

No.: 08/VIT - ĐHDCĐ

Bac Ninh, November 12, 2025

**DRAFT**

## **PROPOSAL**

*(Re.: Approval of the Product Offtake Plan)*

*- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019, and the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, of the National Assembly of the Socialist Republic of Vietnam;*

*- Pursuant to the Charter on organization and operation of Viglacera Tien Son Joint Stock Company;*

*- Pursuant to the resignation letter from Mr. Dang Minh Tam, Member of the Board of Directors;*

*- Pursuant to the resignation letter from Mr. Nguyen Duy Truc, Member of the Board of Directors;*

*- Pursuant to Decision No. /TCT-BOD regarding personnel restructuring and the authorization of capital representatives at Viglacera Tien Son Joint Stock Company.*

The Board of Directors of Viglacera Tien Son Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval of the following personnel matters related to the Board of Directors for the 2023 - 2027 term:

1. Approve the dismissal of Mr. Dang Minh Tam as a member of the Board of Directors for the 2023 - 2027 term.
2. Approve the dismissal of Mr. Nguyen Duy Truc as a member of the Board of Directors for the 2023 - 2027 term.
3. Approve the election of two new members to replace the above positions on the Board of Directors for the remainder of the 2023 - 2027 term.

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

**OBO. BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF  
DIRECTORS**

**Mai Xuan Duc**



## VIGLACERA TIEN SON JOINT STOCK COMPANY

Address: Tien Son Industrial Zone, Dai Dong Commune, Bac Ninh Province

Tel.: 0222- 3839395

Fax: 0222-3838390

Website: www.Viglacerationson.com

### BALLOT

Shareholder: .....  
ID Card/Passport/Business Registration No.: .....Issued on: .....Issued at: .....  
Represented by (for institutional shareholders): .....  
Title: .....  
Address: .....  
Number of shares owned: .....  
Number of shares authorized.....  
**Total number of shares with voting rights: .....**

1. **To approve the Proposal on the merger plan of Viglacera Thang Long Joint Stock Company (“TLT”) and Viglacera Ha Noi Joint Stock Company (“VIH”) into Viglacera Tien Son Joint Stock Company (“VIT”).** *(Details are provided in Proposal No. 04/VIT–GMS dated November 12, 2025 of the Board of Directors regarding the approval of the Merger Plan attached hereto)*  
☐ In favor                      ☐ Against                      ☐ No opinion
2. **To approve the Proposal on the plan for share issuance for share swap under the Merger Agreement.** *(Details are provided in Proposal No. 05/VIT–GMS dated November 12, 2025 of the Board of Directors regarding the approval of the plan for share issuance for share swap under the Merger Agreement attached hereto)*  
☐ In favor                      ☐ Against                      ☐ No opinion
3. **To approve the Proposal on the post-merger business operation plan of Viglacera Tien Son Joint Stock Company (“VIT”).** *(Details are provided in Proposal No. 06/VIT – ĐHDCĐ dated November 12, 2025 of the Board of Management regarding the approval of the attached Post-merger Business Operation Plan of the Company)*  
☐ In favor                      ☐ Against                      ☐ No opinion
4. **Approval for Viglacera Tien Son Joint Stock Company to enter into Offtake Contract with Viglacera Thang Long Joint Stock Company (TLT), Viglacera Ha Noi Joint Stock Company (VIH), and Viglacera Autoclaved Aerated Concrete Joint Stock Company (BTK) from January 1, 2026, in compliance with the provisions of the Law on Enterprises.** *(Details are provided in Proposal No. 07/VIT–GMS dated November 12, 2025 of the Board of Directors regarding the approval of the Product Offtake Plan attached hereto)*  
☐ In favor                      ☐ Against                      ☐ No opinion

5. **Approval of the content regarding the personnel of the Board of Directors for the term 2023 - 2027.** *(Details are in Proposal No. 08/VIT-GMS dated November 12, 2025, of the Board of Directors Regarding: Personnel of the Board of Directors for the term 2023 - 2027 attached)*

☐

In favor

☐

Against

☐

No opinion

**SHAREHOLDER**

*(Sign and specify fullname)*

No.: 09/VIT-DHĐCD

Bac Ninh, November 12, 2025

**DRAFT**

## **MINUTES**

### **OF THE 2025 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS VIGLACERA TIEN SON JOINT STOCK COMPANY**

At 08:30 a.m. on November 12, 2025, at the Hall of Viglacera Tien Son Joint Stock Company, Tien Son Industrial Park, Dai Dong Commune, Bac Ninh Province, the Extraordinary General Meeting of Shareholders 2025 (“the Meeting”) of Viglacera Tien Son Joint Stock Company was duly convened and held.

Company Name: **Viglacera Tien Son Joint Stock Company**

Address: Tien Son Industrial Park, Dai Dong Commune, Bac Ninh Province

Tel.: 02223.839.395

Fax: 02223.838.917

Business Registration Certificate No.: 2300317851, first issued on November 1, 2007, amended for the 11th time on September 19, 2024

Venue of the Extraordinary General Meeting of Shareholders 2025: Hall of Viglacera Tien Son Industrial Park, Dai Dong Commune, Bac Ninh Province.

Commencement time: 09:00 a.m., November 12, 2025

#### **A. OPENING PROCEDURE OF THE MEETING:**

##### **I. PARTICIPATION**

- Board of Directors, Board of Supervisors, Board of Management of Viglacera Tien Son Joint Stock Company.
- Shareholders and shareholder representatives of Viglacera Tien Son Joint Stock Company.
- Guests

##### **II. LEGALITY AND VALIDITY OF THE MEETING**

Mr. **Bui Anh Dung**, on behalf of Shareholder Eligibility Verification Committee, announces the report on the results of the shareholders' eligibility verification, as well as the legality and validity of the Meeting as follows:

The total number of shareholders and authorized representatives attending the Meeting is:        people, representing        shares, accounting for        % of the total number of voting shares of the Company.

All shareholders and authorized representatives present are eligible to attend the Meeting.

Pursuant to the prevailing Law on Enterprises and the Articles of Association of the Company, the Extraordinary General Meeting of Shareholders 2025 of the Company was deemed legal, valid, and qualified to proceed in accordance with applicable regulations.

##### **B. MEETING AGENDA**

## **I. ELECTION OF PRESIDIUM, SECRETARY COMMITTEE AND VOTE COUNTING COMMITTEE**

Mr. Phan Van Huyen - Head of the Organizing Committee - on behalf of the Chairperson, nominated and introduced the Presidium, the Secretariat, the Election Committee, and the Vote Counting Committee, and the list was approved by 100% of the attending Shareholders, as follows:

- **Presidium:**

1. Mr. Mai Xuan Duc - Chairman of the Board of Directors, Chairperson of the Meeting;
2. Mr. Doan Hai Mau - Member of the Board of Directors, General Director of the Company, Member;
3. Mr. Dinh Quang Huy - Member of the Board of Directors, Member.

- **Secretary Committee consists of:**

1. Mr. Vu Quoc Tuan - Head of Department of Planning and Investment

- **Vote-counting Committee:**

1. Mr. Bui Anh Dung - Director of Viglacera Thai Binh Factory, Head of the Committee;
2. Mr. Vu Xuan Tung - Staff, Finance-Accounting Department, Member;
3. Ms. Dam Ngoc Tu - Staff, Planning-Investment Department, Member.

## **II. APPROVAL OF THE WORKING REGULATIONS AND AGENDA OF THE MEETING**

Mr. Phan Van Huyen - Head of the Organization and Administration Department of Viglacera Thai Binh Factory, Chairman of the Trade Union, on behalf of the Presidium, presented the Working Regulations and sought the General Meeting's opinion and approval of the Agenda, which includes the following items:

- Declaration of reasons, introduction of delegates
- Approval of the Meeting Agenda
- Overall Report on contents related to the merger.
  - Current status and post-merger model
  - Business plan (Market situation and production/business plan objectives for the 2026 - 2030 period)
- Proposal of the Board of Directors on contents submitted to the GMS (General Meeting of Shareholders):
  - Proposal on the merger plan of Viglacera Thang Long Joint Stock Company (TLT) and Viglacera Hanoi Joint Stock Company (VIH) into Viglacera Tien Son Joint Stock Company.
  - Proposal on the plan to issue shares for exchange under the Merger Agreement.
  - Proposal on the business operation plan of Viglacera Tien Son Joint Stock Company (VIT) after the merger.
  - Proposal on the Product Offtake Plan.

- Proposal on the Personnel of the Board of Directors for the term 2023–2027.
  - Collection of Ballot Papers
  - Vote Counting, Discussion
  - Report on the results of the vote counting
  - Election of members of the Board of Directors
    - Announcement regarding the Election of a replacement member of the Board of Directors
    - Approval of the election regulations and election guidelines
    - Conducting the election
  - Break
  - Vote Counting (Election)
  - Report on the Election Results
  - Approval of the GMS Resolution (based on vote counting results)  
(Direct vote taken at the Meeting)
  - Reading of the Meeting Minutes.
- The AGM voted 100% unanimously to approve the agenda and regulations of the Meeting.

### **III. MEETING PROCEEDINGS**

1. The Organizing Committee presented the reasons for the Meeting and the Meeting Agenda
2. Mr. Doan Hai Mau – Member of the Board of Directors, General Director – presents the Report on the Current Situation and Post-Merger Model.
3. Mr. Mai Xuan Duc – Chairman of the Board of Directors – presents the Business Plan Report (Market Situation and Production–Business Targets for the 2026–2030 period).
4. Mr. Doan Hai Mau – Member of the Board of Directors, General Director – presents the Proposals and matters for voting at the Meeting, including:
  - 4.1. Proposal on the merger plan of Viglacera Thang Long JSC (TLT) and Viglacera Ha Noi JSC (VIH) into Viglacera Tien Son JSC (VIT). (Details in Proposal No. 04/VIT–GMS dated November 12, 2025).
  - 4.2. Proposal on the share issuance plan for swap under the Merger Agreement. (Details in Proposal No. 05/VIT–GMS dated November 12, 2025).
  - 4.3. Proposal on the business operation plan of Viglacera Tien Son JSC (VIT) after the merger. (Details in Proposal No. 06/VIT–GMS dated November 12, 2025).
  - 4.4. Approval for Viglacera Tien Son JSC to sign Product Off-take Contracts with Viglacera Thang Long JSC (TLT), Viglacera Ha Noi JSC (VIH), and Viglacera Autoclaved Aerated Concrete JSC (BTK) from January 1, 2026, in accordance with the Enterprise Law. (Details in Proposal No. 07/VIT–GMS dated November 12, 2025).
  - 4.5. Approval of personnel matters for the Board of Directors for the 2023–2027 term. (Details in Proposal No. 08/VIT–GMS dated November 12, 2025 re: Personnel of the Board of Directors for the 2023–2027 term).

5. Collection of ballots, discussion, and announcement of voting results

Mr. Bui Anh Dung, Head of the Vote-Counting Committee, announces the voting results as follows:

- Number of voting papers issued: ... papers, equivalent to ... shares.
- Number of voting papers collected: ... papers, equivalent to ... shares.

6. Election of new members of the Board of Directors for the 2023 - 2027 term.

7. Remarks from senior leaders.

8. Announcement of voting results

9. Mr. Bui Anh Dung, Head of the Election Committee, announces the election results as follows:

- Number of voting papers issued: ... papers, equivalent to ... shares.
- Number of voting papers collected: ... papers, equivalent to ... shares.

**Results of voting on the matters approved at the meeting**

**Matter 1:** To approve the Proposal on the merger plan of Viglacera Thang Long Joint Stock Company (“TLT”) and Viglacera Ha Noi Joint Stock Company (“VIH”) into Viglacera Tien Son Joint Stock Company (“VIT”). (Details are provided in Proposal No. 04/VIT–GMS dated November 12, 2025.)

Total number of valid votes: ... shares, accounting for ...% of the total voting shares attending the Meeting.

In which:

- Total number of votes in favor: ... shares, accounting for ...% of the total voting shares attending the Meeting.
- Total number of votes against: ... shares, accounting for ...% of the total voting shares attending the Meeting.
- Total number of votes with no opinion: ... shares, accounting for ...% of the total voting shares attending the Meeting.

Total number of invalid votes: ... shares, accounting for ...% of the total voting shares attending the Meeting.

**Matter 2:** To approve the Proposal on the plan for share issuance for share swap under the Merger Agreement. (Details are provided in Proposal No. 05/VIT–GMS dated November 12, 2025.)

Total number of valid votes: ... shares, accounting for ...% of the total voting shares attending the Meeting.

In which:

- Total number of votes in favor: ... shares, accounting for ...% of the total voting shares attending the Meeting.
- Total number of votes against: ... shares, accounting for ...% of the total voting shares attending the Meeting.
- Total number of votes with no opinion: ... shares, accounting for ...% of the total voting shares attending the Meeting.

Total number of invalid votes: ... shares, accounting for ...% of the total voting shares attending the Meeting.

**Matter 3:** To approve the Proposal on the post-merger business operation plan of Viglacera Tien Son Joint Stock Company (“VIT”). (Details are provided in Proposal No. 05/VIT–GMS dated November 12, 2025 of the Board of Directors.)

Total number of valid votes: ... shares, accounting for ...% of the total voting shares attending the Meeting.

In which:

- Total number of votes in favor: ... shares, accounting for ...% of the total voting shares attending the Meeting.
- Total number of votes against: ... shares, accounting for ...% of the total voting shares attending the Meeting.
- Total number of votes with no opinion: ... shares, accounting for ...% of the total voting shares attending the Meeting.

Total number of invalid votes: ... shares, accounting for ...% of the total voting shares attending the Meeting.

**Matter 4:** Approval for Viglacera Tien Son Joint Stock Company to enter into sProduct Offtake Contract with Viglacera Thang Long Joint Stock Company (TLT), Viglacera Ha Noi Joint Stock Company (VIH), and Viglacera Autoclaved Aerated Concrete Joint Stock Company (BTK) from January 1, 2026, in compliance with the provisions of the Law on Enterprises. *(Details are provided in Proposal No. 06/VIT–GMS dated November 12, 2025.)*

Total number of valid votes: ... shares, accounting for ...% of the total voting shares attending the Meeting.

In which:

- Total number of votes in favor: ... shares, accounting for ...% of the total voting shares attending the Meeting.
- Total number of votes against: ... shares, accounting for ...% of the total voting shares attending the Meeting.
- Total number of votes with no opinion: ... shares, accounting for ...% of the total voting shares attending the Meeting.

Total number of invalid votes: ... shares, accounting for ...% of the total voting shares attending the Meeting.

**Matter 5:** Approval of Personnel Matters of the Board of Directors for the 2023 - 2027 Term *(as detailed in Proposal No. 08/VIT–GMS dated November 12, 2025).*

Total number of valid votes: ... shares, accounting for ...% of the total voting shares attending the Meeting.

In which:

- Total number of votes in favor: ... shares, accounting for ...% of the total voting shares attending the Meeting.
- Total number of votes against: ... shares, accounting for ...% of the total voting shares attending the Meeting.
- Total number of votes with no opinion: ... shares, accounting for ...% of the total voting shares attending the Meeting.



Total number of invalid votes: ... shares, accounting for ...% of the total voting shares attending the Meeting.

**Matters Approved:**

<b>No.</b>	<b>Matters Approved by the General Meeting of Shareholders</b>	<b>Percentage of Votes in Favor</b>
1	To approve the Proposal on the merger plan of Viglacera Thang Long Joint Stock Company (“TLT”) and Viglacera Ha Noi Joint Stock Company (“VIH”) into Viglacera Tien Son Joint Stock Company (“VIT”)	...%
2	To approve the Proposal on the plan for share issuance for swap under the Merger	...%
3	To approve the Proposal on the post-merger business operation plan of Viglacera Tien Son Joint Stock Company (“VIT”)	...%
4	To approve the execution by Viglacera Tien Son Joint Stock Company of the Product Offtake Agreements with Viglacera Thang Long Joint Stock Company (TLT), Viglacera Ha Noi Joint Stock Company (VIH), and Viglacera Autoclaved Aerated Concrete Joint Stock Company (BTK) effective from January 1, 2026	...%
5	Approval of Personnel Matters of the Board of Directors for the 2023 - 2027 Term	...%

**C. APPROVAL OF MINUTES, RESOLUTIONS AND CLOSING OF THE MEETING**

Mr. Vu Quoc Tuan, on behalf of the Secretariat Committee, reads the full text of the Meeting Minutes and the draft Resolution of the Extraordinary General Meeting of Shareholders 2025.

Mr. Mai Xuan Duc, Chairman of the Meeting, collected the shareholders’ opinions on approving the entire contents of the Minutes of the Meeting and the Resolution of the Extraordinary General Meeting of Shareholders 2025, with 100% votes in favor.

The Meeting unanimously approved the Minutes of the Meeting and the Resolution of the Extraordinary General Meeting of Shareholders 2025.

The Minutes were made at 12:00 p.m. on November 12, 2025, immediately after the conclusion of the Extraordinary General Meeting of Shareholders 2025 of the Company.

**MEETING SECRETARY**

**ON BEHALF OF THE PRESIDUM  
OF THE GENERAL MEETING  
CHAIRPERSON**

**Vu Quoc Tuan**

No.: /VIT-ĐHĐCĐ

Bac Ninh, November 12, 2025

**DRAFT**

**RESOLUTION  
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
2025**

**GENERAL MEETING OF SHAREHOLDERS  
VIGLACERA TIEN SON JOINT STOCK COMPANY**

*- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;*

*- Pursuant to the current Articles of Association of Viglacera Tien Son Joint Stock Company;*

*- Pursuant to the Minutes of the Extraordinary General Meeting of Shareholders No. 09/VIT-GMS dated November 12, 2025, of Viglacera Tien Son Joint Stock Company.*

The 2025 Extraordinary General Meeting of Shareholders was convened at 9 AM on November 12, 2025, at the Hall of Viglacera Tien Son Joint Stock Company, Tien Son Industrial Park, Dai Dong Commune, Bac Ninh Province, with the attendance of shareholders representing \_\_\_\_\_ shares, accounting for \_\_\_\_\_% of the total voting shares.

The 2025 Extraordinary General Meeting of Shareholders (“EGMS”) of Viglacera Tien Son Joint Stock Company, held on November 12, 2025, discussed and voted to adopt the following resolutions.

**RESOLVED**

**Article 1:** To approve the Proposal on the merger plan of Viglacera Thang Long Joint Stock Company (“TLT”) and Viglacera Ha Noi Joint Stock Company (“VIH”) into Viglacera Tien Son Joint Stock Company (“VIT”). *(Details are provided in Proposal No. 04/VIT-GMS dated November 12, 2025 of the Board of Directors regarding the approval of the Merger Plan attached hereto)*



**Recipient:**

General Shareholders' Meeting;

- State Securities Commission; HNX  
(information disclosure);

Viglacera Corporation;

- Board of Directors, Board of Supervisors,

Board of Management of the Company;

- Departments and divisions;

- Filing by Office, Board of Directors of the  
Company.

**OBO. GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRMAN OF THE MEETING**