



No.: 02/2026/TTr/ĐHĐCĐ/DSH

Hanoi, March 30, 2026

PROPOSAL

2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

(Regarding: Profit distribution and Remuneration settlement for the Board of Directors and the Supervisory Board)

Respectfully submitted to:

THE GENERAL MEETING OF SHAREHOLDERS

DONG SON INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY

- Pursuant to the Charter of Dong Son Infrastructure Investment Joint Stock Company;
- Pursuant to the 2025 Audited Separate and Consolidated Financial Statements of Dong Son Infrastructure Investment Joint Stock Company.

The Board of Directors of Dong Son Infrastructure Investment Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the profit distribution plan and the remuneration settlement for the Board of Directors and the Supervisory Board as follows:

I. Profit distribution plan

1. 2025 financial data:

According to the 2025 Separate Financial Statements and Consolidated Financial Statements audited by International Auditing and Valuation Company Limited, some basic financial indicators are as follows:

(Unit: VND)

No.	Indicator	2025 Actual (audited)
I	Separate Financial Statements	
1	Profit before tax	24.217.823.981
2	Profit after tax	24.143.475.919
3	Undistributed profit after tax as of December 31, 2025	25.747.926.877
II	Consolidated Financial Statements	
1	Profit before tax	213.992.032.755
2	Profit after tax	213.899.595.994
	Profit after tax attributable to shareholders of the parent company	213.898.148.898
	Profit after tax attributable to non-controlling interests	1.447.096
3	Undistributed profit after tax as of December 31, 2025	339.252.537.262





2. Profit after tax distribution plan

In order to supplement capital for business and investment activities in 2026 and subsequent years, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the profit after tax distribution plan as follows:

2.1. Fund extraction

- Extraction for the bonus and welfare fund for employees (5% of Profit After Tax on the 2025 Separate Financial Statements): VND 1.207.173.796

2.2 Dividend payment

- Dividend payout ratio: 12%
- Payment method: by shares
- Time of payment: Authorize the Board of Directors to decide the time of payment when dividends/profits from subsidiaries are transferred to the parent company.
- The plan for issuing shares to pay dividends for 2025 is presented in detail by the Board of Directors in Proposal No. 03/2026/TTr/DHĐCĐ/DSH.

3. The General Meeting of Shareholders authorizes the Board of Directors to:

- Carry out procedures for fund extraction according to the decision of the General Meeting of Shareholders; to conduct dividend payment procedures in accordance with the provisions of law and corresponding to the actual operations of the Company;
- Decide the time for dividend payment and carry out necessary legal procedures as prescribed by law to complete the dividend payment.

II. Finalization of remuneration of the Board of Directors and Supervisory Board of the Company in 2025 and proposed remuneration for 2026:

1. Settlement of remuneration for the Board of Directors and Supervisory Board of the company in 2025

The remuneration of the Board of Directors (BOD) and Supervisory Board in 2025 was approved by the 2025 Annual General Meeting of Shareholders and paid by the Company as follows:

No.	Position	Planned total remuneration (VND/year)	Actual total remuneration (VND/year)
1	Board of Directors	384.000.000	384.000.000
1	Ms. Nguyen Thi Minh Hue – Chairperson of the Board of Directors	120.000.000	120.000.000
2	Mr. Nguyen Thanh Trung – Vice Chairman of the Board of Directors	84.000.000	84.000.000
3	Mr. Nguyen Tien Hung – Member of the Board of Directors	60.000.000	60.000.000
4	Mr. Nguyen Giang Nam – Member of the Board of Directors	60.000.000	60.000.000



5	Mr. Lai Thanh Nam – Member of the Board of Directors	60.000.000	60.000.000
II	Supervisory Board	48.000.000	36.000.000
1	Ms. Luong Thi Thu Ha – Head of the Supervisory Board	24.000.000	12.000.000
2	Ms. Do Thi Thuy Duong – Member of the Supervisory Board	12.000.000	12.000.000
3	Ms. Nguyen Thi Huong – Member of the Supervisory Board	12.000.000	12.000.000
	Total	432.000.000	420.000.000

2. Proposed remuneration for the Board of Directors and Supervisory Board in 2026:

The Board of Directors proposes the remuneration to be paid to the Board of Directors and Supervisory Board of the Company in 2026 as follows:

No.	Position	Number of people	Remuneration per person (VND/person/month)	Total remuneration (VND/year)
I	Board of Directors	05		384.000.000
1	Chairman of the BOD	01	10.000.000	120.000.000
2	Vice Chairman of the BOD	01	7.000.000	84.000.000
3	Member of the BOD	03	5.000.000	180.000.000
II	Supervisory Board	03		48.000.000
1	Head of the Supervisory Board	01	2.000.000	24.000.000
2	Member of the Supervisory Board	02	1.000.000	24.000.000
	Total			432.000.000

We respectfully submit the above matters to the General Meeting of Shareholders of Dong Son Infrastructure Investment Joint Stock Company for consideration, comments, and approval.

Sincerely!

Recipients:

- The General Meeting of Shareholders;
- Information Disclosure Officer;
- Board of Directors, Supervisory Board, Board of Management;
- Filed at the BOD Office.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRPERSON *hr*



NGUYEN THI MINH HUE

No.: 03/2026/TTr/ĐHĐCĐ/DSH

Hanoi, March 30, 2026

PROPOSAL TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

(Regarding the approval of the plan to issue shares to pay dividends for 2025)

Dear: THE GENERAL MEETING OF SHAREHOLDERS

DONG SON INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amending, supplementing, and guiding documents;*
- *Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; Law No. 56/2024/QH15 issued on November 29, 2024, amending and supplementing certain articles of the Law on Securities and related guiding documents;*
- *The Charter of Dong Son Infrastructure Investment Joint Stock Company;*
- *The actual situation of the Company.*

The Board of Directors of Dong Son Infrastructure Investment Joint Stock Company (later renamed Dong Son Holdings Joint Stock Company) respectfully submits to the General Meeting of Shareholders for approval the plan to issue shares to pay dividends for 2025 as follows:

1. Plan to issue shares to pay dividends in 2025:

- **Name of share:** Shares of Dong Son Infrastructure Investment Joint Stock Company (later renamed "Shares of Dong Son Holdings Joint Stock Company")
- **Type of share:** Common shares.
- **Securities code:** DSH
- **Par value of shares:** 10,000 VND.
- **Number of outstanding shares:** 35,000,000 shares.
- **Expected number of shares to be issued to pay the 2025 dividend:** 4,200,000 shares *(Four million two hundred thousand shares)*
- **Issuance rate (expected number of shares to be issued / number of outstanding** 12%



shares):

- **Exercise ratio:** 100:12 (shareholders owning 100 shares will have the right to receive 12 new shares)
- **Expected total par value of issued shares:** 42,000,000,000 VND (*Forty two billion VND*)
- **Expected charter capital after completing the issuance:** **VND 392,000,000,000** (*Three hundred and ninety-two billion VND*) equivalent to **39,200,000** shares (*Thirty-nine million two hundred thousand shares*).
- **Capital source for issuance:** Undistributed profit after tax as of 31/12/2025 on the Company's audited 2025 Consolidated Financial Statements.
- **Subjects of issuance:** Existing shareholders whose names are on the list of shareholders finalized by the Vietnam Securities Depository and Clearing Corporation on the final registration date to exercise the right to receive shares issued to pay dividends
- **Release form:** Issuing shares to pay the 2025 dividend
- **Subjects of issuance:** Existing shareholders whose names are on the list of shareholders of the Company on the final registration date to exercise the right to receive dividends in shares as prescribed.
- **Plan for handling fractional shares (if any):** The number of shares issued to pay dividends will be rounded down to the nearest whole number. The entire number of fractional shares (decimals) (if any) will be canceled.

Example: Shareholder A owns 668 shares on the date of finalizing the list of shareholders to exercise the right to receive dividends in shares. When that happens, Shareholder A will receive the number of newly issued shares to pay dividends correspondingly as: $(668 * 12) / 100 = 80.16$ shares. According to the rounding down principle mentioned above, the number of shares Shareholder A receives is 80 shares, and the fractional 0.16 shares will be canceled.
- **Transfer conditions:** The additional shares issued to pay dividends are not restricted from transfer.

- **Expected release time:** Expected in 2026, after receiving the written approval of the State Securities Commission.

2. The General Meeting of Shareholders assigns and authorizes the Board of Directors and the Legal Representative to decide all matters relating to the share issuance to pay the 2025 dividend, including but not limited to the following tasks:

- Perform necessary procedures according to the law to carry out the share issuance to pay dividends: Prepare the issuance dossier to apply for permission from the State Securities Commission; Execute the issuance plan according to the plan approved by the State Securities Commission and report the issuance results in accordance with regulations;
- Decide the appropriate time to implement the share issuance and the appropriate time to finalize the list of shareholders entitled to receive the additionally issued shares in accordance with the actual situation of the Company.
- Implement other related tasks to complete the share issuance to pay the 2025 dividend;
- Decide on the amendment and supplement to Article 6 of the Company Charter according to the new charter capital level;
- Perform procedures to change the Enterprise Registration Certificate with the competent authority according to the new charter capital level.
- Perform necessary procedures to register for depository and register for additional trading of the entire number of additionally issued shares as prescribed.
- Report the issuance results at the nearest General Meeting of Shareholders
- In addition to the authorized contents mentioned above, during the implementation of the plan to issue shares to pay dividends, the General Meeting of Shareholders authorizes the Board of Directors to supplement, amend, perfect, or change the issuance plan and other related documents as requested and guided by the State Securities Commission and competent authorities to complete the share issuance in accordance with regulations.

Respectfully submit to the General Meeting of Shareholders for consideration and approval.

Recipients:

- General Meeting of Shareholders;
- Information Disclosure Officer;
- The Board of Directors, The Supervisory Board, The Board of Management;
- Archived at the Office of the Board of Directors.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON



NGUYEN THI MINH HUE



No.: 04/2026/TTr/ĐHĐCĐ/DSH

Hanoi, March 30, 2026

PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

(Regarding: Selection of an audit firm for the 2026 financial statements)

- Pursuant to the 2020 Law on Enterprises;
- Pursuant to the Charter of Dong Son Infrastructure Investment Joint Stock Company.

Performing the obligations prescribed in the Company Charter and relevant legal regulations, the Supervisory Board of Dong Son Infrastructure Investment Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the selection of an independent audit firm to audit the financial statements for the 2026 financial year of the Company according to legal regulations as follows:

I. Criteria for selecting an audit firm:

1. Being an audit firm approved by the State Securities Commission to audit public interest entities in the securities sector in 2026;
2. Having a team of qualified and highly experienced auditors;
3. Having a good reputation for audit quality;
4. Meeting the Company's requirements for audit scope and schedule; and
5. Having reasonable audit fees, corresponding to the audit quality based on the review of audit fee proposals and audit scope.

II. List of audit firms:

Based on the above selection criteria, the Supervisory Board respectfully proposes that the General Meeting of Shareholders consider and approve the list of audit firms to be selected as the auditor for the 2026 financial year of the Company as follows:

No.	Enterprise name	Year of Establishment	Contact Address
01	An Viet Auditing Limited Liability Company	2007	12th Floor, Building 167, Bui Thi Xuan Street, Hai Ba Trung District, Hanoi
02	International Auditing and Valuation Limited Liability Company	2013	LK21 Alley 2, Nguyen Van Loc Street, Mo Lao Ward, Ha Dong District, Hanoi
03	Nhan Tam Viet Auditing Limited Liability Company	2006	2nd Floor, Platinum Residences Building, Number 6 Nguyen Cong Hoan, Ngoc Khanh Ward, Ba Dinh District, Hanoi City.



III. Proposals of the Supervisory Board:

- Respectfully submit to the General Meeting of Shareholders to approve the selection criteria and the list of audit firms as stated in Section II;
- Respectfully submit to the General Meeting of Shareholders to authorize the Board of Directors to perform the selection of one of the above audit firms.
- In case the Company cannot select one of the above audit firms to audit the Company's financial statements for the 2026 financial year, the Supervisory Board respectfully submits to the General Meeting of Shareholders to authorize the Board of Directors to actively select another firm based on meeting the proposed selection criteria and ensuring maximum benefits for the Company.
- Assign the General Director of the Company to sign the audit contract (including signing a contract with a new audit firm in case of terminating the contract with the audit firm initially selected by the Board of Directors).

Respectfully submit to the General Meeting of Shareholders of Dong Son Infrastructure Investment Joint Stock Company for consideration and approval.

Sincerely./.

**ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE BOARD**



LUONG THI THU HA





No.: 05/2026/TTr/ĐHĐCĐ/DSH

Hanoi, March 30, 2026

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS
Regarding the change of Company name and addition of business lines

To: The General Meeting of Shareholders
Dong Son Infrastructure Investment Joint Stock Company

Pursuant:

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its guiding documents;
- Charter of Dong Son Infrastructure Investment Joint Stock Company.

The Board of Directors (BOD) of Dong Son Infrastructure Investment JSC (the "**Company**") respectfully submits to the General Meeting of Shareholders for consideration and approval the following specific contents:

1. Contents regarding the change of Company name:

No.	Current Content	Proposed Change
1	Full Vietnamese name: Công ty Cổ phần Đầu tư Hạ tầng Đông Sơn	Full Vietnamese name: Công ty Cổ phần Đông Sơn Holdings
2	Foreign name: Dong Son Infrastructure Investment Joint Stock Company	Foreign name: Dong Son Holdings Joint Stock Company
3	Abbreviated name: Dong Son Infrastructure Investment, JSC	Abbreviated name: Dong Son Holdings, JSC

2. Addition of business lines as follows:

No.	Industry Name	Industry Code
1.	Power generation from non-renewable energy sources Details: Coal-fired power, gas-fired power, power generation from other non-renewable sources (excluding activities of "transmission and dispatch of the national power system; construction and operation of multi-purpose hydropower and nuclear power plants of special socio-economic importance")	3511
2.	Power generation from renewable energy sources Details: Hydropower, wind power, solar power, biomass power, green hydrogen production from renewable energy sources, and other renewable energy power generation.	3512
3.	Transmission and distribution of electricity Details: Electricity distribution Decree 61/2025 details a number of articles of the electricity law on	3513



	electricity activity licenses (excluding the implementation of activities "transmission and dispatching of the national power system; construction and operation of multi-purpose hydropower and nuclear power of special socio-economic significance")	
4.	Sewerage and wastewater treatment Details: In accordance with Decree 80/2014 on sewerage and wastewater treatment.	3700
5.	Treatment and disposal of non-hazardous waste Exclusion: Wastewater treatment and disposal; waste recycling.	3821
6.	Activities of holding companies	6421
7.	Architectural and related technical consultancy activities Details: - Structural design for civil and industrial works; - Construction supervision and finishing for civil and industrial works; - Design consultancy, supervision, and project management for power plants (Only operational upon fulfillment of all capacity requirements for construction project management as prescribed by law)	7110
8.	Other real estate activities on a fee or contract basis Details: Real estate advisory services; real estate advertising services; real estate management services	6829

- The General Meeting of Shareholders (GMS) authorizes the Board of Directors (BOD) to review, adjust, and update the detailed business lines and industry codes of the Company to ensure compliance with current legal regulations.

3. Amendment of the Company's Charter

Amend the Company's Charter to comply with the provisions of the Law on Enterprises 2020 and the changes mentioned in Sections 1 and 2 of this Proposal.

Article 2: Name, form, head office, branches, representative offices, business locations, and term of operation of the Company.

Article 4: Objectives of the Company's activities.

4. Implementation

- The Legal Representative of the Company is assigned to: (i) perform necessary procedures at competent State Authorities to amend the company name and add the aforementioned business lines in accordance with current legal regulations and the Company's Charter; (ii) finalize the signing and issuance of the full text of the Company's Charter, incorporating all amendments and additions approved by the General Meeting of Shareholders as prescribed by current laws; (iii) execute the public disclosure of information regarding the addition of business lines in accordance with legal requirements and the Company's Charter.



DONG SON INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY
Head office: No. 2 Nguyen Thi Due, Yen Hoa Ward, Cau Giay District, Ho Chi Minh City.
Hanoi

The Board of Directors respectfully submits this to the General Meeting of Shareholders for consideration and approval.

Best regards!

Recipients:

- *As above;*
- *Archived at the company*

ON BEHALF OF THE BOARD OF THE DIRECTORS



NGUYEN THI MINH HUE





No.: 06/2026/TTr/ĐHĐCĐ/DSH

Hanoi, March 30, 2026

PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

Regarding: Approval of credit limit

**Dear: The 2026 Annual General Meeting of Shareholders
Dong Son Infrastructure Investment Joint Stock Company**

Pursuant:

- *Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 and its guiding documents;*
- *The Charter of Dong Son Infrastructure Investment Joint Stock Company;*
- *The production and business plan of the Company.*

To ensure capital sources for the production and business activities of the Company, the Board of Directors respectfully submits to the General Meeting of Shareholders to consider and approve the general credit limit as follows:

- Short-term and long-term loan limit: 300 billion VND
- Guarantee limit (excluding contract performance guarantee): 500 billion VND

The Board of Directors respectfully submits to the General Meeting of Shareholders to authorize the Board of Directors and the Board of Management to organize the implementation, mobilization, and arrangement of capital at Banks and credit institutions.

Respectfully submitted to the General Meeting for consideration and approval.

Sincerely!

Recipients:

- *As above;*
- *Archived at the Company*

ON BEHALF OF THE BOARD OF DIRECTORS



NGUYEN THI MINH HUE



PROPOSAL

GENERAL MEETING OF SHAREHOLDERS

Regarding: The amendment and supplement of the Company's Charter, Internal Regulations on Corporate Governance, Operating Regulations of the Board of Directors, and Operating Regulations of the Supervisory Board

To: General Meeting of Shareholders

Dong Son Infrastructure Investment Joint Stock Company

Pursuant:

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its guiding documents;
- The Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance providing guidelines on several articles on corporate governance applicable to public companies of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government;
- The Charter of Dong Son Infrastructure Investment Joint Stock Company;
- Proposal No. 05/2026/TTr-DHDCD/DSH regarding the change of the Company's name;
- The actual operational situation of Dong Son Infrastructure Investment Joint Stock Company.

Based on current legal regulations and practical requirements in the management and administration of the Company, the Board of Directors of Dong Son Infrastructure Investment Joint Stock Company ("**Company**") respectfully submits to the General Meeting of Shareholders for consideration and approval of the amendments and supplements to the Company's Charter, Internal Regulations on Corporate Governance, Operating Regulations of the Board of Directors, and Operating Regulations of the Supervisory Board. The content of these amendments and supplements is based on the current Charter of the Company, the Law on Enterprises No. 59/2020/QH14, Decree 245/2025/ND-CP, the Model Charter applicable to public companies in Appendix 01 issued with Circular No. 116/2020/TT-BTC, and the actual situation of the Company. Details are provided in the attached appendix.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration, approval, and authorization of the Legal Representative to review, finalize, and sign for issuance the following:

1. Approval of the amendments to the Company's Charter (*details as per the draft Appendix of amendments and supplements to the Charter attached to this Proposal*). The amended Charter shall take effect immediately upon approval by the General Meeting of Shareholders, replacing the current Charter and its previous amendments/supplements.
2. Approval of the amendments to the Company's Internal Regulations on Corporate Governance (*details as per the draft Appendix attached to this Proposal*). These Regulations shall take effect immediately upon approval by the General Meeting of Shareholders, replacing the current Regulations and its previous amendments/supplements (if any);





DONG SON INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY

Head office: No. 2 Nguyen Thi Due, Yen Hoa Ward, Hanoi City

3. Approval of the full text of the Operating Regulations of the Board of Directors (details as per the draft Appendix of amendments and supplements to the Operating Regulations of the Board of Directors attached to this Proposal). These Operating Regulations of the Board of Directors shall take effect immediately upon approval by the General Meeting of Shareholders, replacing the current Operating Regulations and its previous amendments/supplements (if any).
4. Approval of the full text of the Operating Regulations of the Supervisory Board (details as per the draft Appendix of amendments and supplements to the Operating Regulations of the Supervisory Board attached to this Proposal). These Operating Regulations of the Supervisory Board shall take effect immediately upon approval by the General Meeting of Shareholders, replacing the current Operating Regulations and its previous amendments/supplements (if any).

Best regards!

Recipients:

- *As above;*
- *Archived at the company*

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON**



NGUYEN THI MINH HUE





Hanoi, March 30, 2026

**Respectfully submitted to: General Meeting of Shareholders
Dong Son Infrastructure Investment Joint Stock Company**

- Pursuant to the Law on Enterprises 2020;
- Pursuant to the Charter of Dong Son Infrastructure Investment Joint Stock Company.

Based on the provisions of current laws and the practical requirements of the Company, the Supervisory Board of Dong Son Infrastructure Investment Joint Stock Company (**the “Company”**) hereby submits to the Board of Directors and the General Meeting of Shareholders for consideration and approval the amendments and supplements to the Operational Regulations of the Supervisory Board.

The proposed amendments and supplements are based on the current Operational Regulations of the Supervisory Board of Dong Son Infrastructure Investment Joint Stock Company, the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, Decree No. 245/2025/ND-CP, the Model Regulations applicable to public companies in Appendix IV issued directly with Circular No. 116/2020/TT-BTC of the Ministry of Finance dated December 31, 2020, and the actual situation of the Company. The details of the amendments and supplements are provided in the attached appendix.

The Operational Regulations of the Supervisory Board shall take effect immediately upon approval by the General Meeting of Shareholders, replacing the current Operational Regulations of the Supervisory Board and any previous amendments or supplements (if any).

Respectfully submitted to the General Meeting of Shareholders of Dong Son Infrastructure Investment Joint Stock Company for consideration and approval.

Sincerely./.

**ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE BOARD**



LUONG THI THU HA



APPENDIX 01
AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

STT	Articles and amendments	Contents of the current Charter	Request for amendment/supplementation	Reason
1	Points a, d, đ Clause 1 Article 1	<p>Article 1. Interpretation of terms</p> <p>1. In this Charter, the following terms shall be understood as follows:</p> <p>a) <i>Company</i> means Dong Son Infrastructure Investment Joint Stock Company</p> <p>d) <i>Law on Enterprises</i> means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;</p> <p>đ) <i>Law on Securities</i> means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;</p>	<p>Article 1. Interpretation of terms</p> <p>1. In this Charter, the following terms shall be understood as follows:</p> <p>a) <i>Company</i> means Dong Son Holdings Joint Stock Company</p> <p>d) <i>Law on Enterprises</i> means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly... on June 17, 2020 and <u>its amending/supplementing documents</u>;</p> <p>đ) <i>Law on Securities</i> means the Law on Securities No. 54/2019/QH14 passed by the National Assembly... on November 26, 2019 and <u>its amending/supplementing documents</u>;</p>	Proposal No. 05/2026/TTr-DHDCD/DSH regarding the change of Company name
2	Clause 1 Article 2	<p>1. Company Name</p> <p>- Company name written in Vietnamese: CÔNG TY CỔ PHẦN ĐẦU TƯ HẠ TẦNG ĐÔNG SON</p> <p>- Company name written in foreign language: DONG SON INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY</p> <p>- Abbreviated Company Name: DONG SON INFRASTRUCTURE INVESTMENT, JSC</p>	<p>1. Company Name</p> <p>- Company name written in Vietnamese: CÔNG TY CỔ PHẦN ĐÔNG SON HOLDINGS</p> <p>- Company name written in foreign language: DONG SON HOLDINGS JOINT STOCK COMPANY</p> <p>- Abbreviated Company Name: DONG SON HOLDINGS, JSC</p>	Proposal No. 05/2026/TTr-DHDCD/DSH regarding the change of Company name
3	Clause 3 Article 2	<p>3. Registered Head office of the Company:</p> <p>- Head office address: No. 2 Nguyen Thi Due Street, Yen Hoa Ward, Cau Giay District, Hanoi City</p>	<p>3. Registered Head office of the Company:</p> <p>- Head office address: No. 2 Nguyen Thi Due Street, Yen Hoa Ward, Cau Giay District, Hanoi City</p>	Based on actual situation



DONG SON INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY
 Head office: No. 2 Nguyen Thi Due, Yen Hoa Ward, Ho Chi Minh City, Hanoi

		<p>- Phone: 024.3556 7799 - Fax: 024.3556 7799 - E-mail: hatangdongson@htds.vn - Website: http://htds.vn</p>	<p>- Phone: 024.3556 7799 - Fax: 024.3556 7799 - E-mail: dsh@htds.vn - Website: http://htds.vn</p>	
4	<p>Clause 5 Article 2</p>	<p>5. Unless the operation is terminated before the time limit specified in Clause 2, Article 59 or the operation duration is extended as prescribed in Article 60 of this Charter, the operation duration of the Company is indefinitely from the date of establishment.</p>	<p>5. Unless the operation is terminated before the time limit specified in Clause 2, Article 54 or the operation duration is extended as prescribed in Article 55 of this Charter, the operation duration of the Company is indefinitely from the date of establishment.</p>	
5	<p>Article 3</p>	<p>Article 3. Legal representative of the Company The company has 01 legal representative: The General Director is the legal representative of the Company.</p>	<p>Article 3. Legal representative of the Company 1. Legal representative of the Company The company has 01 legal representative: The General Director is the legal representative of the Company. 2. The Company's legal representative has the following responsibilities: a) To perform assigned rights and obligations in an honest, prudent, and best manner to ensure the Company's lawful interests; b) To be loyal to the Company's interests; not to abuse position, title or use information, secrets, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations/individuals; c) To notify the Company timely, fully, and accurately about enterprises of which they or their related persons are owners or have shares/contributed capital as prescribed by Law.</p>	<p>Article 13 of the Law on Enterprises 2020</p>



			3. The legal representative of the Company shall be personally liable for damages to the Company caused by violating the responsibilities specified in Clause 2 of this Article.		Based on actual situation
6	Clause 1 Article 6	<p>IV. CHARTER CAPITAL, SHARES, FOUNDDING SHAREHOLDERS</p> <p>Article 6. Charter capital, shares, founding shareholders</p> <p>1. The charter capital of the Company is 100,000,000,000 VND (<i>In words: One hundred billion VND</i>)</p> <p>The total charter capital of the Company is divided into 10,000,000 shares with a par value of 10,000 VND/share.</p>	<p>IV. CHARTER CAPITAL, SHARES, SHAREHOLDERS</p> <p>Article 6. Charter capital, shares, shareholders</p> <p>1. The charter capital of the Company is 350,000,000,000 VND (<i>In words: Three hundred and fifty billion VND</i>)</p> <p>The total charter capital of the Company is divided into 35,000,000 shares with a par value of 10,000 VND/share.</p>		Based on actual situation
7	Clause 5 Article 6	<p>5. Name, address, number of shares and other information about the founding shareholders in accordance with the provisions of the Law on Enterprises are stated in Appendix 01 attached. This Addendum is a part of this Charter.</p> <p>s) Approve the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;</p>	Remove this item		Based on actual situation
8	Point s, Clause 2, Article 15	<p>s) Approve the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;</p>	<p>s) Approve the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities (amended and supplemented by Clause 84, Article 1 of Decree No. 245/2024/ND-CP);</p>		Amended and supplemented by Clause 84, Article 1 of Decree 245/2025/ND-CP
9	Clause Article 20	<p>10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend</p>	<p>10. The Company may apply modern technology to organize the General Meeting of Shareholders through online meetings, a combination of online and face-to-face meetings or other forms suitable to</p>		Based on actual situation



		and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2019 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and relevant regulations. The Board of Directors has the right to decide and select the application of modern technology to organize the General Meeting of Shareholders. The content of the online meeting, the voting method and other relevant contents will be specified by the Company in the Organization Regulation approved by the General Meeting of Shareholders.	the actual situation and conditions, depending on the time, the Company is responsible for ensuring that shareholders attend, voting in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities and relevant regulations. The Board of Directors has the right to decide and select the application of modern technology to organize the General Meeting of Shareholders. The contents of online meetings or other meeting methods, voting methods and other relevant contents will be specified by the Company in the Internal Regulations on corporate governance, the regulations on the organization of the General Meeting of Shareholders or notices issued by the Company from time to time.	
10	Clause 6 Article 21	6. In case of adoption of a resolution in the form of collecting written opinions, the resolution of the General Meeting of Shareholders shall be adopted if it is approved by the number of shareholders owning more than 50% of the total votes of all shareholders with the right to vote.	Remove this item	Identical with Clause 8 Article 22
11	Clause 4 Article 25	4. Members of the Board of Directors must meet the criteria and conditions specified in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the company's charter	4. Members of the Board of Directors must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises, <u>Article 275 of Decree No. 155/2020/ND-CP</u> (amended and this Charter.	Added to meet Article 275 of Decree 155 (Amended) 245

<p>Clause 1, Clause 3 Article 26</p>	<p>1. The number of members of the Board of Directors is from 03 to 07 people. The General Meeting of Shareholders shall decide on the number of members of the Board of Directors in each period.</p> <p>3. The structure of members of the Board of Directors is as follows: The structure of the company's Board of Directors must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company minimizes the members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.</p> <p>In case a company becomes an unlisted public company operating under the model specified at Point b, Clause 1, Article 137 of the Law on Enterprises, the structure of members of the Board of Directors of the company must ensure that at least 1/5 of the total number of members of the Board of Directors are independent members. In case the number of members of the Board of Directors of an unlisted public company operating under the above model is less than 05 people, the Company must ensure that 01 member of the Board of Directors is an independent member.</p> <p>In case the company becomes a listed company, the total number of independent members of the Board of Directors must ensure the following provisions:</p>	<p>1. The number of members of the Board of Directors is 05 (five) persons.</p> <p>3. The structure of members of the Board of Directors is as follows: The structure of the Company's Board of Directors must ensure the number of non-executive members in accordance with the provisions of the securities law, specifically as follows: a) There is at least 01 non-executive member in case the company has from 03 to 05 members of the Board of Directors; b) There are at least 02 non-executive members in case the company has from 06 to 08 members of the Board of Directors; c) There are at least 03 non-executive members in case the company has from 09 to 11 members of the Board of Directors.</p> <p>In case a company becomes an unlisted public company operating under the model specified at Point b, Clause 1, Article 137 of the Law on Enterprises, the structure of members of the Board of Directors of the company must ensure that at least 1/5 of the total number of members of the Board of Directors are independent members. In case the number of members of the Board of Directors of an unlisted public company operating under the above model is less than 05 people, the Company must</p>	<p>Supplemented by Clause 80, Article 1 of Decree 245/2025/ND-CP</p>
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		<p>a) There is at least 01 independent member in case the company has from 03 to 05 members of the Board of Directors;</p> <p>b) There are at least 02 independent members in case the company has from 06 to 08 members of the Board of Directors;</p> <p>c) There are at least 03 independent members in case the company has between 09 and 11 members of the Board of Directors.</p>	<p>ensure that 01 member of the Board of Directors is an independent member.</p> <p>In case the company becomes a listed company, the total number of independent members of the Board of Directors must ensure the following provisions:</p> <p>a) There is at least 01 independent member in case the company has from 03 to 05 members of the Board of Directors;</p> <p>b) There are at least 02 independent members in case the company has from 06 to 08 members of the Board of Directors;</p> <p>c) There are at least 03 independent members in case the company has between 09 and 11 members of the Board of Directors.</p>	
13	Point h, Clause 2, Article 27	<p>h) Approval of contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets stated in the Company's latest financial statements and transactions under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138. Clauses 1 and 3, Article 167 of the Law on Enterprises;</p>	<p>h) Approve contracts, purchase, sale, borrowing, lending and other transactions valued at 35% or more of the total value of assets recorded in the Company's latest financial statements, except for contracts and transactions under the competence of the General Meeting of Shareholders in accordance with the Law on Enterprises and relevant laws;</p> <p>The approval of transactions of public companies with related entities shall comply with the provisions of Clause 5, Article 293 of Decree No. 155/2020/ND-CP and amending and supplementing documents (if any).</p>	Amended and supplemented according to K84 D1 Decree 245
14	Point q, Clause 2, Article 27	<p>q) Decide to promulgate the Regulation on operation of the Board of Directors and the internal regulation on corporate governance after the General Meeting of Shareholders approves the</p>	<p>q) Decide to promulgate the Regulation on operation of the Board of Directors and the internal regulation on corporate governance after being approved by the General Meeting of Shareholders; <u>to decide on the</u></p>	Circular 116/2020/TT-BTC



	Regulation on information disclosure of the company;	Regulation of the Regulation on information disclosure of the company;	
15	<p>Clause Article 30</p> <p>13. The Chairman of the Board of Directors has the right to decide to collect opinions of members of the Board of Directors in writing to approve matters falling under the competence of the Board of Directors. The opinion poll must contain the following principal contents: issues to be consulted, full names of members of the Board of Directors, voting method, deadline for sending voted opinion polls. The time limit for members of the Board of Directors to respond to the written opinion poll is 03 working days from the time the members of the Board of Directors receive the opinion poll and relevant documents by email or fax or by post at the registered address of the Board of Directors members. Resolutions in the form of collecting written opinions shall be adopted on the basis of the approval of the majority of members of the Board of Directors who have the right to vote. This Resolution has the same effect and validity as the resolution adopted at the meeting.</p>	<p>13. The Chairman of the Board of Directors has the right to decide to collect opinions of members of the Board of Directors in writing to approve matters falling under the competence of the Board of Directors. The opinion poll must contain the following principal contents: issues to be consulted, full names of members of the Board of Directors, voting method, deadline for sending voted opinion polls. The time limit for members of the Board of Directors to respond to the written opinion poll is 03 working days from the time the members of the Board of Directors receive the opinion poll and relevant documents by email or fax or by post at the registered address of the Board of Directors members. Resolutions in the form of collecting written opinions shall be adopted on the basis of the approval of the majority of members of the Board of Directors who have the right to vote. This Resolution has the same effect and validity as the resolution adopted at the meeting.</p>	Based on actual situation
16	<p>Clause 1 Article 34</p> <p>1. The company's executives include the General Director, Deputy General Director, Chief Accountant and other executives as prescribed by the company's charter.</p>	<p>1. The company's executives include the General Director, Deputy General Director, and Chief Accountant.</p>	Based on actual situation
17	<p>Clause 6 Article 42</p> <p>6. Transactions between the Company and one or more members of the Board of Directors, members of the Control Board, General Directors, other</p>	<p>6. Transactions between the Company and one or more members of the Board of Directors, members of the Control Board, General Directors, other</p>	Based on actual situation



	<p>executives and individuals and organizations related to these subjects shall not be invalidated in the following cases:</p> <p>a) For transactions with a value of less than or equal to 10% of the total value of assets stated in the latest financial statements, important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors and members of the Control Board, The General Director and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;</p> <p>b) For a transaction with a value of more than 10% or a transaction resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 15% or more of the total value of assets recorded in the latest financial statement, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, members of the Supervisory Board, General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.</p>	<p>executives and individuals and organizations related to these subjects shall not be invalidated in the following cases:</p> <p>a) For transactions with a value of less than 35% of the total value of assets recorded in the latest financial statements, important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors and members of the Control Board, The General Director and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;</p> <p>b) For a transaction with a value of 35% or more or a transaction resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total value of assets recorded in the latest financial statement, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, members of the Supervisory Board, General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.</p>	
18	Clause 1 Article 59	1. This Charter consists of 21 sections and 59 articles unanimously approved by the General Meeting of Shareholders of Dong Son Infrastructure Investment Joint Stock Company on July 24, 2025	Based on actual situation



DONG SON INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY
Head office: No. 2 Nguyen Thi Due, Yen Hoa Ward, Ho Chi Minh City, Hanoi

		at the Extraordinary General Meeting of Shareholders in 2025 and jointly approves the full validity of this Charter	Meeting of Shareholders in 2026 and jointly approves the full validity of this Charter.	
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APPENDIX 02
CONTENTS OF AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL GOVERNANCE REGULATIONS

No.	Amended Article, Clause	Current Regulations Content	Proposed Amendments/Supplements	Reason
1	Points e, f Clause 1 Article 2	<p>e. "Company executives" are the General Director, Deputy General Directors (if any), Chief Financial Officer (if any), and Chief Accountant of the Company.</p> <p>f. "Company managers" are managers of the company, including the Chairman of the Board of Directors, members of the Board of Directors, and the General Director of the Company.</p>	<p>e. "Company executives" are the General Director, Deputy General Directors, and Chief Accountant of the Company.</p> <p>f. "Company managers" are managers of the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director of the Company, and individuals holding other managerial positions as prescribed in the Company's Charter.</p>	Based on actual situation
2	Clause 1 Article 7	<p>1. The convener of the General Meeting of Shareholders must prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders is compiled based on the company's shareholder register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled no more than ten (10) days before the date of sending the invitation notice to the first General Meeting of Shareholders.</p>	<p>1. The convener of the General Meeting of Shareholders must prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders is compiled based on the shareholder register and the <u>register of securities owners of the Company</u>. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled no more than ten (10) days before the date of sending the invitation notice to the first General Meeting of Shareholders.</p>	Clause 1, Article 141 of the Law on Enterprises 2020
3	Clause 2 Article 20	<p>2. The order and procedures for issuing decisions and the content of decisions that violate the law or the Company's Charter. In case a decision of the General</p>	<p>2. The order and procedures for issuing decisions and the content of decisions that violate the law or the Company's Charter. In case a decision of the General</p>	Amended Charter



		<p>Meeting of Shareholders is cancelled by a decision of a Court or Arbitration, the convener of the cancelled General Meeting of Shareholders may consider re-organizing the General Meeting of Shareholders within 60 (sixty) days according to the order and procedures prescribed in the Law on Enterprises and this Charter.</p>	<p>Meeting of Shareholders is cancelled by a decision of a Court or Arbitration, the convener of the cancelled General Meeting of Shareholders may consider re-organizing the General Meeting of Shareholders within 60 (sixty) days according to the order and procedures prescribed in the Law on Enterprises and the <u>Company's Charter</u>.</p>	
<p>Supplementing Clause 3, Article 20</p>			<p>A shareholder who has voted against a resolution of the General Meeting of Shareholders on the reorganization of the Company or a change in the rights and obligations of shareholders stipulated in the Company's Charter has the right to request the Company to repurchase their shares. The request must be in writing, specifying the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the company to repurchase. The request must be sent to the company within 10 days from the date the General Meeting of Shareholders passed the resolution on the matters specified in this clause. The Company must repurchase shares at the request of the shareholder as stipulated herein at the market price or a negotiated price within 90 days from the date of receipt of the request. In case no agreement on the price can be reached, the parties may request an appraisal organization to determine the price. The Company shall recommend at least 03 appraisal</p>	<p>Article 132 of the Law on Enterprises 2020</p>



			<p>organizations for the shareholder to choose from, and that choice shall be final</p>	
5	<p>Clause 2 Article 21</p>	<p>2. The minutes of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting. The chairperson and secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.</p>	<p>2. The minutes of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting. The chairperson and secretary of the meeting or other persons signing the <u>meeting minutes</u> shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.</p>	<p>Amended Charter</p>
6	<p>Clauses 1 and 2, Article 22</p>	<p>1. Resolutions and Minutes of the General Meeting of Shareholders must be fully published on the Company's website. In case the company is eligible to become a public company/listed organization, the Resolutions and Minutes of the General Meeting of Shareholders must also be published on the portal of the State Securities Commission (SSC) and the Stock Exchange (if any) within twenty-four (24) hours from the time they are approved by the General Meeting of Shareholders and in accordance with the Law on Enterprises.</p> <p>2. Resolutions and Minutes of the General Meeting of Shareholders together with other attached appendices (if any) that have been publicly announced on the Company's website (and published on the portal of the SSC and the Stock Exchange in case the Company is eligible to become a public company/listed organization) are considered authentic evidence of the work carried out at the General Meeting of</p>	<p>1. Resolutions and Minutes of the General Meeting of Shareholders must be fully published on the Company's website. In case the company is eligible to become a public company/listed organization, the Resolutions and Minutes of the General Meeting of Shareholders must also be <u>disclosed in accordance with the law</u> within twenty-four (24) hours from the time they are approved by the General Meeting of Shareholders and in accordance with the Law on Enterprises.</p> <p>2. Resolutions and Minutes of the General Meeting of Shareholders together with other attached appendices (if any) that have been <u>disclosed in accordance with the law</u> are considered authentic evidence of the work carried out at the General Meeting of Shareholders unless an objection to the contents of the minutes is raised in accordance with the prescribed procedures within ten (10) days from the date of sending the minutes raised in accordance</p>	<p>Article 158 of the Law on Enterprises</p>



	Shareholders unless an objection to the contents of the minutes is raised in accordance with the prescribed procedures within ten (10) days from the date of sending the minutes raised in accordance with the prescribed procedures in Article 20 of these Regulations.	with the prescribed procedures in Article 20 of these Regulations	
7	<p>Article 23</p> <p>Article 23. Authority and procedures for collecting shareholders' written opinions to pass decisions of the General Meeting of Shareholders</p> <p>The authority and procedures for collecting shareholders' written opinions to pass decisions of the General Meeting of Shareholders are carried out in accordance with the following provisions:</p>	<p>Article 23. Authority and procedures for collecting shareholders' written opinions to pass the Resolutions of the General Meeting of Shareholders</p> <p>The authority and procedures for collecting shareholders' written opinions to pass the <u>Resolutions</u> of the General Meeting of Shareholders are carried out in accordance with the following provisions:</p>	Consistent with Article 22 of the Company's Charter
8	<p>Supplementing Section 5. Articles 25 and 26</p>	<p>Section 5: Order and procedures for convening the General Meeting of Shareholders to pass resolutions in the form of a combined physical and online meeting</p> <p>Article 25. Order and procedures for convening the General Meeting of Shareholders to pass resolutions in the form of a combined physical and online meeting</p> <p>In addition to holding the General Meeting of Shareholders physically or online, the annual and extraordinary General Meetings of Shareholders may be held in the form of a combined physical and</p>	Model Regulations



		<p>online meeting in cases deemed appropriate by the Board of Directors.</p> <p>Organizing the General Meeting of Shareholders in the form of a combined physical and online meeting shall include the main contents below; however, if deemed necessary, the Convener of the General Meeting of Shareholders may issue appropriate documents to guide, detail, or adjust certain issues related to organizing the General Meeting of Shareholders in the above-mentioned form, ensuring compliance with current legal regulations.</p> <p>1. Notice of convening the General Meeting of Shareholders</p> <p>The method of sending invitation notices for a combined physical and online General Meeting of Shareholders is carried out in the same manner as for a physical General Meeting of Shareholders specified in Article 9 of these Regulations. In addition, when holding a combined physical and online General Meeting of Shareholders, the convener or the organizing committee is obliged to prepare additional instructional documents for shareholders to register and attend the meeting online/physically, and to prepare and arrange appropriate equipment at the physical meeting venue.</p>	
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		<p>2. Method of registration to attend the combined physical and online General Meeting of Shareholders.</p> <p>a) For shareholders attending physically: register at the meeting venue following the physical meeting registration method specified in Article 12 of these Regulations.</p> <p>b) For shareholders attending online: register as instructed in Clause 3, Article 24 of these Regulations.</p> <p>3. Authorization of representatives to attend the General Meeting of Shareholders</p> <p>The method of authorizing representatives to attend the General Meeting of Shareholders is carried out in accordance with Clause 4, Article 24 of these Regulations.</p> <p>4. Conditions for conducting the meeting</p> <p>The combined physical and online General Meeting of Shareholders shall be conducted when the number of attending shareholders meets the minimum ratio specified in Article 13 of these Regulations.</p> <p>5. Voting methods</p> <p>Shareholders may cast their votes by: (i) voting directly at the meeting, (ii) electronic voting or other electronic methods, or (iii) other methods as prescribed by the Convener or the organizing committee in accordance with the law.</p> <p>6. Vote counting methods</p>	
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		<p>The organizing committee shall apply modern systems and technology to count shareholders' votes. The vote counting will be based on the number of votes cast by shareholders and/or their authorized representatives via online voting, electronic voting, and/or other methods prescribed by the Convener or the organizing committee in accordance with the law. The Vote Counting Committee is responsible for the accuracy of this count and shall be liable for any damages arising from resolutions passed due to dishonest or inaccurate vote counting.</p> <p>7. Announcement of vote counting results</p> <p>The vote counting results shall be announced directly at the General Meeting of Shareholders immediately upon completion of the count and prior to the closing of the meeting.</p> <p>8. Resolutions, Minutes of the General Meeting of Shareholders</p> <p>Implemented according to the methods and contents specified in Article 18, Article 21, and Article 22 of these Regulations.</p> <p>Article 26. Other forms of General Meeting of Shareholders</p> <p>The order and procedures for organizing the General Meeting of Shareholders in other formats shall be decided by the Convener depending on each period, provided that they ensure compliance with the law,</p>	
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	<p>Clause 4, Article 25 (former) (i.e., Clause 4, Article 27 after amendment)</p>	<p>4. Members of the Board of Directors must meet the standards and conditions prescribed in clause 1, clause 2, Article 155 of the Law on Enterprises.</p>	<p>the Company's Charter, these Regulations, and other relevant regulations and rules.</p>	<p>Article 275 of Decree 155/2020/ND-CP and Decree 245/2025/ND-CP</p>
<p>9</p>	<p>Clauses 1, 2, Article 26 (former) (i.e., Clauses 1, 2, Article 28 after amendment)</p>	<p>Article 26. Composition and term of office of members of the Board of Directors 1. The number of members of the Board of Directors is from 03 to 07 persons. The term of office of members of the Board of Directors is 05 years and they may be re-elected for an unlimited number of terms. 2. The composition of the Board of Directors is as follows: The composition of the Company's Board of Directors must ensure that at least 1/3 of the total number of Board members are non-executive members. The Company minimizes the number of Board members concurrently holding executive positions of the Company to ensure the independence of the Board of Directors. In case the company becomes an unlisted public company operating under the model prescribed in point b, clause 1, Article 137 of the Law on Enterprises, the composition of the Company's Board of Directors must ensure that at least 1/5 of the total</p>	<p>4. Members of the Board of Directors must meet the standards and conditions prescribed in clause 1, clause 2, Article 155 of the Law on Enterprises and <u>Article 275 of Decree 155/2020/ND-CP and Decree 245/2025/ND-CP.</u></p>	
<p>10</p>		<p>Article 28. Composition and term of office of members of the Board of Directors 1. The number of members of the Board of Directors is 05 (five) persons. 2. The composition of the Board of Directors is as follows: The composition of the Company's Board of Directors must ensure the number of non-executive members in accordance with the provisions of securities law, specifically as follows: a) Having at least 01 non-executive member in case the Company has from 03 to 05 Board members; b) Having at least 02 non-executive members in case the Company has from 06 to 08 Board members; c) Having at least 03 non-executive members in case the Company has from 09 to 11 Board members. In case the company becomes an unlisted public company operating under the model prescribed in point b, clause 1, Article 137 of the Law on Enterprises, the composition of the Company's Board of Directors must ensure that at least 1/5 of the</p>	<p>Article 28. Composition and term of office of members of the Board of Directors 1. The number of members of the Board of Directors is 05 (five) persons. 2. The composition of the Board of Directors is as follows: The composition of the Company's Board of Directors must ensure the number of non-executive members in accordance with the provisions of securities law, specifically as follows: a) Having at least 01 non-executive member in case the Company has from 03 to 05 Board members; b) Having at least 02 non-executive members in case the Company has from 06 to 08 Board members; c) Having at least 03 non-executive members in case the Company has from 09 to 11 Board members. In case the company becomes an unlisted public company operating under the model prescribed in point b, clause 1, Article 137 of the Law on Enterprises, the composition of the Company's Board of Directors must ensure that at least 1/5 of the</p>	<p>Amended Charter</p>



		<p>number of Board members are independent members. In case the number of Board members of an unlisted public company operating under the above-mentioned model is less than 05 persons, the Company must ensure that there is 01 Board member who is an independent member. In case the company becomes a listed company, the total number of independent members of the Board of Directors must comply with the following regulations: a) Having at least 01 independent member in case the company has from 03 to 05 Board members; b) Having at least 02 independent members in case the company has from 06 to 08 Board members; c) Having at least 03 independent members in case the company has from 09 to 11 Board members</p>	<p>total number of Board members are independent members. In case the number of Board members of an unlisted public company operating under the above-mentioned model is less than 05 persons, the Company must ensure that there is 01 Board member who is an independent member. In case the company becomes a listed company, the total number of independent members of the Board of Directors must comply with the following regulations: a) Having at least 01 independent member in case the company has from 03 to 05 Board members; b) Having at least 02 independent members in case the company has from 06 to 08 Board members; c) Having at least 03 independent members in case the company has from 09 to 11 Board members.</p>	
11	<p>Point h, Clause 2, Article 27 (former) (i.e., Point h, Clause 2, Article 29 after amendment)</p>	<p>h) Approving contracts for purchase, sale, borrowing, lending, and other transactions valued at 35% or more of the total asset value recorded in the most recent financial statement of the Company, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in point d, clause 2, Article 138, clause 1 and clause 3, Article 167 of the Law on Enterprises;</p>	<p>h) Approving contracts, transactions for purchase, sale, borrowing, lending, and other transactions valued at 35% or more of the total asset value recorded in the most recent financial statement of the Company, except for contracts and transactions under the authority of the General Meeting of Shareholders in accordance with the Law on Enterprises and relevant laws; The approval of transactions of a public company with related parties shall be carried out in accordance with clause 5, Article 293 of Decree No. 155/2020/ND-CP and its amending and supplementing documents (if any).</p>	Amended Charter



12	<p>Clause 1, Article 34 (i.e., Clause 1, Article 36 after amendment)</p>	<p>1. Company executives include the General Director, Deputy General Directors (if any), Chief Accountant, and other executives as prescribed by the Company's Charter.</p>	<p>1. Company executives include the General Director, Deputy General Directors, and Chief Accountant.</p>	Amended Charter
13	<p>Supplementing 4 clauses to Article 42 (i.e., Article 44 after amendment)</p>		<p>3. Notifying the General Director of resolutions and decisions of the Board of Directors. Resolutions and decisions of the Board of Directors must be sent to the members of the Supervisory Board and the General Director within 03 days from the closing of the meeting. 4. Cases where the General Director and the Supervisory Board request the convening of a Board of Directors' meeting and matters requiring the Board of Directors' opinions. a) The Chairman of the Board of Directors must convene a meeting of the Board of Directors, which shall not be delayed without a justifiable reason, when one of the following subjects makes a written request stating the purpose of the meeting and the issues to be discussed: - A request from the Supervisory Board; - A request from the General Director or at least 05 other Managers. b) The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request prescribed in Point a, Clause 4 of</p>	Circular 116/2020/TT-BTC



		<p>this Article. In case the Chairman of the Board of Directors fails to convene the meeting as requested, the Chairman of the Board of Directors shall be liable for any damages caused to the Company.</p> <p>5. Matters for which the General Director must report and provide information, and the method of notification to the Board of Directors and the Supervisory Board.</p> <p>The General Director is responsible for reporting and explaining matters within their authority upon the request of a member of the Board of Directors or a member of the Supervisory Board at the meeting.</p> <p>6. Coordination of control, executive, and supervisory activities among members of the Board of Directors, members of the Supervisory Board, and the General Director according to the specific duties of the aforementioned members.</p> <p>a) Coordination between the Board of Directors and the Supervisory Board:</p> <ul style="list-style-type: none">- The Board of Directors ensures that all documents and information regarding meeting contents, meeting minutes, resolutions of the General Meeting of Shareholders and the Board of Directors; reports of the General Director and other executives submitted to the Board of Directors, or other documents issued by the Company, are provided to the Supervisory Board	
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		<p>at the same time and in the same manner as provided to the members of the Board of Directors.</p> <ul style="list-style-type: none">- In addition to periodic report information, the Supervisory Board has the right to request the Board of Directors to provide information and documents on the management, administration, and business operations of the Company.b) Coordination of activities between the Supervisory Board and the General Director:<ul style="list-style-type: none">- The General Director and other executives shall provide periodic information on tasks as prescribed by the Company;- In addition to periodic reports, upon the request of a member of the Supervisory Board, the General Director and other executives shall directly report or provide information and reports related to the tasks assigned to the member of the Supervisory Board.- In case of discovering risks that may significantly affect the reputation or business operations of the Company, the General Director and other executives must immediately report to the Supervisory Board.- The General Director and other executives are responsible for creating all favorable conditions for the Supervisory Board to access information and reports in the shortest time. The reporting
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			<p>documents of the General Director submitted to the Board of Directors must be sent to the members of the Supervisory Board at the same time and in the same manner as sent to the members of the Board of Directors.</p> <p>c) Coordination of activities between the General Director and the Board of Directors:</p> <ul style="list-style-type: none">- The Board of Directors has the right to request the General Director and reporting units to provide information and comply with the reporting regime to perform the governance and control functions as prescribed in the Charter, the internal regulations of the Company, and in accordance with the law. The information and data reported and provided to the Board of Directors must ensure truthfulness, objectivity, timeliness, and completeness, accurately reflecting the Company's operational situation, and complying with governance requirements and legal regulations.- The General Director is responsible for establishing and maintaining the information reporting regime to the Board of Directors, including the method of sending/receiving information and reports, ensuring safety and confidentiality as prescribed by the Board of Directors.
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14	Clause 1 Article 45 (Clause 1, Article 47 after amendment)	1. These Regulations consist of 08 chapters and 47 articles, adopted by the General Meeting of Shareholders of Dong Son Infrastructure Investment Joint Stock Company on October 30, 2023, at the 2023 extraordinary General Meeting of Shareholders.	1. These Regulations consist of 08 chapters and 47 articles, adopted by the General Meeting of Shareholders of Dong Son Holdings Joint Stock Company on <u>April 22, 2026</u> , at the <u>2026 annual General Meeting of Shareholders</u> .	Based on actual situation
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APPENDIX 03

CONTENTS OF AMENDMENTS AND SUPPLEMENTS TO THE OPERATION REGULATIONS OF THE BOARD OF DIRECTORS

No.	Amended Article, Clause	Current Regulations Content	Proposed Amendments/Supplements	Reason
1	Clause 3 Article 3	3. Independent members of the Board of Directors of a listed company must prepare an evaluation report on the operation of the Board of Directors.	3. Each independent member of the Board of Directors of a listed company must prepare an evaluation report on the operation of the Board of Directors	Clause 3, Article 227 of Decree 155/2020/ND-CP; and Decree 245/2025/ND-CP
2	Clause 1 Article 5	1. The Board of Directors has from 03 to 07 members. The Company's Charter specifies the number of members of the Board of Directors.	1. The number of members of the Board of Directors is 05 (five) persons.	Amended Charter
3	Point h Clause 2 Article 11	h) Approving contracts for purchase, sale, borrowing, lending, and other contracts and transactions valued at 35% or more of the total asset value recorded in the most recent financial statement of the Company, and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in point d, clause 2, Article 138, clause 1 and clause 3, Article 167 of the Law on Enterprises;	h) Approving contracts, transactions for purchase, sale, borrowing, lending, and other transactions valued at 35% or more of the total asset value recorded in the most recent financial statement of the Company, except for contracts and transactions under the authority of the General Meeting of Shareholders in accordance with the Law on Enterprises and relevant laws; The approval of transactions of a public company with related parties shall be carried out in accordance with clause 5, Article 293 of Decree No. 155/2020/ND-CP and its amending and supplementing documents (if any).	Amended Charter
4	Clause 1 Article 14	1. The Board of Directors may establish affiliated sub-committees in charge of development policies, human resources, remuneration, internal audit, and risk management. The number of sub-committee members shall be decided by the Board of Directors with a minimum of 03 persons, including members	1. The Board of Directors may establish affiliated sub-committees in charge of development policies, human resources, remuneration, internal audit, and risk management. The number of sub-committee members shall be decided by the Board of Directors with a minimum of 03 persons, including members	Amended Charter



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		<p>of the Board of Directors and external members. The operation of the sub-committee must comply with the regulations of the Board of Directors. Resolutions of the sub-committee shall only take effect when adopted by a majority of the members attending and voting at the sub-committee's meeting.</p>	<p>of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority in 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 the sub-committee must comply with the regulations of the Board of Directors. Resolutions of the sub-committee shall only take effect when adopted by a majority of the members attending and voting at the sub-committee's meeting.</p>	
5	<p>Clause 2 Article 17</p>	<p>2. In case the chairperson and/or the minutes-taker refuse to sign the meeting minutes, but if it is signed by all other members of the Board of Directors attending the meeting and contains all contents as prescribed in points a, b, c, d, dd, e, g and h, Clause 1 of this Article, these minutes shall take effect.</p>	<p>2. In case the chairperson or the minutes-taker refuses to sign the meeting minutes, but if it is signed by all other members of the Board of Directors attending the meeting and agreeing to approve the meeting minutes, and contains all contents as prescribed in points a, b, c, d, dd, e, g and h, Clause 1 of this Article, these minutes shall take effect. The meeting minutes shall clearly state the refusal to sign the meeting minutes by the chairperson and the minutes-taker. The persons who sign the meeting minutes shall be jointly liable for the accuracy and truthfulness of the contents of the Board of Directors' meeting minutes. The chairperson and the minutes-taker shall be personally liable for any damages caused to the enterprise due to their refusal to sign the meeting minutes in accordance with the law, the Company's Charter, and relevant laws.</p>	<p>Article 158 of the Law on Enterprises</p>



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6	Article 24	Article 24: Enforcement effect The Operation Regulations of the Board of Directors of Dong Son Infrastructure Investment Joint Stock Company consist of 07 chapters, 24 articles, and take effect from October 30, 2023	Article 24: Enforcement effect The Operation Regulations of the Board of Directors of Dong Son Holdings Joint Stock Company consist of 07 chapters, 24 articles, and take effect from April 22, 2025	Based on actual situation
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APPENDIX 04

CONTENTS OF AMENDMENTS AND SUPPLEMENTS TO THE OPERATION REGULATION OF THE SUPERVISORY BOARD

No.	Amended Article, Clause	Current Regulations Content	Proposed Amendments/Supplements	Reason
1	Clause 1 Article 7	<p>1. A shareholder or a group of shareholders holding 10% (<i>ten percent</i>) or more of the total ordinary shares has the right to nominate candidates to the Supervisory Board. The nomination of candidates to the Supervisory Board shall be carried out in accordance with the Law on Enterprises, Clause 3, Article 12 of the Company's Charter, and the following specific provisions:</p> <p>a) A shareholder or a group of shareholders holding from 10% to less than 20% of the total ordinary shares has the right to nominate up to 01 candidate to the Board of Directors;</p> <p>b) A shareholder or a group of shareholders holding from 20% to less than 30% of the total ordinary shares has the right to nominate up to 02 candidates to the Board of Directors;</p> <p>c) A shareholder or a group of shareholders holding from 30% to less than 40% of the total ordinary shares has the right to nominate up to 03 candidates to the Board of Directors;</p> <p>d) A shareholder or a group of shareholders holding from 40% to less than 50% of the total ordinary shares has the right to nominate up to 04 candidates to the Board of Directors;</p>	<p>1. A shareholder or a group of shareholders holding 10% (ten percent) or more of the total ordinary shares has the right to nominate candidates to the Supervisory Board. The nomination of candidates to the Supervisory Board shall be carried out in accordance with the Law on Enterprises, Clause 3, Article 12 of the Company's Charter, and the following specific provisions:</p> <p>a) A shareholder or a group of shareholders holding from 10% to less than 20% of the total ordinary shares has the right to nominate up to 01 candidate to the Supervisory Board;</p> <p>b) A shareholder or a group of shareholders holding from 20% to less than 30% of the total ordinary shares has the right to nominate up to 02 candidates to the Supervisory Board;</p> <p>c) A shareholder or a group of shareholders holding from 30% or more has the right to nominate up to 03 candidates to the Supervisory Board;</p>	Based on actual situation



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		e) A shareholder or a group of shareholders holding 50% or more of the total ordinary shares has the right to nominate a sufficient number of candidates to the Board of Directors.	
2	Article 22	Article 22. Enforcement effect The Operation Regulations of the Supervisory Board of Dong Son Infrastructure Investment Joint Stock Company consist of 07 chapters, 22 articles, and take effect from October 30, 2023.	Article 22. Enforcement effect The Operation Regulations of the Supervisory Board of Dong Son Holdings Joint Stock Company consist of 07 chapters, 22 articles, and take effect from April 22, 2026.
			Based on actual situation

Hanoi, March 30, 2026

No.: 08/2026/TTr/ĐHĐCĐ/DSH

PROPOSAL
2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Regarding registration of the Company's stock listing at the Ho Chi Minh City Stock Exchange

Dear: GENERAL MEETING OF SHAREHOLDERS

DONG SON INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and documents amending, supplementing, and guiding its implementation;*
- *Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; Law No. 56/2024/QH15 issued on November 29, 2024, amending and supplementing several articles of the Law on Securities and relevant guiding documents;*
- *Charter of Dong Son Infrastructure Investment Joint Stock Company.*

The Board of Directors of Dong Son Infrastructure Investment Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the implementation of the stock listing of Dong Son Infrastructure Investment Joint Stock Company (the “Company”) at the Ho Chi Minh City Stock Exchange (HOSE) as follows:

1. Purpose of listing the stock on the HOSE exchange:

- Listing the stock on the HOSE exchange is an opportunity to promote the Company's image, enhance the Company's position in the market, and create attractiveness for customers and investors;
- Increase liquidity for the Company's stock, increasing benefits for shareholders when they wish to trade the Company's stock;
- Listing the stock on the HOSE exchange helps the Company improve its professionalism in governance and administration, and increase transparency in information disclosure.

2. Approval of the cancellation of stock trading registration on the UPCoM exchange under the Hanoi Stock Exchange (“HNX”) and the registration of the Company's stock listing at the Ho Chi Minh City Stock Exchange after the Company changes its name to Dong Son Holdings Joint Stock Company, specifically as follows:

- Current stock name: Stock of Dong Son Infrastructure Investment Joint Stock Company
- Stock name after changing the company's name: Stock of Dong Son Holdings Joint Stock Company
- Stock Code: DSH



- Stock Type: Common Stock
- Par value: 10,000 VND/share
- Number of shares registered for cancellation at UPCoM: All shares are outstanding and registered for trading on UPCoM at the time of cancellation.
- Number of shares registered for listing on HOSE: All outstanding shares of the Company at the time of listing (including the current quantity of outstanding shares and the quantity of shares issued for 2025 dividend payment).
- Expected timing for submission of listing registration dossier: Expected 2026 – 2027.

3. Approval of authorizing the Company's Board of Directors to decide and organize the implementation of all tasks and procedures related to completing the Company's stock listing on HOSE, including but not limited to the following tasks:

- Organize the preparation and approval of dossiers and implement necessary procedures with relevant competent authorities to complete the cancellation of stock trading registration on UPCoM and listing the entire quantity of shares issued at the time of listing registration on HOSE;
- Be fully entitled to decide on adjusting, supplementing documents, explaining, and finalizing the content as requested and guided by relevant functional agencies to complete the transfer of stock trading registration to listing on HOSE;
- Select and decide on appropriate timings to serve as the last trading day on UPCoM, the record date for the list of shareholders, the first trading day on HOSE, and other relevant timings;
- Decide on the reference price on the first trading day of the listed stock to bring benefits to shareholders, in accordance with market conditions and in compliance with legal regulations;
- Decide on the approval/signing of documents, dossiers, contracts, and commitments to register/request approval from competent authorities and perform other relevant tasks:
 - (i) Depending on each specific case, the Board of Directors may authorize the Chairman of the Board of Directors or the General Director of the Company to perform one or a number of the specific tasks mentioned above.
 - (ii) Implementation time: Expected 2026 - 2027, the Board of Directors of the Company shall proactively select a timing appropriate to the stock market situation and practical conditions to complete the aforementioned procedures.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval./.

Recipients:

- General Meeting of Shareholders;
- Information Disclosure;
- Board of Directors, Supervisory Board, Board of General Directors;
- Filed at the Office of the Board of Directors.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON**



NGUYEN THI MINH HUE