is still insufficient, the current Board of Directors may nominate additional candidates in accordance with the Company Charter, the Internal Regulations on Company Administration and the Regulations on Operation of the Board of Directors. The additional nominations by the current Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect the Board of Directors in accordance with the law.

4. In the event that the number of candidates nominated additionally by the current Board of Directors as per Clause 3 of this Article is still insufficient, the Board of Directors shall announce that the number of candidates for the Board of Directors is inadequate no later than five (05) days before the opening of the General Meeting of Shareholders. The Board of Directors shall arrange for other shareholders to make nominations according to the provisions of the Company Charter, internal governance regulations, and the operational rules of the Board of Directors. The organization of additional nominations by the current Board of Directors must be clearly announced before the General Meeting of Shareholders votes on the election of the Board of Directors as required by law.

5. The voting on members of Board of Directors shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the Board of Directors, and may cast all or some of the votes for one or some candidates. Elected members of the Board of Directors shall be chosen according to number of votes received in descending order until the minimum number specified in the Company's Charter is reached. In case 02 or more candidates for the last member of the Board of Directors receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the Company's Charter.

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

6. If the number of candidates is less than or equal to the number of members needed to be elected to the Board of Directors, the election of Board members may be conducted using the cumulative voting method as outlined in Clause 3, Article 148 of the Enterprise Law, or through a voting method (approve, disapprove, no opinion). The approval ratio for the voting process is governed by Clause 2, Article 21 of the Company's Charter.

7. The dismissal and discharge of members of the Board of Directors is carried out by the General Meeting of Shareholders through a voting process (approve, disapprove, no opinion). The approval ratio for this voting method is specified in Clause 2, Article 21 of the Company's Charter..

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 as per Clause 1, Article 44 of the Company's Internal Corporate Governance Regulations, the Company must disclose information regarding these candidates at least ten (10) days prior to the opening of the General Meeting of Shareholders on the Company's website. This allows shareholders to review information about the candidates before voting. Each candidate must provide a written commitment to the accuracy and truthfulness of their disclosed personal information and pledge to perform their duties with integrity, diligence, and in the best interests of the Company if elected as a member of the Board of Directors. The disclosed information regarding the candidates includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working experience;
- d) Other management positions (including positions on the Boards of other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (if any) as prescribed in the Company's Charter;

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

g) The Company must also disclose information regarding companies in which the candidate holds positions on the Board of Directors, other management positions, and any interests related to the Company (if any).

2. The announcement of the results of the election, dismissal, or removal of Board members shall be made in accordance with the regulations on information disclosure.

Chapter III
BOARD OF DIRECTORS

Article 12. Rights and Duties of the Board of Directors

1. The Board of Directors is the managerial body of the company and has the right to make decisions on behalf of the company, perform rights and obligations of the company, except the rights and obligations of the GMS.

2. The rights and duties of the BoD are prescribed by law, the Company's Charter, and resolutions of the General Meeting of Shareholders. Specifically, the BoD shall have the following powers and responsibilities:

a) Decide the company's medium-term development strategies and annual business plans.

b) Propose the types of authorized shares and quantity of each type.

c) Decide sale of certain types of unsold authorized shares; decide other methods of raising capital.

d) Decide selling prices for the company's shares and bonds.

e) Decide repurchase of shares as prescribed in Clause 1 and Clause 2 Article 133 of the Enterprise Law;

f) Approve investment strategies and projects with an investment amount from over 5% to under 35% of the total asset value recorded in the most recent audited financial statements of the Company;

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

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

h) Approve sale contracts, purchase contracts, borrowing contracts, lending contracts, other contracts and transactions that are worth at least 35% of the total assets written in the latest financial statement, unless another ratio or value is prescribed in the company's charter; contracts and transactions within the jurisdiction of the GMS as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Enterprise Law;

i) Elect, dismiss the President of the Board of Directors; designate, dismiss, enter into and terminate contracts with the Director/General Director and other key executives prescribed in the company's charter; decide salaries, remunerations, bonuses and other benefits of these executives; designate authorized representatives to participate in the Board of Members or GMS of another company; decide their remunerations and other benefits;

k) Supervise the Director/General Director and other executives managing the company's everyday business.

l) Decide the company's organizational structure, rules and regulations; establishment of subsidiary companies, branches and representative offices; contribution of capital to and purchase of shares of other enterprises.

m) Approve the agenda and documents of the GMS; convene the GMS or carry out surveys for the GMS to ratify its resolutions.

n) Submit annual audited financial statements to the GMS.

o) Propose the dividends payout; decide the time and procedures for paying dividends or settling business losses.

p) Propose reorganization or dissolution of the bankruptcy; file bankruptcy of the company.

q) Approve the issuance of the Board of Directors' Operating Regulations, the Company's Internal Governance Regulations after approval by the General Meeting of Shareholders, and the Company's Information Disclosure Regulations.

r) Request the General Director, Deputy General Directors, and other managers of the Company to provide information and documents on the Company's financial situation and business activities. The requested managers must provide timely, complete, and accurate information as requested by the BoD members. Procedures

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

for requesting and providing information are prescribed in the Company's Internal Governance Regulations.

s) Exercise other rights and duties as prescribed by the Enterprise Law, Securities Law, other legal provisions, the Company's Charter, and the Internal Governance Regulations.

3. The BoD must report their performance results to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, which provides detailed guidelines for implementing certain provisions of the Securities Law.

4. The BoD shall adopt resolutions and decisions through voting at meetings, collecting written opinions, or other methods as prescribed in the Company's Charter. Each BoD member has one vote.

5. In case a resolution or decision is ratified by the Board of Directors against regulations of law or a resolution of the GMS or the company's charter and causes damage to the company, the members that vote for the ratification of such resolution or decision shall be jointly responsible for it and pay compensation for the company; the members that vote against such resolution or decision shall not be held responsible. In this case, the company's shareholders are entitled to request the court to suspend or invalidate the resolution or decision.

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

1. The Board of Directors (BoD) must approve contracts and transactions that have a value of less than 35%, or transactions that lead to a cumulative transaction value within 12 months from the date of the first transaction of less than 35% of the total asset value recorded in the most recent financial statements. Alternatively, a lower percentage or value as prescribed by the Company's Charter may apply. This applies to transactions between the Company and any of the following parties:

- Members of the Board of Directors, members of the Board of Controllers, the General Director, other managers, and their related persons;
- Shareholders or authorized representatives of shareholders holding more than 10% of the total ordinary shares of the Company, and their related persons;

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

- Enterprises related to the individuals defined in Clause 2, Article 164 of the Enterprise Law.

2. The BoD must also approve contracts or transactions involving loans, lending, or asset sales with a value of less than or equal to 10% of the total asset value recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares, or their related persons.

3. The Company's representative who signs a contract or transaction must notify the BoD members and the Board of Controllers members of the related persons together with the draft contract or transaction summary. The Board of Directors shall decide whether to approve the contract or transaction within 15 days from the day on which the notification is received unless a different deadline is prescribed in the company's charter. Members of the Board of Directors that are related to the parties to the contract or transaction must not vote.

Article 14. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders

1. The Board of Directors (BoD) is required to convene an extraordinary General Meeting of Shareholders (GMS) in the following circumstances:

a) When the BoD deems it necessary for the benefit of the Company;

b) The quantity of remaining members of the Board of Directors and Board of Controllers is smaller than the minimum quantity prescribed by law;

c) Requested by a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Enterprise Law. The request to convene an extraordinary GMS must be in writing, clearly stating the reasons and purpose of the meeting, and must be signed by the relevant shareholders. If the request is made in multiple documents, they must collectively include the signatures of the concerned shareholders;

d) The meeting is requested by the Board of Controllers;

e) Other cases as prescribed by law and the Company's Charter.

2. Convening Extraordinary General Meetings:

The BoD must set a date for the extraordinary GMS within sixty (60) days from the date when the number of BoD members or Board of Controllers members falls

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

below the minimum prescribed in the Company's Charter or receiving a request as prescribed in Points c and d of Clause 1 above.

3. The Convener who convenes shall:

a) Prepare a list of shareholders entitled to participate in the GMS. The list must be compiled no more than ten (10) days before the date of sending the meeting invitation, unless the Company's Charter specifies a shorter period. The Company must announce the creation of the shareholder list at least twenty (20) days before the record date;

b) Prepare the agenda and meeting content;

c) Prepare documents for the GMS;

d) Draft the resolutions based on the anticipated content of the meeting;

đ) Determine the time and venue of the meeting;

e) Notify and send meeting invitations to all shareholders eligible to attend;

g) Other tasks necessary for organizing the GMS..

Article 15. Establishment of Subcommittees under the Board of Directors.

1. When deemed necessary, the Board of Directors may establish subcommittees responsible for development policies, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee shall be determined by the Board of Directors with a minimum of two (02) members, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority of the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. A resolution of the subcommittee is only valid when approved by a majority of members present and voting at the subcommittee meeting.

2. The implementation of decisions made by the Board of Directors, or by subcommittees under the Board of Directors, must comply with current legal regulations, the Company's Charter, and the Internal Corporate Governance Regulations.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 16. Meetings of the Board of Directors

1. The President of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days from the election of that Board of Directors. This meeting shall be convened and chaired by the member that received the highest number of votes. In case more than one member received the same highest number of votes, one of them will be elected by the members under majority rule to convene the meeting of the Board of Directors.

2. The Board of Directors shall be held at least quarterly and may convene extraordinary meetings.

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

- a) It is requested by the Board of Controllers;
- b) It is requested by the General Director or at least five (05) other managers;
- c) It is requested by at least two (02) members of the Board of Directors;
- d) Other cases as prescribed by the Company's Charter.

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

5. The President of the Board of Directors must send a meeting notice to the members of the Board of Directors within seven (07) working days from the date the Company receives the request as prescribed in Clause 3 of this Article, and no later than three (03) working days before the meeting. The meeting must be held no later than ten (10) working days from the date the Company receives the request. If the President fails to convene the meeting as requested, he/she shall be liable for any damages to the Company; the requesting party has the right to convene the Board of Directors meeting.

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

6. The President of the Board of Directors or the person convening the meeting must send the meeting notice at least three (03) working days prior to the meeting date unless otherwise prescribed by the Company's Charter. The notice must specify the time, location, form of the meeting, agenda, issues to be discussed, and decisions to be made. The meeting notice must include the meeting documents and voting ballots.

The meeting notice may be sent by invitation letter, phone, fax, electronic means, or other methods as prescribed by the Company's Charter to ensure it reaches the registered contact address of each Board member.

7. The President or the person convening the meeting shall send the notice and accompanying documents to the members of the Board of Controllers in the same manner as to the members of the Board of Directors.

Members of the Board of Controllers have the right to attend Board meetings and discuss but do not have voting rights.

8. The Board meeting is valid when at least 3/4 of the total number of members attend. If the meeting convened as prescribed in this Article does not meet the required quorum, the President must send a second meeting notice to the members within seven (07) days from the original meeting date and no later than three (03) working days before the new meeting. The meeting must be held no later than ten (10) days from the original meeting date. In this case, the meeting is valid if more than half of the Board members attend.

9. A Board member is considered to attend and vote at a meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote as prescribed in Clause 11 of this Article;
- c) Attending and voting through online meetings, electronic voting, or other electronic means;
- d) Sending voting ballots via mail, fax, or email;
- e) Sending voting ballots by other means as prescribed in the Company's Charter.

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

10. In the case of sending votes via mail, the vote must be in a sealed envelope and delivered to the President of the Board no later than one hour before the meeting starts. The vote shall only be opened in the presence of all attendees.

11. Members must attend all Board meetings. A member may authorize another Board member or another person (who is not a Board member if approved by the majority of the Board) to attend and vote on their behalf.

12. Resolutions and decisions of the Board of Directors are approved if a majority (more than 1/2) of the attending members agree; in the event of a tie, the decision shall be made based on the opinion of the President of the Board. Note that Board members are not allowed to vote on transactions that benefit themselves or related persons as prescribed by the Law on Enterprises and Article 43 of the Company's Charter.

Article 17. Minutes of the Board of Directors Meeting

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

- a) Name, address of the head office, and business registration number;
- b) Date, time, and location of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full names of members attending or authorized to attend the meeting and the method of attendance; full names of members not attending and the reasons for their absence;
- e) Issues discussed and voted on during the meeting;
- f) A summary of the opinions expressed by each attending member in the order of the meeting;
- g) Voting results, clearly stating the members in favor, against, and abstaining;
- h) Issues approved and the corresponding approval percentage;
- i) Full names and signatures of the chairperson and minute taker, except in the cases prescribed in Clause 2 of this Article.

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

2. If the chairperson or the minute taker refuses to sign the meeting minutes, the minutes will still be valid if all other attending Board members sign the minutes and the minutes contain all the required content as prescribed in points a, b, c, d, e, f, g, and h of Clause 1 of this Article.

3. The chairperson, minute taker, and those who sign the minutes are responsible for the truthfulness and accuracy of the meeting minutes.

4. The meeting minutes and documents used during the meeting must be stored at the Company's head office.

5. The Vietnamese and foreign language versions of the minutes have equal legal validity. In case of any discrepancies between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.

Chapter V

REPORT AND DISCLOSURE OF RELATED INTERESTS

Article 18. Submission of annual reports

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

- a) The company's income statement;
- b) The financial statement;
- c) The report on the company's administration and management;
- d) The validation report of the Board of Controllers..

2. The documents specified in Points a, b and c Clause 1 of this Article shall be submitted to the Board of Controllers for validation at least 30 days before the opening date of the GMS unless otherwise prescribed by company's charter.

3. The documents specified in Clauses 1, 2 of this Article, the validation report of the Board of Controllers and the audit report shall be retained at the company's headquarters at least 10 days before the opening date of the GMS unless a longer period is prescribed by company's charter. Shareholders who have been holding the

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

company's shares continuously for at least 01 may examine the documents mentioned in this Article themselves or with their lawyers, accountants or auditors.

Article 19. Remuneration, Bonuses, and Other Benefits for Members of the Board of Directors

1. The company is entitled to pay salaries and bonuses to members of the Board of Directors according to the company's business performance..

2. Members of the Board of Directors shall receive salaries and bonuses. The salary is based on the number of days necessary to fulfill the member's duties and the daily pay. The Board of Directors shall estimate the salary of each member by consensus. The total salaries and bonuses of the Board of Directors shall be decided by the annual GMS.

3. Salaries of members of the Board of Directors shall be recorded as the company's expenses in accordance with regulations of law on corporate income tax in a separate section of the company's consolidated financial statement and shall be reported at the annual GMS.

4. Members of the Board of Directors holding executive positions or working on subcommittees of the Board of Directors or performing tasks beyond the usual scope of a Board member's duties may receive additional remuneration in the form of a fixed fee, salary, commission, profit percentage, or other forms decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all reasonable travel, accommodation, and other related expenses incurred in fulfilling their responsibilities as members of the Board, including costs incurred while attending the General Meeting of Shareholders, Board of Directors meetings, or subcommittee meetings.

6. Members of the Board of Directors may be provided with liability insurance by the company, subject to the approval of the General Meeting of Shareholders. This insurance does not cover liabilities arising from the member's violations of the law or the company's charter.

Article 20. Disclosure of Related Interests

Unless more stringent requirements are prescribed by the company's charter, the company's benefits and related persons shall be disclosed as follows:

1. Members of the Board of Directors shall declare their related interests, including the following information:

a) Names, enterprise ID numbers, headquarters addresses and business lines of the enterprises they own or have shares/stakes in; the holdings and time of owning or holding the shares/stakes;

b) Names, EID numbers, headquarters addresses, business lines of the enterprises their related persons own, jointly own or have separate controlling shares/stakes that are worth more than 10% of charter capital.

2. The information specified in Clause 1 of this Article shall be declared within 07 working days from the day on which the related interests are brought about; any revision shall be notified to the company within 07 working days from its date of occurrence.

3. When members of the Board of Directors do business within the company's business lines in their own names or others' names, they shall explain the nature and contents of such business to the Board of Directors, and may only proceed if it is accepted by the majority of the remaining members of the Board of Directors. Otherwise, all incomes from such business will belong to the company.

Chapter VI

RELATIONSHIP OF BOARD OF DIRECTORS

Article 21. Relationship Between Members of the Board of Directors

1. The relationship between members of the Board of Directors is a cooperative one. Members are responsible for informing each other about matters related to the tasks they are assigned.

2. During the performance of their duties, the member of the Board of Directors assigned as the primary responsible party must proactively coordinate with other members if issues arise related to areas managed by other members. In cases where there are differing opinions among members, the responsible member must report to the President of the Board for a decision within their authority, or organize a

Regulations on the Operations of the Board of Directors of Construction Materials & Interior Decoration Joint Stock Company (CMID)

meeting, or seek the opinions of other members of the Board in accordance with the law, the company's charter, and the internal regulations.

3. In case of reassignment of tasks between members of the Board, members must transfer relevant work, files, and documents. The handover must be documented in writing and reported to the President of the Board.

Article 22. Relationship with the Executive Board

In its governance role, the Board of Directors issues resolutions for the CEO and the executive team to implement. At the same time, the Board of Directors is responsible for overseeing and monitoring the implementation of these resolutions.

Article 23. Relationship with the Board of Controllers

1. The relationship between the Board of Directors and the Board of Controllers is a cooperative one. The working relationship between the Board of Directors and the Board of Controllers is based on the principles of equality and independence, while closely coordinating and supporting each other in the performance of their duties.

2. Upon receiving the inspection minutes or summary reports from the Board of Controllers, the Board of Directors is responsible for reviewing them and instructing the relevant departments to develop plans and take corrective actions in a timely manner.

**Chapter VII
ENFORCEMENT PROVISIONS**

Article 24. Effectiveness

The operational regulations of the Board of Directors of Construction Material & Interior Decoration Joint Stock Company - CMID, including 7 chapters and 24 articles, shall come into effect from April 25, 2025.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

(Signature, full name, and seal)



Trương Minh Huyền