

**BIEN HOA BUILDING  
MATERIALS PRODUCTION AND  
CONSTRUCTION JSC**

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

No.: 44 /CBTT-VLXD

*Dong Nai, May 25, 2026*

**INFORMATION DISCLOSURE OF PUBLIC COMPANY**

To: - The State Securities Commission of Vietnam  
- Hanoi Stock Exchange

- Name of company: Bien Hoa Building Materials Production and Construction JSC.
- Address: K4/79C, Nguyen Tri Phuong, Quarter Buu Hoa 3, Bien Hoa Ward, Dong Nai City.
- Telephone: (0251) 3859358 Fax: (0251) 3859917
- Enterprise Registration Certificate: No. 3600275107, first registered on June 30, 2005, 15th amendment on May 15, 2026, issued by the Department of Finance of Dong Nai City.
- Stock symbol: VLB.
- Legal Representative: Mr. Huynh Xuan Dao - Chairman of the Board of Directors and Mr. Huynh Kim Vu - Director.
- Type of information disclosed:  
☒ Periodic ☐ 24 hours ☐ Request ☐ Other

**Content of information disclosure is as follows:**

- Resolution of the Board of Directors approving the agenda, content, and documents to be submitted to the 2026 Annual General Meeting of Shareholders.
- Notice of attendance at the 2026 Annual General Meeting of Shareholders.
- Documents for the 2026 Annual General Meeting of Shareholders.
- Election documents for Supervisor for the 2025-2030 term.

This information is disclosed on the website of Bien Hoa Building Materials Production and Construction Joint Stock Company, under the section "INVESTOR RELATIONS" on May 25, 2026.

Sincerely./.

**Recipients:**

- As above (for report);
- Authorized Person for Information Disclosure;
- Achived: VT, TC.

**LEGAL REPRESENTATIVE  
CHAIRMAN OF THE BOARD OF  
DIRECTORS**



*Huynh Xuan Dao*

No.: 77 /NQ-HĐQT

*Dong Nai, May 25, 2026.*

**RESOLUTION**

**7th Meeting of the Board of Directors**

**(Regarding the approval of the agenda, content, and documents to be submitted  
to the General Meeting of Shareholders 2026)**

**BOARD OF DIRECTORS**

**BIEN HOA BUILDING MATERIALS PRODUCTION AND  
CONSTRUCTION JOINT STOCK COMPANY**

*Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*

*Pursuant to Law No. 03/2022/QH15 dated January 11, 2022 and Law No.  
76/2025/QH15 dated June 17, 2025 Amending and supplementing a number of articles of  
the Law on Enterprises;*

*Pursuant to the Charter on Organization and Operation and the Regulations on  
Corporate Governance of Bien Hoa Building Materials Production and Construction Joint  
Stock Company;*

*Pursuant to the Minutes of the Meeting of the Board of Directors of Bien Hoa Building  
Materials Production and Construction Joint Stock Company dated May 25, 2026*

**RESOLVES:**

**Article 1.** The Board of Directors of Bien Hoa Building Materials Production and Construction Joint Stock Company approves the agenda, content, and documents to be submitted to the Annual General Meeting of Shareholders 2026, including:

1. Agenda of 2026 AGM.
2. Working Regulations at the 2026 Annual General Meeting of Shareholders.
3. Report on the status and results of production and business activities for the year 2025 and the plan for 2026.
4. Report on the activities of the Board of Directors in 2025 and the plan for 2026.
5. Report on the performance results of the Board of Supervisors in 2025.
6. Proposal for Approval of the 2025 audited financial statements.
7. Proposal for approval of the profit distribution and dividend payment plan for 2025; profit distribution and dividend payment plan for 2026.
8. Proposal of the report on salary, remuneration, and bonus of Company's Managers (BOD, BOS, BOM, the Person in Charge of CG) for 2025, and the plan for 2026.
9. Proposal regarding the selection of an independent audit firm for the review of the semi-annual financial statements and the audit of the 2026 financial statements.
10. Proposal regarding the adjustment of the Company's business lines.



11. Proposal regarding the amendment and supplementation of the Charter of Organization and Operation of Bien Hoa Building Materials Production and Construction Joint Stock Company.

*Draft Company Charter (Amended and supplemented for the 7th time)*

12. Regarding the amendment and supplementation of the Regulations on Corporate Governance of Bien Hoa Building Materials Production and Construction Joint Stock Company.

*Draft Regulations on Corporate Governance (Amended and supplemented for the 2nd time)*

13. Proposal regarding the amendment and supplementation of the Regulations on Operation of the Board of Directors of Bien Hoa Building Materials Production and Construction Joint Stock Company.

*Draft Regulations on Operation of the Board of Directors (Amended and supplemented for the 1st time)*

14. Proposal regarding the amendment and supplementation of the Regulations on Operation of the Board of Supervisors of Bien Hoa Building Materials Production and Construction Joint Stock Company.

*Regulations on Operation of the Board of Supervisors (Amended and supplemented for the 1st time)*

15. Proposal regarding the dismissal of a member of the Board of Supervisors of the Company for the 2025-2030 term (*attached Resignation letter of Supervisor*).

16. Regulations candidacy, nomination, supplemental election of Board of Supervisors members Bien Hoa Building Materials Production and Construction Joint Stock Company.

17. Proposal regarding the list of candidates and nominees for the supplementary election of 01 member of the Board of Supervisors of the Company for the 2025-2030 term (*attached Resume*).

18. Draft Resolution of 2026 AGM.

**Article 2.** The Board of Directors assigns the Member of the Board of Directors - Director of the Company, Board of Management and relevant professional departments, to finalize the reports, proposals, regulations, and related documents for information disclosure and submit to the Annual General Meeting of Shareholders 2026 for consideration and approval in accordance with regulations.

**Article 3.** The following individuals and entities: Members of the Board of Directors, the Board of Management, and relevant individuals, organizations, and units are responsible for implementing this Resolution./.

**Recipients:**

- As per Article 3;
- Board of Supervisors;
- Company's professional departments;
- Achived: VT, TC.

**OBO. BOARD OF DIRECTOR  
CHAIRMAN**



**Huỳnh Xuan Dao**





**BIEN HOA BUILDING MATERIALS PRODUCTION AND CONSTRUCTION JSC**  
Head office: K4/79C, Nguyen Tri Phuong, Quarter Buu Hoa 3, Bien Hoa Ward, Dong Nai City  
BRC No.: 3600275107  
Telephone: (0251) 3859358 Fax: (0251) 3859917 Website: [www.bbcc.com.vn](http://www.bbcc.com.vn)

## ANNOUNCEMENT

### ATTEND THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

#### **To: Shareholder of Bien Hoa Building Materials Production and Construction JSC**

The Board of Directors of the Company cordially invites Shareholders to attend the 2026 Annual General Meeting of Shareholders with the following Content:

1. **Meeting time:** 08:00, Tuesday - June 16, 2026 (reception starts at 07:30).
  2. **Meeting venue:** Company Hall, No. K4/79C, Nguyen Tri Phuong, Quarter Buu Hoa 3, Bien Hoa Ward, Dong Nai City.
  3. **Congress content:**  
The documents for the 2026 Annual General Meeting of Shareholders are posted on the Company's website: [www.bbcc.com.vn](http://www.bbcc.com.vn) (Shareholder Relationship tab) from May 25, 2026, and will be updated with any amendments or supplements (If any) until the date of the Meeting.
  4. **Meeting registration:**  
To facilitate logistical arrangements, Shareholders are kindly requested to register for the Meeting at the office of Bien Hoa Building Materials Production and Construction Joint Stock Company, or send the Registration Form to the address below before 15:00 on June 12, 2026.
  5. **Proxy for the Meeting:**  
In case Shareholders authorize an individual or organization to attend the Meeting, please complete the Proxy Form for the Meeting or another form in accordance with civil law regulations and send the signed Proxy to the address below before 15:00 on June 12 2026, or present it when the authorized representative arrives at the Meeting.  
*(Note: The Proxy must clearly state the name of the authorized individual or organization and the number of authorized shares. The Proxy must be an original with a wet signature. In case of authorization from an institutional shareholder, the Proxy must bear the seal of the authorizing organization).*
  6. **Address for document submission and support contact:**  
**Hoa Building Materials Production and Construction Joint Stock Company**
    - Address: No. K4/79C, Nguyen Tri Phuong, Quarter Buu Hoa 3, Bien Hoa Ward, Dong Nai City
    - Telephone: (0251) 3859358 Fax: (0251) 3859917 Email: [congtybbcc@gmail.com](mailto:congtybbcc@gmail.com)
    - Contact: Mr. Nguyen Hoan Vu (Phone number: 0918928083)
  7. **Shareholders or authorized representatives attending the Meeting are requested to bring the following documents:**
    - Meeting invitation notice and Proxy (If any);
    - Citizen Identity Card/Passport or a valid copy of the organization's Business Registration Certificate.
- Sincerely!**

Dong Nai, May 25, 2026  
**OBO. BOARD OF DIRECTORS  
CHAIRMAN**  
  
**BUYNH XUAN DAO**





THE SOCIALIST REPUBLIC OF VIETNAM  
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REGISTRATION FOR MEETING OR AUTHORIZATION  
ATTENDANCE AT THE 2026 AGM

To: **Bien Hoa Building Materials Production and Construction Joint Stock Company**

Name of shareholder: .....

Legal representative (for organizations): .....

ID Card/Passport/BRC No.: ..... issued on .../.../.... at.....

Address: ..... Telephone: .....

Total number of shares represented or owned: .....shares.

(Shareholders choose one of the two options below, mark the appropriate box)

1. REGISTER TO ATTEND ☐

2. AUTHORIZATION ☐

Name of individual/organization: .....

ID Card/Passport/BRC No.: ..... issued on .../.../.... at.....

Address : .....

Telephone: ..... Email : .....

Number of authorized shares: .....shares.

OR

In case the shareholder cannot attend and cannot authorize another person, the Shareholder may authorize a member of the Board of Directors of the Company from the list below:

No.	Name	Position	Select	Number of authorized shares
1	Mr. Huynh Xuan Dao	Chairman of the Board of Directors		
2	Mr. Huynh Kim Vu	Board of Directors' members		
3	Mr. Pham Quoc Thai	Board of Directors' members		
4	Mr. Phan Tan Dat	Board of Directors' members		
5	Mr. Le Dinh Vu Long	Board of Directors' members		



*(Note: Please mark (X) next to the name of the member you choose to authorize, only authorize one person for the entire number of shares owned; in case you wish to authorize multiple people, please specify the number of shares authorized for each member)*

**Scope of authorization:**

- The Authorized shall be authorized to represent the Authorizer to attend the 2026 Annual General Meeting of Shareholders of Bien Hoa Building Materials Production and Construction Joint Stock Company held on June 16, 2026, and to represent the Authorizer to vote and elect on valid matters in the Meeting agenda in the capacity as the representative for the aforementioned authorized shares.
- The Authorizer takes full responsibility for this authorization and commits to strictly complying with the current provisions of the Law, and shall not have any complaints later.

**Note:**

- *The implementation of the authorization must comply with the relevant provisions of the Civil Law and the Company's Charter. The Authorized may not authorize their own shares and/or the shares of the Authorizer to another person, and must bring their ID Card/Passport and the proxy form when attending the 2026 Annual General Meeting of Shareholders.*
- *This proxy form is only valid if it is an original copy and bears the wet signatures of both parties. If the Authorizer or the Authorized is an organization, it must bear the signature of the Legal Representative and the seal of the organization. This proxy form shall expire when the 2026 Annual General Meeting of Shareholders of Bien Hoa Building Materials Production and Construction Joint Stock Company concludes.*

....., Date ..... Month ..... Year 2026

**AUTHORIZATION RECEIVED**

*(Sign and full name, affix seal if any)*

**AUTHORIZATION PARTY**

*(Sign and full name, affix seal if any)*



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Website: [www.bbcc.com.vn](http://www.bbcc.com.vn)

**DOCUMENT  
ANNUAL MEETING OF SHAREHOLDER  
2026**



**06/2026**





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### **DOCUMENT**

1. Agenda of 2026 AGM.
  2. Working Regulations at the 2026 Annual General Meeting of Shareholders.
  3. Report on the status and results of production and business activities for the year 2025 and the plan for 2026.
  4. Report on the activities of the Board of Directors in 2025 and the plan for 2026.
  5. Report on the performance results of the Board of Supervisors in 2025.
  6. Proposal for Approval of the 2025 audited financial statements.
  7. Proposal for approval of the profit distribution and dividend payment plan for 2025; profit distribution and dividend payment plan for 2026.
  8. Proposal of the report on salary, remuneration, and bonus of Company's Managers (BOD, BOS, BOM, the Person in Charge of CG) for 2025, and the plan for 2026.
  9. Proposal regarding the selection of an independent audit firm for the review of the semi-annual financial statements and the audit of the 2026 financial statements.
  10. Proposal regarding the adjustment of the Company's business lines.
  11. Proposal regarding the amendment and supplementation of the Charter of Organization and Operation of Bien Hoa Building Materials Production and Construction Joint Stock Company.  
*Draft Company Charter (Amended and supplemented for the 7th time)*
  12. Regarding the amendment and supplementation of the Regulations on Corporate Governance of Bien Hoa Building Materials Production and Construction Joint Stock Company.  
*Draft Regulations on Corporate Governance (Amended and supplemented for the 2nd time)*
  13. Proposal regarding the amendment and supplementation of the Regulations on Operation of the Board of Directors of Bien Hoa Building Materials Production and Construction Joint Stock Company.  
*Draft Regulations on Operation of the Board of Directors (Amended and supplemented for the 1st time)*
  14. Proposal regarding the amendment and supplementation of the Regulations on Operation of the Board of Supervisors of Bien Hoa Building Materials Production and Construction Joint Stock Company.
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*Regulations on Operation of the Board of Supervisors (Amended and supplemented for the 1st time)*

15. Proposal regarding the dismissal of a member of the Board of Supervisors of the Company for the 2025-2030 term (*attached Resignation letter of Supervisor*).

16. Regulations candidacy, nomination, supplemental election of Board of Supervisors members Bien Hoa Building Materials Production and Construction Joint Stock Company.

17. Proposal regarding the list of candidates and nominees for the supplementary election of 01 member of the Board of Supervisors of the Company for the 2025-2030 term (*attached Resume*).

18. Draft Resolution of 2026 AGM.

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Telephone: (0251) 3859358 Fax: (0251) 3859917 Website: [www.bbcc.com.vn](http://www.bbcc.com.vn)**AGENDA****ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**

(at 08:00 AM on June 16, 2026)

Time	Content
07:30 - 08:00	<ul style="list-style-type: none"><li>- Welcoming delegates and shareholders;</li><li>- Check delegate status and distribute meeting documents.</li></ul>
08:00 - 08:30	<ul style="list-style-type: none"><li>- Report on the verification of delegate eligibility for the Meeting;</li><li>- Flag salute, stating the Reasons, introducing delegates;</li><li>- Introduction of the Presidium and the Secretariat;</li><li>- The Chairman introduces the Vote Counting Committee;</li><li>- Disseminating Meeting's Working Regulations;</li><li>- The Chairman introduces and approves the Meeting Agenda.</li></ul>
08:30 - 10:00	<b>Presentation of matters for approval at the Meeting:</b> <ul style="list-style-type: none"><li>- Report on the status and results of production and business activities for the year 2025 and the plan for 2026.</li><li>- Report on the activities of the Board of Directors in 2025 and the plan for 2026.</li><li>- Report on the performance results of the Board of Supervisors in 2025.</li><li>- Proposal for Approval of the 2025 audited financial statements.</li><li>- Proposal for approval of the profit distribution and dividend payment plan for 2025; profit distribution and dividend payment plan for 2026.</li><li>- Proposal of the report on salary, remuneration, and bonus of Company's Managers (BOD, BOS, BOM, the Person in Charge of CG) for 2025, and the plan for 2026.</li><li>- Proposal regarding the selection of an independent audit firm for the review of the semi-annual financial statements and the audit of the 2026 financial statements.</li><li>- Proposal regarding the adjustment of the Company's business lines.</li><li>- Proposal regarding the amendment and supplementation of the Charter of Organization and Operation of Bien Hoa Building Materials Production and Construction Joint Stock Company.</li><li>- Regarding the amendment and supplementation of the Regulations on Corporate Governance of Bien Hoa Building Materials Production and Construction Joint Stock Company.</li><li>- Proposal regarding the amendment and supplementation of the Regulations on Operation of the Board of Directors of Bien Hoa Building Materials Production and Construction Joint Stock Company.</li><li>- Proposal regarding the amendment and supplementation of the Regulations on Operation of the Board of Supervisors of Bien Hoa Building Materials Production and Construction Joint Stock Company.</li></ul>
10:00 - 10:30	<ul style="list-style-type: none"><li>- Meeting discussion</li></ul>
10:30 - 11:00	<ul style="list-style-type: none"><li>- Approval of Proposal Regarding the dismissal of a member of the Board of Supervisors of the Company for the 2025-2030 term.</li></ul>



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Time	Content
	<ul style="list-style-type: none"><li>- Approval of the Regulations candidature, nomination, supplemental election of Board of Supervisors members Bien Hoa Building Materials Production and Construction Joint Stock Company.</li><li>- Approval of the list of candidates and nominees for the supplementary election of 01 member of the Board of Supervisors of the Company for the 2025-2030 term.</li><li>- Instructions for voting and election via the electronic voting system.</li><li>- Conducting the vote on matters and the supplementary election of members to the Board of Supervisors.</li></ul>
11:00 - 11:30	<ul style="list-style-type: none"><li>- Break</li></ul>
11:30 - 11:45	<ul style="list-style-type: none"><li>- Announcement of voting results on matters and results of the supplementary election of members to the Board of Supervisors for the 2025-2030 term.</li><li>- Newly elected members of the Board of Supervisors for the 2025-2030 term are introduced to the Meeting.</li></ul>
11:45 - 12:00	<ul style="list-style-type: none"><li>- The Secretariat presents the draft Meeting Minutes. The Meeting discusses and votes for approval.</li><li>- The Secretariat presents the draft Meeting Resolution. The Meeting discusses and votes for approval.</li><li>- The Chairman declares the closing of the Meeting.</li></ul>



*Dong Nai, June 16, 2026.*

**WORKING REGULATIONS  
AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
BIEN HOA BUILDING MATERIALS PRODUCTION AND  
CONSTRUCTION JOINT STOCK COMPANY**

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019,  
and accompanying sub-law documents;

Pursuant to Decree 155/2020/NĐ-CP detailing the implementation of a number of  
articles of the Law on Securities dated on December 31, 2020 (as amended and  
supplemented by Decree No. 245/2026/NĐ-CP dated September 11, 2026);

Pursuant to the Charter of Organization and Operation of Bien Hoa Building  
Materials Production and Construction Joint Stock Company;

Pursuant to the Regulations on Corporate Governance of Bien Hoa Building  
Materials Production and Construction Joint Stock Company.

To ensure the 2026 Annual General Meeting of Shareholders of Bien Hoa Building  
Materials Production and Construction Joint Stock Company is successful, the Board of  
Directors has established these Regulations, principles of conduct, and voting  
procedures for the General Meeting of Shareholders to review and approve as follows:

**Article 1. General Provisions**

1. These working regulations apply only to the organization of the 2026 Annual  
General Meeting of Shareholders of Bien Hoa Building Materials Production and  
Construction Joint Stock Company.

2. These regulations specifically define the rights and obligations of the parties  
participating in the 2026 Annual General Meeting of Shareholders, as well as the  
conditions and procedures for conducting the Meeting.

3. Shareholders and participating parties are responsible for complying with these  
Regulations.

**Article 2. Rights and Obligations of the Presidium**

1. The Presidium consists of the Chairman of the Board of Directors, members of  
the Board of Directors, and the Board of Management of the Company, as nominated by  
the Board of Directors and approved by the General Meeting of Shareholders. The  
Chairman of the Board of Directors of the Company shall serve as the Chairman of the  
General Meeting of Shareholders.

2. Duties of the Presidium and the Chairman:

- Manage the work of the General Meeting in accordance with the agenda and



working regulations of the Meeting.

- Assign and introduce representatives of the Board of Directors, Board of Management, and Board of Supervisors to present reports and proposals at the Meeting.
- Guide the Meeting in discussions and preside over or assign relevant personnel to respond to and address comments and feedback from shareholders.
- Guide the voting on matters and elections at the Meeting.
- Resolve matters arising during the course of the Meeting (If any).

### **Article 3. Rights and Obligations of the Secretariat**

1. The Secretariat is nominated by the Board of Directors and the Presidium and approved by the General Meeting of Shareholders, and is responsible to the Presidium and the General Meeting of Shareholders for its duties.

2. Rights and obligations of the Secretariat:

- Record and summarize fully and accurately all content, proceedings, questions, and feedback from shareholders, as well as the responses and clarifications provided by the Presidium at the Meeting;
- Receive shareholder registration forms for speaking and forward them to the Presidium to assign respondents based on their authority and area of expertise.
- Draft the minutes of the meeting, the resolution of the General Meeting, and perform other tasks as assigned by the Presidium.

### **Article 4. Rights and Obligations of the Vote Counting Committee**

1. The Vote Counting Committee is nominated by the Board of Directors and the Presidium and approved by the General Meeting of Shareholders. Candidates participating in elections or nominations (when conducting an election) may not serve on the Vote Counting Committee.

2. Rights and obligations of the Vote Counting Committee:

- Disseminate the principles, rules, and instructions on how to vote.
- Inspect and supervise the voting process of shareholders and shareholder representatives;
- Aggregate voting results through the electronic voting system; review and report to the General Meeting on cases of violation of voting rules or complaints regarding voting results<sup>1</sup>;
- Prepare the vote counting minutes and announce them to the General Meeting of Shareholders;
- Hand over the vote counting minutes to the Secretariat.

### **Article 5. Rights and Obligations of the Shareholder Eligibility Verification Committee**

1. The Shareholder Eligibility Verification Committee is appointed by the Board of Directors.

<sup>1</sup>The electronic voting system is the infrastructure used by the Company and provided to shareholders/shareholder representatives to exercise their relevant rights when attending the General Meeting



2. The Shareholder Eligibility Verification Committee shall verify the meeting attendance eligibility of shareholders, the conditions for conducting the meeting, distribute meeting-related documents, and report the results of the eligibility verification to the General Meeting of Shareholders.

## **Article 6. Rights and Obligations of Shareholders/Shareholder Representatives attending the General Meeting of Shareholders**

1. Attendance conditions: Shareholders or shareholder representatives (hereinafter referred to as delegates) owning shares and named in the shareholder list as of May 15, 2026 (the record date) are entitled to attend the 2026 Annual General Meeting of Shareholders.

2. Rights and obligations of eligible delegates attending the meeting:

- Each delegate must bring identification (Citizen ID card, ID card, or passport, etc.) or level 2 electronic identification on the VNeID application, and an invitation letter or the Proxy (in the case of a shareholder representative) to submit to the Shareholder Eligibility Verification Committee for verification of attendance eligibility;

- Delegates attending the meeting must sign and submit the Attendance Confirmation Form provided by the Shareholder Eligibility Verification Committee after completing registration.

- Each delegate attending the meeting shall receive Login Information Notice. The Login Information Notice will contain the delegate code, number of shares owned, and authorized representation; delegates are responsible for immediately notifying the Shareholder Eligibility Verification Committee of any errors (If any) regarding their information;

- During the meeting, delegates who need to leave the Meeting for personal reasons must maintain order to avoid disturbing other delegates or disrupting the meeting process and the work of the Presidium;

- Authorized persons attending the meeting may not re-authorize others;

- During the meeting, delegates must comply with the guidance of the Presidium, behave in a civilized and polite manner, and not cause disorder;

- Delegates must maintain confidentiality, observe speaking discipline, and strictly follow the regulations on the use and preservation of documents;

- Delegates must strictly comply with the Working Regulations of the General Meeting of Shareholders. Depending on the severity of any violation of these regulations, the Presidium will consider and apply appropriate disciplinary measures in accordance with Point b, Clause 7, Article 146 of the current Law on Enterprises;

- Delegates arriving late have the right to register immediately and subsequently participate and vote at the meeting, but the Presidium is not responsible for stopping the meeting to allow late delegates to register, and the validity of voting rounds already conducted will not be affected.

## **Article 7. Conducting the Meeting**

The General Meeting of Shareholders shall be conducted when the number of delegates present represents over 50% of the total voting shares according to the



shareholder list as of May 15, 2026 (the record date).

### **Article 8. Discussion at the General Meeting**

Discussions shall only take place within the allotted time and within the scope of the matters presented in the General Meeting agenda.

Only delegates may participate in discussions.

Delegates wishing to speak at the General Meeting must obtain the consent of the Presidium. Delegates shall speak concisely and focus on the key matters for discussion, in accordance with the agenda approved by the General Meeting, or submit their opinions in writing to the Secretariat for summary and reporting to the Presidium.

The Presidium shall arrange for delegates to speak in the order of registration, and simultaneously address shareholder queries at the Meeting or record them for later written response.

### **Article 9. Voting on Matters at the General Meeting**

#### **1. Principles:**

- All matters in the agenda and content of the General Meeting must be discussed and voted on publicly by the General Meeting of Shareholders.

- After registering with the Shareholder Eligibility Verification Committee, delegates will be issued a Login Information Notice containing account information, a password, and a QR Code to log in and vote on all matters put to a vote at the Meeting via electronic voting at the link: [www.ezgsm.fpts.com.vn](http://www.ezgsm.fpts.com.vn).

- Upon discovering that a username, password, and/or other identification factors are lost, stolen, exposed, or suspected of being exposed, the delegate must immediately notify the Shareholder Eligibility Verification Committee to promptly lock/re-issue access information. The delegate shall be responsible for any damages, losses, and risks occurring due to the delegate's fault.

- The voting methods are as follows:

+ **Voting by raising a voting card (Login Information Notice):** this method is used to approve the personnel of the Presidium, the Vote Counting Committee, the Secretariat; the General Meeting Agenda; the Working Regulations at the General Meeting; Proposal regarding the dismissal of a member of the Board of Supervisors of the Company for the 2025-2030 term; Regulations candidature, nomination, supplemental election of Board of Supervisors members Bien Hoa Building Materials Production and Construction Joint Stock Company; Proposal regarding the list of candidates and nominees for the supplementary election of 01 member of the Board of Supervisors of the Company for the 2025-2030 term; the Meeting Minutes, the Resolution of GMS, and other contents at the general meeting (if any);

+ **Voting by electronic ballot:** applied to reports, proposals, and other contents within the agenda of the General Meeting of Shareholders that have been approved by the General Meeting.

#### **2. Voting procedures:**

+ **Voting by raising a voting card (Login Information Notice):** Delegates cast their votes as "Approve", "Disapprove", or "Abstain" on each matter submitted for



voting at the General Meeting by raising their Voting Card/Login Information Notice. When voting by raising a voting card, the front of the Voting Card/Login Information Notice must be held high and facing the Presidium. If a delegate does not raise their Voting Card/Login Information Notice during any of the three voting calls for "Approve", "Disapprove", or "Abstain" on a matter, it shall be recorded as a vote of "Approve" for that matter. If a delegate raises their Voting Card/Login Information Notice more than one (01) time when voting "Approve", "Disapprove", or "Abstain" on a matter, the vote shall be considered invalid.

+ **Voting by electronic ballot:** Delegates select one of the three voting options "Approve", "Disapprove", or "Abstain" for each matter submitted for voting at the General Meeting as configured in the electronic voting system. Subsequently, the delegate confirms the vote so that the electronic voting system can record the result.

- Some other regulations when performing electronic voting:

+ In the event that matters arise outside of the circulated agenda of the General Meeting, delegates may cast supplementary votes. If a delegate does not cast a vote on these arising issues, it shall be considered that the delegate did not vote on those issues.

+ Delegates may change their voting results (but cannot cancel them); this includes the results of supplementary votes on matters arising outside the General Meeting agenda. The electronic voting system only records the vote count for the final voting result at the time the electronic voting period ends for each vote-counting session as stipulated in the General Meeting Working Regulations.

+ Electronic voting duration for matters requiring a vote at the General Meeting: Delegates shall cast their votes from the time they complete the meeting registration procedures until before the Organizing Committee announces the end of the electronic voting period for the voting contents. Upon the conclusion of the voting period, the system will not record any further electronic votes from delegates.

+ In the event the electronic voting system encounters a technical issue, the Chairperson shall decide to apply an alternative voting method. The voting results recorded from the system and/or the alternative method shall serve as the official legal basis for the General Meeting.

### 3. Voting rules:

Each 01 (one) common share is equivalent to one voting right. Each attending delegate representing one or more voting rights will be issued a Voting Card/Login Information Notice.

- As of the shareholder list closing date (May 15, 2026), the total number of outstanding shares with voting rights of the Company is: 46,720,560 shares, equivalent to 46,720,560 voting rights.

- Matters requiring a vote at the General Meeting shall only be passed when approved by shareholders owning over 50% of the total voting shares of all shareholders attending and voting at the meeting. Specifically, for certain voting matters stipulated in Clause 1, Article 21 of the Company Charter, the approval of 65% or more of the total voting shares of all shareholders attending and voting at the meeting is required.

- Note: Shareholders/authorized representatives with related interests do not have



the right to vote on contracts and transactions valued at 35% or more (of the total value of the Company's assets recorded in the most recent financial statement); these contracts or transactions shall only be approved when shareholders/authorized representatives holding at least 65% of the remaining total voting shares vote in favor (pursuant to Clause 4, Article 167, Law on Enterprises 2020).

Shareholders/authorized representatives of shareholders owning 51% or more of the total voting shares, or affiliated persons of such shareholders, do not have the right to vote on contracts and transactions valued at more than 10% (of the total value of the Company's assets recorded in the most recent financial statement) between the Company and such shareholders (pursuant to Point b, Clause 3 and Clause 4, Article 167, Law on Enterprises 2020).

**5. Recording voting results:**

- The Vote Counting Committee will verify the number of "Approve", "Disapprove", or "Abstain" votes for each content and is responsible for compiling and reporting the vote-counting results at the General Meeting of Shareholders.

**Article 10. Supplementary election of members of the Board of Supervisors**

The supplementary election of members of the Board of Supervisors must be carried out in accordance with the Regulations on nomination, candidacy, and supplementary election of members of the Board of Supervisors for the 2025 - 2030 term and must be approved by the General Meeting of Shareholders at the meeting.

**Article 11. Minutes of meeting, Resolution of the General Meeting of Shareholders**

All contents of the General Meeting of Shareholders must be recorded by the Secretariat in the minutes of the General Meeting of Shareholders. The minutes of the meeting and the Resolution of the General Meeting of Shareholders must be read and approved before the closing of the General Meeting.

**Article 12. Implementation of Regulations**

1. The Working Regulations of the 2026 Annual General Meeting of Shareholders shall take effect immediately after being approved by the General Meeting of Shareholders.

2. Shareholders and authorized representatives attending the General Meeting must strictly comply with these Regulations. Shareholders who violate these Regulations shall, depending on the severity, be subject to review and disciplinary action by the Chairperson in accordance with the Company Charter and the Law on Enterprises./.

**OBO. BOARD OF DIRECTORS  
CHAIRMAN**

**Huynh Xuan Dao**



## **REPORT**

### **On the status and results of production and business activities for the year 2025 and the plan for 2026**

#### **To: General Meeting of Shareholders**

Pursuant to Resolution No. 01/2025/ĐHĐCĐ dated 26/06/2025 of the Company's Annual General Meeting of Shareholders and the Resolution of the Board of Directors regarding the production and business plan for 2025.

Implementing the assignment of the Board of Directors, the Board of Management of the Company hereby reports to the Shareholders on the status and results of production and business activities in 2025 and requests the General Meeting to approve the production and business plan for 2026 of Bien Hoa Building Materials Production and Construction Joint Stock Company as follows:

#### **I. STATUS AND RESULTS OF PRODUCTION AND BUSINESS ACTIVITIES IN 2025**

##### **1. Contextual characteristics:**

In 2025, the Company's production and business activities took place in a context of both advantages and challenges. The advantages included the accelerated progress of key infrastructure projects in the Eastern and Southwestern regions, such as the Long Thanh Airport, the Bien Hoa - Vung Tau expressway, and Ring Road 3. The Company was identified by the Dong Nai Provincial People's Committee as a key entity in the allocation and supply of construction stone for major projects that must be completed and technically operational by the end of 2025. Based on this, the Company proactively coordinated with relevant authorities to resolve long-standing difficulties and obstacles related to land and mineral procedures, such as land leasing, compensation, and expansion of quarry areas; extending the mining duration for the Soklu 2 and Soklu 5 quarries; and adjusting mining licenses for the Tan Cang 1, Thanh Phu 1, and Thien Tan 2 quarries, which included adding provisions for the extraction of weathered soil and stone as a basis for the Company to proceed with implementation... This served as an important foundation for the Company to optimize its extraction capacity, improve production and business efficiency, and ensure supply for the market.

In addition to the favorable factors, production and business activities in 2025 also faced significant pressure due to the requirement to prioritize stone supply for key projects as allocated by the Dong Nai Provincial People's Committee, which led to certain passivity and increased costs in production organization, product consumption, and supply disruptions for traditional customers; occupational safety risks remained latent due to the Company's need to increase production intensity and maintain continuous operations for many consecutive months; compensation work for some remaining areas at the quarries faced difficulties due to objective factors (land users not agreeing on prices, or requesting



the transfer of the entire plot when part of the land is inside and part is outside the licensed area...); resource taxes, electricity prices, and explosive prices were adjusted upwards; gasoline and oil prices remained unstable due to global geopolitical instability and trade wars between major powers; weather conditions, including prolonged rain and storms as well as extreme heat, affected the health of employees; along with the specific difficulties inherent to the mineral extraction industry, these were all factors that impacted the Company's overall production and business activities.

## **2. Results of production and business activities in 2025:**

In 2025, despite facing numerous disadvantages in production and business, through the exceptional efforts of the entire staff and employees of the Company, combined with synchronized, comprehensive, and effective measures in management, administration, organization, and supervision by the Company's leadership team, as well as the sharing and consensus of the Shareholders, the Company was able to overcome obstacles and actively leverage its unique advantages, as well as favorable market periods, to exceed the revenue and profit targets approved by the 2025 Annual General Meeting of Shareholders. The specific results are as follows:

No.	Indicator	Unit	2025 Plan	2025 Actual	Actual/ Plan 2025 (%)
1	Net Revenue	Million VND	982,376	1,455,763	148.19%
2	Profit before tax	Million VND	175,000	376,993	215.42%

Regarding the details of the solutions and measures implemented, as well as analytical indicators, assessments, comparisons, etc., these are specifically stated in the Company's 2025 Annual Report and are publicly disclosed on the company's website; the Board of Management requests permission not to repeat them to ensure the time of the General Meeting. We hope for the Shareholders' understanding, and if any Shareholders are interested, please refer to the Company's 2025 Annual Report for further information.

## **3. Investment for production and business, and investment in expanding raw material areas at the Company's quarries:**

- Regarding investment: in 2025, the Company invested in repairing and upgrading the capacity of the stone crushing and screening machine No. 9 at the Thanh Phu 1 quarry from 250 tons/hour to 500 tons/hour, and purchased a used Samsung MX6W-2 wheeled excavator, contributing to ensuring stable production capacity while improving product quality and diversifying types to meet the supply of construction stone for key projects. The total investment value of these assets is: VND 11,953,992,347.

- Regarding the expansion of raw material areas for production and business: in 2025, the Company completed compensation and received the transfer of 47,417.8 m<sup>2</sup> of land to expand extraction areas at the Tan Cang 1, Thanh Phu 1, and Thien Tan 2 quarries, with a total compensation value of VND 71,883,000,000, and also completed land swap procedures with Hoa An Joint Stock Company at the Tan Cang 1 quarry.

## **II. PRODUCTION AND BUSINESS PLAN FOR 2026**

### **1. General outlook:**

According to the outlook for 2026, national key infrastructure projects in the region, such as the Long Thanh Airport, the expansion of the Ho Chi Minh City - Long Thanh - Dau Giay and Ho Chi Minh City - Trung Luong expressways, the Ho Chi Minh City Ring



Road 4, the Ho Chi Minh City - Moc Bai expressway project, the Ho Chi Minh City - Thu Dau Mot - Chon Thanh expressway project (the section passing through Dong Nai City), the Ma Da Bridge project, and the Eastern - Southwestern road projects, etc., are being implemented and accelerated. As construction progresses, the demand for construction stone to supply these projects will be very high, which will be an opportunity for the Company to continue to boost production and increase revenue.

Besides these opportunities, in 2026, the Company's production and business activities will continue to face challenges and difficulties due to legal procedures related to mineral, resource, and land extraction, which still have some obstacles. On the other hand, continuing to supply construction stone to contractors and project management boards according to the allocation of the Dong Nai City People's Committee will lead to certain difficulties because the Company cannot be proactive in its business, and some stone products will have high inventory levels, leading to increased costs due to the need to relocate finished products to create space for processing and to maintain occupational safety under the high production intensity conditions at the Company's quarries. In addition, weather conditions, with rain and storms predicted to be complex due to the impact of climate change; global geopolitical instability and trade wars between major powers, especially the conflict between the US, Israel, and Iran, and the instability spreading across the Middle East, have impacted and caused gasoline and oil prices to rise very high, leading to sharp increases in the prices of many other materials and input costs, etc., which are factors that will significantly affect the Company's production and business activities in 2026.

## 2. Main targets for 2026:

Based on the characteristics of the situation regarding the advantages and difficulties mentioned above, the Board of Management and the Board of Directors of the Company agree to submit the 2026 production and business plan to the General Meeting of Shareholders for approval as follows:

No.	Key indicators	Unit	Implementation plan
1	Production of various stone products	m <sup>3</sup>	6,800,000
	Consumption of various stone products	m <sup>3</sup>	6,800,000
2	Revenue, of which:	VND	1,411,346,900,000
	- Consumption of various stone products	VND	1,379,654,100,000
	- Consumption of leveling soil, weathered stone	VND	21,700,000,000
	- Trading of building materials	VND	9,992,800,000
3	Profit before tax	VND	280,000,000,000

## 3. Some key solutions:

To organize the implementation to achieve the best results in 2026, the Company's Board of Management has identified the following key measures and solutions to continue focusing on implementation:



- Continue to promote the solutions already implemented regarding organization, arrangement, and allocation of labor; production management, business management, quality management, and branding; and technical and repair work that the Company implemented with good results in 2025.

- Strengthen the responsibility of each employee and staff member for their assigned tasks, creating synchronization and smoothness throughout the system from simple labor to qualified labor and management levels; maximize the advantages of high-quality and stable human resources; promote initiatives, technical improvements, and the application of scientific and technical advances and information technology in management and production; coordinate with functional units to organize AI training, which is becoming an inevitable trend, opening up new opportunities to help the Company improve efficiency and optimize costs in operations. At the same time, continue to maintain regular and effective evaluation, training, and supplementary knowledge development, as well as updates on new legal regulations, especially in the fields of land, mineral resources, tax, and accounting finance; corporate governance for public companies, etc., along with solutions to improve and enhance the quality and efficiency of labor, the working environment, the quality of life, and the welfare and income regimes for employees.

- The Company's leadership team continues to closely monitor operations, providing timely support and addressing challenges and obstacles at factories and units. This is coupled with transparent and scientific management of production and business activities, in accordance with the direction and requirements of state management agencies, to achieve optimal results for the measures, solutions, programs, and plans set by the Company annually, as well as to ensure full compliance with legal regulations related to the Company's business lines. Through this, the Company continues to maintain and enhance the trust and support of shareholders, sharing and accompanying the Company through emerging difficulties, and fostering a sense of shared responsibility to ensure the harmonious interests of all shareholders and employees, as well as compliance with State policies and regulations. The organization ensures clear, accurate, and timely accounting records and financial reporting, implementing financial balancing appropriate to the Company's actual needs and in accordance with the law.

- Effectively implement the control of production and business processes to achieve objectives and requirements regarding savings in drilling and blasting, electricity and fuel consumption, maintenance and repair, and the replacement of materials and spare parts; regularly improve quality control processes and review technical-economic norms; manage the deployment and arrangement of vehicles and machinery at factories scientifically and efficiently, etc., to optimize production processes and increase productivity.

Parallel to this, focus on implementing key related tasks such as:

- + Continue to review and seek approval from the Board of Directors to liquidate machinery and equipment that are frequently broken or operating inefficiently. On the other hand, evaluate transport and loading capacity, as well as the demand for key vehicles and equipment, etc., to arrange, organize, and transfer them internally in a scientific manner to maximize the efficiency of invested assets. Furthermore, when truly necessary, seek approval from the Board of Directors for phased upgrades or reasonable investments to timely supplement and ensure safe, stable, proactive, economical, and efficient production capacity, ensuring the supply of stone products to the market within the approved design capacity at the affiliated quarries.

+ Focus on reviewing and completing procedures for land lease and compensation for the remaining area according to the license at the quarries; prepare procedures for mobilizing the 44.3ha area of the Tang Cang 1 quarry into the mining design.

+ Implement blasting service outsourcing at the Soklu 2 quarry to streamline labor, improve efficiency, and reduce blasting costs.

- Continue to build corporate culture, associated with enhancing the BBCC brand in all aspects, and implement sustainable development strategies suitable for each specific period to maintain revenue and profit growth.

The above is a summary report on the production and business activities for 2025 and the plan for 2026 of Bien Hoa Building Materials Production and Construction Joint Stock Company. Respectfully submitted to the Shareholders./.

**Recipients:**

- Shareholders;
- Representative of the Corporation's capital;
- Board of Directors (for report);
- Deputy Directors (for information);
- Head of the Board of Supervisors;
- Archive: VT, TC.



**Nguyễn Kim Vu**



**REPORT**  
**On the activities of the Board of Directors in 2025**  
**and the plan for 2026**

**To: General Meeting of Shareholders**

Based on the functions, duties, and powers of the Board of Directors as prescribed by the Law on Enterprises and the Charter of Organization and Operation of the Company, and the Regulations on Operation of the Board of Directors of Bien Hoa Building Materials Production and Construction Joint Stock Company. The Board of Directors of the Company reports to the General Meeting of Shareholders on the activities of the Board of Directors in 2025 and the plan for 2026 as follows:

**I. ASSESSMENT OF THE BOARD OF DIRECTORS' ACTIVITIES IN 2025**

**1. Regarding the personnel situation of the Board of Directors in 2025:**

No.	Name	Position	Note
1	Huynh Xuan Dao	Chairman of the Board of Directors	Specialized, not participating in the Board of Management
2	Huynh Kim Vu	Member of the Board of Directors	Director of the Company
3	Pham Quoc Thai	Member of the Board of Directors	Deputy Director of the Company
4	Phan Tan Dat	Member of the Board of Directors	Not participating in the Board of Management
5	Nguyen Thanh Tung	Member of the Board of Directors	Not participating in the Board of Management (dismissed on June 26, 2025)
6	Le Dinh Vu Long	Member of the Board of Directors	Not participating in the Board of Management (elected additionally on June 26, 2025)

**2. Results of the Board of Directors' activities:**

2.1. In 2025, the Board of Directors continued to exercise its rights and duties in accordance with the Company's Charter of Organization and Operation and the provisions of current law; the Board of Directors maintained quarterly meetings, and each member and the Board of Directors as a collective were always in consensus, focused, and serious in implementing the targets and tasks approved by the 2025 Annual General Meeting of Shareholders with the highest sense of responsibility; consistently monitored the market situation, the country's socio-economic developments, investment and disbursement of budget capital for the transport infrastructure sector; the situation and fluctuations in gasoline prices, and State adjustments to macro policies related to land and mineral resources; remained closely engaged with the Company's actual operations to promptly



issue resolutions, decisions, and reasonable and effective leadership and direction in each specific period, as well as to strictly manage and supervise the Company's activities.

The Board of Directors has carefully reviewed and unanimously approved many important issues of the Company to best achieve the objectives set forth by the 2025 Annual General Meeting of Shareholders. Specifically, in 2025, the Board of Directors maintained 07 meetings and 07 instances of seeking written opinions from members of the Board of Directors to review and decide on matters under the Board's authority. Consequently, 22 resolutions and 01 decision were issued regarding related issues such as: reviewing and approving the 2025 production and business plan for submission to the General Meeting of Shareholders; approving unit prices for work-in-progress products and the 2025 Lunar New Year bonus plan; approving the finalization of salaries and remuneration for 2024 and the 2025 plan; contents prepared for submission to the Annual General Meeting of Shareholders; approving the policy on receiving land transfers for exploitation at Tan Cang 1, Thanh Phu 1, and Thien Tan 2 quarries; returning land and liquidating land lease contracts; repairing and upgrading to increase the capacity of the stone crushing and screening machine No. 9 at Thanh Phu 1 quarry from 250 metric tons/hour to 500 metric tons/hour; investing in and liquidating assets; seeking written opinions from shareholders on adjusting the 2025 dividend payment plan; and paying the second installment of 2024 dividends and advance 2025 dividends in cash, etc.

- Regarding the structure of the Board of Directors: The Company's management organizational structure is implemented in accordance with Point a, Clause 1, Article 137 of the Law on Enterprises (with a Board of Supervisors), and the Board of Directors has 05 members, including 03 non-executive members (not concurrently holding positions in the Board of Management) and 02 executive members. In 2025, each member of the Board of Directors successfully completed their assigned tasks; exercised their assigned rights and obligations honestly, carefully, and in the best manner to ensure the maximum legitimate interests of the Company; remained loyal to the interests of the Company and shareholders; did not use the Company's information, know-how, business opportunities, position, or assets for personal gain or to serve the interests of other organizations or individuals; always reviewed and decided on issues and development directions of the Company in an open, transparent, and cautious manner; continued to focus on improving governance towards efficiency, strictly managing costs and finances, minimizing legal risks during the Company's production and business operations, and ensuring the legitimate rights and interests of the Company and its shareholders.

2.2. The Board of Directors continues to ensure the most favorable conditions for the Board of Supervisors to perform its duties and powers in accordance with the law and the Company's Charter of Organization and Operation. Meetings of the Board of Directors always invite the Board of Supervisors to attend, and are also extended to all members of the Board of Management, as well as relevant heads of professional departments of the Company to report or provide explanations upon the Board of Directors' requests (if any). Thereby, the Company's activities are always timely and transparent, continuing to improve towards greater professionalism and efficiency in the corporate governance of a public company.

### **3. Regarding the supervision activities of the Board of Directors over the Board of Management:**

. In 2025, the Board of Directors continued to promote and strengthen the supervision of the activities of the Director and other executive members in the Company in accordance with the law and the Company's Charter. In particular, the Chairman of the Board of



Directors maintained full participation in weekly briefings and monthly meetings with the Board of Management to grasp information or hear reports on the situation and results of production and business; actual advantages and difficulties arising; the implementation of land and mineral procedures; and the results of handling by relevant State management agencies regarding the Company's petitions, etc., to support the resolution of obstacles and backlogs. At the same time, the Board of Directors, through various management channels combined with regular direct visits to factories, units, and affiliated construction sites, grasped the specific, comprehensive, and holistic execution of responsibilities by the Director and members of the Board of Management to supervise and make accurate, timely assessments, ensuring that all activities of the Company comply with the law, implement the resolutions of the General Meeting of Shareholders, the resolutions of the Board of Directors, and the internal regulations and policies of the Company.

The Board of Directors of the Company continues to acknowledge and highly appreciate the measures and solutions that the Board of Management has implemented in 2025. The Board of Management has performed its duties and powers in accordance with the law, the Charter of Organization and Operation, and the Internal Regulations on Corporate Governance, always actively and proactively carrying out and resolving tasks with a high sense of responsibility; regularly reporting on the Company's governance and management situation, and seeking guidance and direction from the Board of Directors; organizing the disclosure of information on the Company's operational situation in accordance with the law; and managing, deploying, and organizing the implementation of scientific and effective production and business plans under each specific condition and stage of the construction stone consumption market; especially, it has gathered and promoted the internal strength, consensus, creative labor, and diligence of all members in the Company. Thereby, it has exceeded the targets set by the 2025 Annual General Meeting of Shareholders, specifically: revenue exceeded the plan by 48.19%, profit exceeded the plan by 115.42% compared to the 2025 plan, and the 2025 dividend is expected to be submitted to the General Meeting for approval with an implementation rate of 49% of the par value per share (the 2025 plan was a minimum of 30%).

In addition to the above results, in implementing the directives and requirements of the Company's Board of Directors, over the past year, the Company's Board of Management focused on implementing land procedures at the quarries with the following results: The People's Committee of Dong Nai Province issued a decision approving the Company's additional lease of 22.68 ha at Thanh Phu 1 quarry; 0.84 ha at Thien Tan 2 quarry; 8.29 ha at Tan Cang 1 quarry; 1.46 ha at Soklu 5 quarry; and simultaneously completed the renewal of land leases at Soklu 5 quarry with an area of 30.06 ha and at Soklu 2 quarry with an area of 32.11 ha. The total land area within the mining license boundaries that is leased and subject to annual land rent payment as of 31 December 2025 is 243.6 ha. This has facilitated the expansion of the pit, the design of benches and levels, and the organization of mining activities and production and business arrangements at the affiliated quarries, enabling the timely supply of construction stone according to the allocation of the People's Committee of Dong Nai Province as major infrastructure projects in the region have been accelerated in the recent period and for the coming years.

**4. Report on remuneration and income expenses of the Company's Board of Directors:** The total salary and remuneration in 2025 for the Company's Board of Directors was 1,812,000,000 VND, reaching 100% of the plan approved by the 2025 Annual General Meeting of Shareholders (details of the report on salaries, remuneration, and bonuses of the Company's Managers are attached).



### 5. Report on transactions with affiliated persons:

In 2025, there were no transactions between the Company and internal persons of the Company, but there were transactions between the Company and affiliated persons of the Company as follows:

No.	Name of organization/individual	Relationship with the Company	Time of transaction	Content, quantity, total value of transaction
1	Dong Nai Food Industrial Corporation - One Member Limited Liability Company	Affiliated persons of the Company	20/02/2025	Advance 2024 dividend in cash, total transaction value: 46,060,000,000 VND
			14/08/2025	Payment of the second installment of 2024 dividend in cash, total transaction value: 34,545,000,000 VND
2	KSB Industrial Development Investment Company Limited	Affiliated persons of the Company	20/02/2025	Advance 2024 dividend in cash, total transaction value: 20,600,000,000 VND
			14/08/2025	Payment of the second installment of 2024 dividend in cash, total transaction value: 15,450,000,000 VND
3	Hoa An Joint Stock Company	Affiliated persons of the Company	20/02/2025	Advance 2024 dividend in cash, total transaction value: 7,520,000,000 VND
			14/08/2025	Payment of the second installment of 2024 dividend in cash, total transaction value: 5,866,200,000 VND

*(Details of the above transactions and other related contents are stated in the Company's corporate governance report and 2025 annual report).*

### II. ACTIVITY PLAN OF THE BOARD OF DIRECTORS FOR 2026:

Entering 2026, the Board of Directors identifies this as continuing to be a year with many opportunities for breakthroughs accompanied by challenges from the domestic and global socio-economic context.

Production and business activities in 2026 are forecasted to continue facing challenges, and the management and coordination of construction stone supply according to the allocation of the People's Committee of Dong Nai City remains a highly pressured task. However, with the experience gained through 2025, the Board of Directors will continue to maintain its guiding role and will create the best conditions to help the Company's Board of Management deploy and organize the implementation of production and business tasks favorably and achieve the highest results.

From the assessments and judgments on the situation characteristics mentioned above, the Company's Board of Directors identifies the key tasks in 2026 as follows:



**1. Key targets:**

No.	Target	2026 Plan
1	Net Revenue	1,411.3469 billion VND
2	Profit before tax	280 billion VND
3	Dividend (in cash)	Minimum 35%/par value per share

**2. Board of Directors' activity plan:**

- Execute and ensure that the activities of the Board of Directors always comply with the provisions of the law and the Company's Charter. In particular, the Board of Directors will continue to regularly review and improve internal management regulations and corporate governance; simultaneously, it will review and, when necessary, adjust and assign additional tasks to members of the Board of Directors in charge of each field to ensure suitability with their experience, management capacity, and work capability to comprehensively manage and supervise the Company's activities. Thereby, it aims to maximize the responsibility, efficiency, and quality of work of each individual in accordance with the Charter of Organization and Operation and the Internal Regulations on Corporate Governance.

- Fully conduct meetings of the Board of Directors in accordance with regulations, while the Chairman of the Board of Directors maintains participation in consultations and monthly briefings with the Board of Management and managers of the Company, factories, and affiliated units to timely hear reports and grasp information on production and business activities; as well as support and assist the Board of Management in contacting, reporting, explaining, and petitioning State management agencies to continue reviewing and resolving difficulties and obstacles regarding land, mineral, and environmental procedures, compensation for expanding remaining raw material areas, etc. Ensure that the activities of the Company's Board of Directors are always based on the principle of "upholding the law, achieving the best efficiency for shareholders, and harmonizing the interests of the collective of employees at the enterprise".

- The Chairman and members of the Board of Directors regularly monitor the practical production and business activities of the entire Company, combined with closely tracking the plan and progress of public investment capital disbursement in the city as well as in the region; the situation of allocating construction stone materials for key projects, Long Thanh airport, and public investment projects; developments in the construction materials market and real estate market; relevant tax and fee policies; the Company's financial capacity, vehicles, machinery, and equipment, etc., to have a basis for building or adjusting production and business plans, and considering repairs, upgrades, and new asset investments within the permitted scope and authority when necessary. Thereby, continue to focus on increasing production capacity, striving to exploit at maximum capacity according to the license of each affiliated quarry, and fully leveraging market advantages and existing strengths to bring the best profit to the Company and the highest benefits to shareholders.

In parallel, strengthen support and create the most favorable conditions for the Company's Board of Management to effectively implement measures and solutions for managing and organizing production and business; organize strict control of costs and production and business processes from the initial to the final stage; strengthen the promotion of digital transformation and the application of information technology in management to increase efficiency and save resources, combined with strengthening the promotion of brand strengths, product quality, and objective favorable factors in each



specific period to boost sales volume, increase revenue and profit, while flexibly responding to and overcoming difficulties and challenges in 2026, aiming to exceed the targets approved by the Annual General Meeting of Shareholders.

- Promote the training and development of high-quality, stable human resources; invest in skill enhancement programs for the staff and employees to have sufficient expertise and experience to adapt to the Company's development stages and strategies; and build a professional, responsible, and proactive working environment at all management levels.

- Continue to manage and supervise the effective implementation of legal regulations on environmental protection to serve the requirements and goals of sustainable development in the mining industry, combined with strengthening inspection, supervision, and urging departments to strictly implement legal regulations on ensuring occupational safety.

The above is the 2025 activity report and 2026 activity direction of the Company's Board of Directors.

Respectfully submitted to the General Meeting./.

**Recipients:**

- Shareholders;
- Representative of the Corporation's capital;
- Members of the Company's Board of Directors;
- Head of the Board of Supervisors;
- Archive: VT, TC.

**OBO - BOARD OF DIRECTORS**  
**CHAIRMAN**



**Huỳnh Xuân Đạo**



**BIEN HOA BUILDING MATERIALS  
PRODUCTION AND  
CONSTRUCTION JSC**

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**



BC-VLXD-BKS

*Dong Nai, May 15, 2026*

## **REPORT**

**On the performance results of the Board of Supervisors in 2025**

**To: General Meeting of Shareholders**

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025 on amendments and supplements to a number of articles of the Law on Enterprises;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;

Pursuant to Law No. 56/2024/QH15 dated November 29, 2024 on amendments and supplements to a number of articles of the Law on Securities;

Pursuant to the Charter of Organization and Operation of Bien Hoa Building Materials Production and Construction Joint Stock Company (BBCC).

The Company's Board of Supervisors reports to the General Meeting of Shareholders on the performance results of the Board of Supervisors in 2025 as follows:

### **I. PERFORMANCE RESULTS OF THE BOARD OF SUPERVISORS**

#### **1. Assessment of the Board of Supervisors's performance**

The Company's Board of Supervisors consists of 3 members and has supervised the Company's activities in 2025 as follows:

- Supervised the compliance with the provisions of the law and the Company's Charter by the Board of Directors and the Board of Management in the management and administration of the Company.

- Supervised the implementation of the contents of the resolution approved by the Annual General Meeting of Shareholders.

- Monitored the compliance and adherence to legal regulations on information disclosure by the Company.

- Appraised the audited financial statements, accounting books, and other documents of the Company to assess the truthfulness and reasonableness of financial data.

- Proposed the selection of an independent audit firm to perform the review of semi-annual financial statements and the audit of annual financial statements.

- In 2025, the Board of Supervisors conducted 03 meetings with the following contents:

- + Reviewed and approved the reports of the Board of Supervisors at the 2025 Annual General Meeting of Shareholders.



+ Developed the 2026 work plan and organized its implementation.

+ Reviewed the tasks that have been agreed upon and assigned among the members.

## 2. Salaries and remuneration of the Board of Supervisors

Salaries and remuneration of the Board of Supervisors were implemented in accordance with the resolution of the General Meeting of Shareholders: the salary of the Head of the Board of Supervisors was 600 million VND and the remuneration for members of the Board of Supervisors (in which Ms. Nguyen Thi Thu Tra was dismissed from June 26, 2025, and Mr. Le Cong Son was appointed from June 26, 2025) was 252 million VND. Detail salaries of each Supervisors are listed at Audited Financial Statement of 2025.

## II. RESULTS OF SUPERVISION OF PRODUCTION, BUSINESS ACTIVITIES, AND FINANCIAL SITUATION OF THE COMPANY

### 1. Assessment of the implementation of the 2025 General Meeting of Shareholders' resolution

No.	Indicator	Unit	2025 GMS Resolution	Actual 2025	Actual vs. Resolution
1	Net Revenue	Billion VND	982.376	1,455.763	148%
2	Profit before tax	Billion VND	175	376.993	215%

The Company exceeded most of the key indicators assigned by the 2025 General Meeting of Shareholders by a significant margin. Specifically, net revenue exceeded by more than 48% and profit before tax exceeded by 115%. These results demonstrate that the management and administration of the Board of Directors and the Board of Management were highly effective.

### 2. Assessment of the Company's financial situation

No.	Indicator	Unit	2024	2025
1	<b>Solvency indicators</b>			
	Current ratio	Times	2.12	1.77
	Quick ratio	Times	1.99	1.73
2	<b>Capital structure indicators</b>			
	Debt-to-Total Assets ratio	%	34.19	39.76
	Debt-to-Equity ratio	%	51.96	66.01
3	<b>Operational capacity indicators</b>			
	Inventory turnover	Times	23.54	33.77
	Total asset turnover	Times	1.43	1.34

- As of the end of 2025, the current ratio and quick ratio were adjusted relative to the same period in 2024, but the Company maintained both ratios at a high level, above 1.7 times, indicating that the risk of short-term debt repayment is relatively low. Maintaining stable solvency will help the Company be proactive in its business plans.

- In 2025, the Company's capital structure recorded a significant change compared to 2024, mainly due to the increase in short-term payables, specifically dividend payments. Long-term debt was approximately 14 billion VND, a slight increase compared to 2024, due to the provisioning for environmental restoration for quarries.



Therefore, the Company's capital structure remained stable, reflecting a healthy financial structure and optimized benefits for shareholders.

- The indicators reflecting the Company's operational capacity in 2025 showed a flourishing business situation with many positive highlights. Notably, the inventory turnover increased sharply from 23.54 times to 33.77 times. This result clearly demonstrates the very high demand for construction stone from key projects and the Company's superior supply capacity in the industry.

### **III. RESULTS OF SUPERVISION OF THE ACTIVITIES OF THE BOARD OF DIRECTORS AND THE BOARD OF MANAGEMENT IN 2025**

#### **1. Assessment of the performance of the Board of Directors and the Board of Management**

- The Board of Directors performed its functions and duties well in guiding and directing the Company within its authority, ensuring reasonableness, legality, honesty, and prudence.

- The Board of Directors organized and maintained regular meetings. Members of the Board of Directors attended meetings fully and actively participated in providing advice to the Board of Management in implementing production and business indicators according to the resolution of the General Meeting of Shareholders.

- The Board of Management strictly implemented the resolutions of the General Meeting of Shareholders and the resolutions and decisions of the Board of Directors; focused on promoting production to supply construction stone for key projects according to the allocation and direction of the People's Committee of Dong Nai Province.

- Based on the plan indicators approved by the General Meeting of Shareholders, the Board of Management assigned targets to professional units for implementation, regularly inspected, supervised, urged, and assisted units in effective organization and implementation. Strengthened centralized and unified direction from the Board of Management to Enterprises and professional Departments.

- The Board of Supervisors assesses that the activities of the Board of Directors and the Board of Management during the year were in accordance with the Company's Charter and the resolutions of the General Meeting of Shareholders, meeting the requirements for management and administration of the Company's operations. It was this effective management and administration that helped the Company successfully complete its production and business plan for the year.

- The Board of Supervisors agrees with the Report on the assessment of the activities of the Board of Directors and the Board of Management to be presented to the 2026 Annual General Meeting of Shareholders.

#### **2. Assessment of the coordination between the Board of Supervisors, the Board of Directors, and the Board of Management during the year**

- The Board of Supervisors was provided with full documents during the supervision of the management and administration of business activities by the Board of Directors and the Board of Management.

- The Board of Supervisors was invited to attend all meetings of the Board of Directors, discussed and provided opinions on issues raised and approved at the



meetings. Meeting invitations and accompanying documents were sent to the Board of Supervisors fully, timely, and in accordance with regulations.

- The Board of Supervisors has closely coordinated with the Board of Directors and the Board of Management on the principle of acting in the best interests of the Company and shareholders in accordance with the provisions of the law and the Company's Charter.

- In 2025, the Board of Supervisors did not receive any requests or complaints from shareholders regarding the Company's activities.

**3. Assessment report on transactions between the Company, its subsidiaries, and other companies controlled by the Company with 50% or more of charter capital with members of the Board of Directors, the Director, other executives, and affiliated persons of such members:** In 2025, the Company advanced and paid the 2024 cash dividends to Dong Nai Food Industrial Corporation - One Member Company Limited (a related party of the members of the Board of Directors, including Mr. Huynh Xuan Dao and Mr. Huynh Kim Vu) in accordance with the Resolution of the General Meeting of Shareholders and legal regulations.

**4. Assessment report on transactions between the Company and companies in which members of the Board of Directors, the Director, or other executives are founding members or managers within the last 03 years prior to the time of transaction:** None.

#### **IV. RECOMMENDATIONS OF THE BOARD OF SUPERVISORS**

In 2026, the Board of Supervisors has some recommendations for the Company as follows:

- Regularly update new legal regulations and policies, and review internal processes and regulations for amendment, supplementation, and synchronization to standardize operations and improve the productivity and effectiveness of the internal control system.

- Continue to reorganize the workforce to be increasingly streamlined and efficient in order to meet the increasingly high requirements in production and business.

- Review economic-technical norms for electricity, gasoline, explosives, etc., in a more economical direction to reduce product costs, thereby increasing profits to bring the highest benefits to shareholders.

- Strengthen the application of information technology in production, business, and management and administration.

- Strengthen the care for the material and spiritual life of employees, contributing to improving the quality and efficiency of the Company's operations, while maintaining a stable and high-quality human resource for society.

#### **V. OPERATIONAL DIRECTION OF THE BOARD OF SUPERVISORS FOR 2026**

- Supervise compliance with the provisions of the law and the Company's Charter in management and administration.

- Focus on performing the tasks of inspecting and supervising the Company's business, financial, and investment activities. Supervise the Board of Directors and the



Board of Management in implementing the Resolution of the 2026 Annual General Meeting of Shareholders.

- Appraise the 6-month and annual financial statements.
- Supervise information disclosure activities, ensuring they are complete and timely for shareholders and related parties.
- Perform well the functions and duties prescribed by law, the Company's Charter, and the Regulations on Operation of the Board of Supervisors.

The above is the full text of the Board of Supervisors's Report for 2025, respectfully submitted to the General Meeting of Shareholders.

***Recipients:***

- Shareholders;
- Representative of the Corporation's capital;
- Board of Directors of the Company;
- Board of Supervisors;
- Archive: VT, TC.

**OBO. BOARD OF SUPERVISORS  
HEAD OF BOARD**



**Huỳnh Đường Tài**



**BIEN HOA BUILDING  
MATERIALS PRODUCTION AND  
CONSTRUCTION JSC**

No.: 04 /TTr-HĐQT

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

*Dong Nai, May 25, 2026.*

## **PROPOSAL**

### **Approval of the 2025 audited financial statements**

**To: General Meeting of Shareholders**

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;

Pursuant to Law No. 56/2024/QH15 dated November 29, 2024 amending and supplementing a number of articles of the Law on Securities;

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

Pursuant to Government Decree No. 245/2025/NĐ-CP dated September 11, 2025 amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of Bien Hoa Building Materials Production and Construction Joint Stock Company

The Board of Directors of the Company hereby submits to the General Meeting of Shareholders the 2025 financial statements audited by A&C Auditing and Consulting Co., Ltd. on March 20, 2026 (the summary is attached to the meeting documents).

The full text of the 2025 audited financial statements is posted on the Company's website: [www.bbcc.com.vn](http://www.bbcc.com.vn).

We respectfully request the General Meeting of Shareholders to consider and approve.

Sincerely thank you./.

#### **Recipients:**

- Shareholders;
- Representative of the Corporation's capital;
- Board of Directors' members;
- Head of the Board of Supervisors;
- Archive: VT, TC.

**OBO. BOARD OF DIRECTORS  
CHAIRMAN**



**Huỳnh Xuân Đạo**



**FINANCIAL STATEMENTS**  
FOR THE FISCAL YEAR ENDED 31 DECEMBER 2025

**BIEN HOA BUILDING MATERIALS  
PRODUCTION AND CONSTRUCTION  
JOINT STOCK COMPANY**





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## **STATEMENT OF THE BOARD OF MANAGEMENT**

The Board of Management of Bien Hoa Building Materials Production and Construction Joint Stock Company (hereinafter referred to as "the Company") presents this statement together with the Financial Statements for the fiscal year ended 31 December 2025.

### **Business highlights**

Bien Hoa Building Materials Production and Construction Joint Stock Company is an enterprise equitized from the State-owned enterprise - Bien Hoa Building Materials Production and Construction Company Limited under the Decision No. 2330/QĐ-UBND dated 12 August 2015 of the People's Committee of Dong Nai Province. The Company has been operating in line with the Business Registration Certificate No. 3600275107, 14<sup>th</sup> amended on 03 November 2025, granted by Dong Nai Province Department of Finance.

### **Head office**

- Address : K4/79C Nguyen Tri Phuong Street, Buu Hoa 3 Quarter, Bien Hoa Ward, Dong Nai Province
- Tel. : +84 (0251) 385 9358
- Fax : +84 (0251) 385 9917

The Company has the following affiliates:

Affiliate	Address
Construction and Traffic Engineering Enterprise	Group 1, Bui Huu Nghia Street, Tan Van 4 Quarter, Bien Hoa Ward, Dong Nai Province
Repair Engineering Enterprise	Group 12, Ong Huong Quarter, Trang Dai Ward, Dong Nai Province
Quarrying Enterprise	Group 12, Ong Huong Quarter, Trang Dai Ward, Dong Nai Province
Tan Cang Quarrying Enterprise	Group 1, Bui Huu Nghia Street, Tan Van 4 Quarter, Bien Hoa Ward, Dong Nai Province
Soklu Quarrying Enterprise	Km 07, Highway 20, Nguyen Hue 2 Hamlet, Gia Kiem Commune, Dong Nai Province
Transportation and Mechanical Enterprise	Group 7, Ong Huong Quarter, Trang Dai Ward, Dong Nai Province
Construction Service and Building Materials Center	No. 1, Nguyen Ai Quoc Street, Cay Cham Quarter, Tran Bien Ward, Dong Nai Province

The Company also has the following business locations:

Business location	Address
Thanh Phu Inland Waterway Terminal	Group 7, Ong Huong Quarter, Trang Dai Ward, Dong Nai Province
Thien Tan Inland Waterway Terminal	Group 1, Quarters 6-7, Trang Dai Ward, Dong Nai Province

Principal business activities of the Company are:

- To provide direct support services for waterway transport (not operating inland waterway terminals at the head office) (only operating when meeting business conditions as prescribed by law);
- To act as a building materials agent;
- To wholesale machinery, equipment and spare parts for mining and construction;
- To retail hardware, paint, glass and other installation equipment in construction in specialized stores (not storing building materials at the head office);
- To manufacture building materials production machinery (not manufacturing at the head office, only operating with approval from competent authority on business location and the Company meets conditions as prescribed by law);
- To construct other civil engineering works;
- To retail household electrical appliances, beds, wardrobes, tables, chairs and similar furniture, lamps and luminaires, other unclassified household appliances in specialized stores;





# BIEN HOA BUILDING MATERIALS PRODUCTION AND CONSTRUCTION JOINT STOCK COMPANY

## STATEMENT OF THE BOARD OF MANAGEMENT (cont.)

- To trade in real estate and lease offices and trade centers (only operating when meeting business conditions as prescribed by law and subject to Article 11 of the Law on Real Estate Business No. 29/2023/QH15 dated 28 November 2023);
- To exploit stone, sand, gravel, clay (only operating with mining license from competent authority and the Company meets business conditions as prescribed by law);
- To produce concrete and products from cement and gypsum (not producing at the head office, only operating with approval from competent authority on business location and the Company meets business conditions as prescribed by law);
- To construct residential houses;
- To construct non-residential houses;
- To transport goods by road (only operating when meeting business conditions as prescribed by law);
- To load and unload goods (except for operating inland waterway terminals) (only operating when meeting business conditions as prescribed by law);
- To lease motor vehicles and tank trucks (with operators) (only operating when meeting business conditions as prescribed by law);
- To operate eco-tourism areas (not operating at the head office, only operating with approval from competent authority on location and the Company meets business conditions as prescribed by law);
- To wholesale building materials and other installation equipment in construction (not storing building materials at the head office);
- To construct roads;
- To construct railways;
- To construct electrical works;
- To construct water supply and drainage works;
- To construct telecommunications and communication works;
- To construct other public works;
- To construct hydraulic works;
- To construct mining works;
- To construct processing and manufacturing works;
- To perform demolition;
- To prepare construction sites;
- To install electrical systems (except for electroplating, mechanical processing);
- To install water supply, drainage, heating and air conditioning systems (except for electroplating and mechanical processing);
- To install other construction systems (except for electroplating and mechanical processing);
- To complete construction works;
- To perform other specialized construction activities;
- To provide architectural activities and related technical consultancy (only operating when meeting business conditions as prescribed by law).

### Board of Directors and Executive Board

The Board of Directors, the Governance Manager and the Executive Board of the Company during the year and as of the date of this statement include:

#### *The Board of Directors*

Full name	Position	Appointing/resigning/re-appointing date
Mr. Huynh Xuan Dao	Chairman	Re-appointed on 26 June 2025
Mr. Huynh Kim Vu	Member	Re-appointed on 26 June 2025
Mr. Pham Quoc Thai	Member	Re-appointed on 26 June 2025
Mr. Phan Tan Dat	Member	Re-appointed on 26 June 2025
Mr. Le Dinh Vu Long	Member	Appointed on 26 June 2025
Mr. Nguyen Thanh Tung	Member	Resigned on 26 June 2025





# BIEN HOA BUILDING MATERIALS PRODUCTION AND CONSTRUCTION JOINT STOCK COMPANY

## STATEMENT OF THE BOARD OF MANAGEMENT (cont.)

### *The Governance Manager*

Full name	Position	Appointing date
Mr. Nguyen Hung Thang	Governance Manager	Appointed on 10 November 2021

### *The Supervisory Board*

Full name	Position	Appointing/resigning/re-appointing date
Mr. Huynh Duong Tai	Head of the Board	Re-appointed on 26 June 2025
Mr. Le Cong Son	Member	Appointed on 26 June 2025
Ms. Nguyen Thi Thanh Truc	Member	Re-appointed on 26 June 2025
Ms. Nguyen Thi Thu Tra	Member	Resigned on 26 June 2025

### *The Executive Board*

Full name	Position	Appointing/re-appointing date
Mr. Huynh Kim Vu	Director	Appointed on 23 July 2021
Mr. Pham Quoc Thai	Deputy Director	Appointed on 18 April 2022
Mr. Nguyen Hung Thang	Deputy Director	Re-appointed on 23 July 2021
Mr. Pham Thai Hop	Deputy Director	Appointed on 01 May 2023
Mr. Nguyen Nhu Thach	Deputy Director	Appointed on 01 May 2023
Mr. Hoang Dang Quoc Vinh	Deputy Director	Appointed on 08 May 2023
Mr. Tran Quoc Trieu	Chief Accountant	Appointed on 18 April 2022

### **Legal Representatives**

The Company's legal representatives during the year and as of the date of this statement are as follows:

Full name	Position	Appointing/re-appointing date
Mr. Huynh Xuan Dao	Chairman	Re-appointed on 26 June 2025
Mr. Huynh Kim Vu	Director	Appointed on 23 July 2021

### **Auditors**

A&C Auditing and Consulting Co., Ltd. has been appointed to perform the audit on the Company's Financial Statements for the fiscal year ended 31 December 2025.

### **Responsibilities of the Board of Management**

The Board of Management of the Company is responsible for the preparation of the Financial Statements to give a true and fair view of the financial position, the financial performance and the cash flows of the Company during the year. In order to prepare these Financial Statements, the Board of Management must:

- select appropriate accounting policies and apply them consistently;
- make judgments and estimates reasonably and prudently;
- state clearly whether the accounting standards applied to the Company are followed or not, and all the material differences from these standards are disclosed and explained in the Financial Statements;
- prepare the Financial Statements of the Company on the going-concern basis, except for the cases that the going-concern assumption is considered inappropriate;
- design and implement effectively the internal control system to minimize the risks of material misstatements due to frauds or errors in the preparation and presentation of the Financial Statements.

The Board of Management hereby ensures that all the proper accounting books of the Company have been fully recorded and can fairly reflect the financial position of the Company at any time, and that all the accounting books have been prepared in compliance with the applicable Accounting System. The Board of Management is also responsible for managing the Company's assets and consequently has taken appropriate measures to prevent and detect frauds and other irregularities.

The Board of Management hereby commits to the compliance with the aforementioned requirements in preparation of the Financial Statements.





**BIEN HOA BUILDING MATERIALS PRODUCTION AND CONSTRUCTION JOINT STOCK COMPANY**

**STATEMENT OF THE BOARD OF MANAGEMENT (cont.)**

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**Approval of the Financial Statements**

The Board of Management hereby approves the accompanying Financial Statements, which give a true and fair view of the financial position as of 31 December 2025 of the Company, its financial performance and its cash flows for the fiscal year then ended, in conformity with the Vietnamese Accounting Standards, the Vietnamese Enterprise Accounting System and relevant statutory requirements on the preparation and presentation of the Financial Statements.

For and on behalf of the Board of Management, 



**Huynh Kim Vu**  
**Director**

Date: 20 March 2026





No. 1.0386/26/TC-AC

**INDEPENDENT AUDITOR'S REPORT**

**To: THE SHAREHOLDERS, THE BOARD OF DIRECTORS AND THE BOARD OF MANAGEMENT  
BIEN HOA BUILDING MATERIALS PRODUCTION AND CONSTRUCTION JOINT STOCK  
COMPANY**

We have audited the accompanying Financial Statements of Bien Hoa Building Materials Production and Construction Joint Stock Company (hereinafter referred to as "the Company"), which were prepared on 20 March 2026 (from page 08 to page 38) including the Balance Sheet as of 31 December 2025, the Income Statement, the Cash Flow Statement for the fiscal year then ended and the Notes to the Financial Statements.

**Responsibility of the Board of Management**

The Company's Board of Management is responsible for the preparation, true and fair presentation of the Financial Statements in accordance with the Vietnamese Accounting Standards, the Vietnamese Enterprise Accounting System and relevant statutory requirements on the preparation and presentation of the Financial Statements; and responsible for the internal control as the Board of Management determines necessary to enable the preparation and presentation of the Financial Statements to be free from material misstatement due to fraud or error.

**Responsibility of Auditors**

Our responsibility is to express an opinion on these Financial Statements based on our audit. We conducted our audit in accordance with the Vietnamese Standards on Auditing (VSA). Those standards require that we comply with ethical standards and requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation and true and fair presentation of the Financial Statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Management, as well as evaluating the overall presentation of the Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



### Opinion of Auditors

In our opinion, the Financial Statements give a true and fair view, in all material respects, of the financial position as of 31 December 2025 of Bien Hoa Building Materials Production and Construction Joint Stock Company, its financial performance and its cash flows for the fiscal year then ended, in conformity with the Vietnamese Accounting Standards, the Vietnamese Enterprise Accounting System and relevant statutory requirements on the preparation and presentation of the Financial Statements.

For and on behalf of  
A&C Auditing and Consulting Co., Ltd.



**Nguyễn Chí Dũng**  
**Partner**

*Audit Practice Registration Certificate No. 0100-2023-008-1*  
Authorized Signatory



**Võ Thanh Công**  
**Auditor**

*Audit Practice Registration Certificate No. 1033-2023-008-1*

Ho Chi Minh City, 20 March 2026





**BIEN HOA BUILDING MATERIALS PRODUCTION AND CONSTRUCTION JOINT STOCK COMPANY**

Address: K4/79C Nguyen Tri Phuong Street, Buu Hoa 3 Quarter, Bien Hoa Ward, Dong Nai Province

**FINANCIAL STATEMENTS**

For the fiscal year ended 31 December 2025

**BALANCE SHEET**

**As of 31 December 2025**

Unit: VND

ITEMS	Code	Note	Ending balance	Beginning balance
<b>A - CURRENT ASSETS</b>	<b>100</b>		<b>796,604,080,014</b>	<b>698,647,399,576</b>
<b>I. Cash and cash equivalents</b>	<b>110</b>	<b>V.1</b>	<b>92,430,955,525</b>	<b>84,618,966,466</b>
1. Cash	111		37,430,955,525	34,618,966,466
2. Cash equivalents	112		55,000,000,000	50,000,000,000
<b>II. Short-term financial investments</b>	<b>120</b>		<b>652,000,000,000</b>	<b>550,500,000,000</b>
1. Trading securities	121		-	-
2. Provisions for devaluation of trading securities	122		-	-
3. Held-to-maturity investments	123	V.2	652,000,000,000	550,500,000,000
<b>III. Short-term receivables</b>	<b>130</b>		<b>20,663,770,161</b>	<b>21,294,643,934</b>
1. Short-term trade receivables	131	V.3	3,403,376,723	6,340,680,642
2. Short-term prepayments to suppliers	132	V.4	3,281,528,848	2,230,293,518
3. Short-term inter-company receivables	133		-	-
4. Receivables according to the progress of construction contract	134		-	-
5. Receivables for short-term loans	135		-	-
6. Other short-term receivables	136	V.5a	13,978,864,590	12,723,669,774
7. Allowance for short-term doubtful debts	137		-	-
8. Deficit assets for treatment	139		-	-
<b>IV. Inventories</b>	<b>140</b>		<b>18,766,693,399</b>	<b>42,229,753,696</b>
1. Inventories	141	V.7	18,766,693,399	42,229,753,696
2. Allowance for devaluation of inventories	149		-	-
<b>V. Other current assets</b>	<b>150</b>		<b>12,742,660,929</b>	<b>4,035,480</b>
1. Short-term prepaid expenses	151	V.8a	659,720,298	-
2. Deductible VAT	152		-	-
3. Taxes and other receivables from the State	153	V.16	12,082,940,631	4,035,480
4. Trading Government bonds	154		-	-
5. Other current assets	155		-	-



**BIEN HOA BUILDING MATERIALS PRODUCTION AND CONSTRUCTION JOINT STOCK COMPANY**

Address: K4/79C Nguyen Tri Phuong Street, Buu Hoa 3 Quarter, Bien Hoa Ward, Dong Nai Province

**FINANCIAL STATEMENTS**

For the fiscal year ended 31 December 2025

**Balance Sheet (cont.)**

ITEMS	Code	Note	Ending balance	Beginning balance
<b>B- NON-CURRENT ASSETS</b>	<b>200</b>		<b>372,948,034,763</b>	<b>300,813,988,561</b>
<b>I. Long-term receivables</b>	<b>210</b>		<b>33,602,601,248</b>	<b>32,615,391,732</b>
1. Long-term trade receivables	211		-	-
2. Long-term prepayments to suppliers	212		-	-
3. Working capital in affiliates	213		-	-
4. Long-term inter-company receivables	214		-	-
5. Receivables for long-term loans	215		-	-
6. Other long-term receivables	216	V.5b	33,602,601,248	32,615,391,732
7. Allowance for long-term doubtful debts	219		-	-
<b>II. Fixed assets</b>	<b>220</b>		<b>45,215,789,898</b>	<b>43,841,226,670</b>
1. Tangible fixed assets	221	V.9	45,215,789,898	43,841,226,670
- Historical cost	222		550,675,580,753	547,580,602,561
- Accumulated depreciation	223		(505,459,790,855)	(503,739,375,891)
2. Financial leased assets	224		-	-
- Historical cost	225		-	-
- Accumulated depreciation	226		-	-
3. Intangible fixed assets	227	V.10	-	-
- Initial cost	228		474,300,000	474,300,000
- Accumulated amortization	229		(474,300,000)	(474,300,000)
<b>III. Investment property</b>	<b>230</b>		-	-
- Historical costs	231		-	-
- Accumulated depreciation	232		-	-
<b>IV. Long-term assets in process</b>	<b>240</b>		-	<b>199,126,025</b>
1. Long-term work in process	241		-	-
2. Construction-in-progress	242	V.11	-	199,126,025
<b>V. Long-term financial investments</b>	<b>250</b>		-	-
1. Investments in subsidiaries	251		-	-
2. Investments in joint ventures and associates	252		-	-
3. Investments in other entities	253		-	-
4. Provisions for devaluation of long-term financial investments	254		-	-
5. Held-to-maturity investments	255		-	-
<b>VI. Other non-current assets</b>	<b>260</b>		<b>294,129,643,617</b>	<b>224,158,244,134</b>
1. Long-term prepaid expenses	261	V.8b	288,983,091,654	218,719,751,329
2. Deferred income tax assets	262	V.12	2,928,869,828	2,359,040,385
3. Long-term components and spare parts	263	V.13	2,217,682,135	3,079,452,420
4. Other non-current assets	268		-	-
<b>TOTAL ASSETS</b>	<b>270</b>		<b>1,169,552,114,777</b>	<b>999,461,388,137</b>

This statement should be read in conjunction with the Notes to the Financial Statements





**BIEN HOA BUILDING MATERIALS PRODUCTION AND CONSTRUCTION JOINT STOCK COMPANY**

Address: K4/79C Nguyen Tri Phuong Street, Buu Hoa 3 Quarter, Bien Hoa Ward, Dong Nai Province

**FINANCIAL STATEMENTS**

For the fiscal year ended 31 December 2025

**Balance Sheet (cont.)**

ITEMS	Code	Note	Ending balance	Beginning balance
<b>C - LIABILITIES</b>	<b>300</b>		<b>465,050,707,903</b>	<b>341,747,410,905</b>
<b>I. Current liabilities</b>	<b>310</b>		<b>450,406,358,763</b>	<b>329,952,208,980</b>
1. Short-term trade payables	311	V.14	23,937,066,321	20,504,343,339
2. Short-term advances from customers	312	V.15	37,122,449,625	17,130,584,268
3. Taxes and other obligations to the State Budget	313	V.16	61,954,079,898	43,484,090,018
4. Payables to employees	314	V.17	55,364,517,461	53,176,004,232
5. Short-term accrued expenses	315	V.18	112,000,000	112,000,000
6. Short-term inter-company payables	316		-	-
7. Payables according to the progress of construction contracts	317		-	-
8. Short-term unearned revenue	318		-	-
9. Other short-term payables	319	V.19	140,161,680,000	97,638,241,398
10. Short-term borrowings and financial leases	320		-	-
11. Provisions for short-term payables	321		-	-
12. Bonus and welfare funds	322	V.20	131,754,565,458	97,906,945,725
13. Price stabilization fund	323		-	-
14. Trading Government bonds	324		-	-
<b>II. Non-current liabilities</b>	<b>330</b>		<b>14,644,349,140</b>	<b>11,795,201,925</b>
1. Long-term trade payables	331		-	-
2. Long-term advances from customers	332		-	-
3. Long-term accrued expenses	333		-	-
4. Inter-company payables for working capital	334		-	-
5. Long-term inter-company payables	335		-	-
6. Long-term unearned revenue	336		-	-
7. Other long-term payables	337		-	-
8. Long-term borrowings and financial leases	338		-	-
9. Convertible bonds	339		-	-
10. Preferred shares	340		-	-
11. Deferred income tax liability	341		-	-
12. Provisions for long-term payables	342	V.21	14,644,349,140	11,795,201,925
13. Science and technology development fund	343		-	-



**BIEN HOA BUILDING MATERIALS PRODUCTION AND CONSTRUCTION JOINT STOCK COMPANY**

Address: K4/79C Nguyen Tri Phuong Street, Bua Hoa 3 Quarter, Bien Hoa Ward, Dong Nai Province

**FINANCIAL STATEMENTS**

For the fiscal year ended 31 December 2025

**Balance Sheet (cont.)**

ITEMS	Code	Note	Ending balance	Beginning balance
<b>D - OWNER'S EQUITY</b>	<b>400</b>		<b>704,501,406,874</b>	<b>657,713,977,232</b>
<b>I. Owner's equity</b>	<b>410</b>		<b>704,501,406,874</b>	<b>657,713,977,232</b>
1. Owner's capital	411	V.22a, b	469,216,000,000	469,216,000,000
- Ordinary shares carrying voting rights	411a		469,216,000,000	469,216,000,000
- Preferred shares	411b		-	-
2. Share premiums	412	V.22a	20,714,147,461	20,714,147,461
3. Bond conversion options	413		-	-
4. Other sources of capital	414		-	-
5. Treasury stocks	415	V.22a	(3,437,784,000)	(3,437,784,000)
6. Differences on asset revaluation	416		-	-
7. Foreign exchange differences	417		-	-
8. Investment and development fund	418	V.22a	128,966,470,714	98,822,795,183
9. Business arrangement supporting fund	419		-	-
10. Other funds	420		-	-
11. Retained earnings	421	V.22a	89,042,572,699	72,398,818,588
- Retained earnings accumulated to the end of the previous period	421a		2,636,205,136	72,398,818,588
- Retained earnings of the current period	421b		86,406,367,563	-
12. Construction investment fund	422		-	-
<b>II. Other sources and funds</b>	<b>430</b>		<b>-</b>	<b>-</b>
1. Sources of expenditure	431		-	-
2. Fund to form fixed assets	432		-	-
<b>TOTAL LIABILITIES AND OWNER'S EQUITY</b>	<b>440</b>		<b>1,169,552,114,777</b>	<b>999,461,388,137</b>

Dong Nai, 20 March 2026

Nguyen Ngoc Mai Phuong  
Preparer

Tran Quoc Trien  
Chief Accountant

Huynh Kim Vu  
Director





**BIEN HOA BUILDING MATERIALS PRODUCTION AND CONSTRUCTION JOINT STOCK COMPANY**

Address: K4/79C Nguyen Tri Phuong Street, Buu Hoa 3 Quarter, Bien Hoa Ward, Dong Nai Province

**FINANCIAL STATEMENTS**

For the fiscal year ended 31 December 2025

**INCOME STATEMENT**  
For the fiscal year ended 31 December 2025

Unit: VND

ITEMS	Code	Note	Current year	Previous year
1. Revenue from sales of goods and provisions of services	01	VI.1	1,455,763,188,199	1,303,727,922,970
2. Revenue deductions	02		-	-
3. Net revenue	10		1,455,763,188,199	1,303,727,922,970
4. Cost of sales	11	VI.2	1,030,005,289,943	951,183,914,371
5. Gross profit	20		425,757,898,256	352,544,008,599
6. Financial income	21	VI.3	30,655,067,406	19,889,159,265
7. Financial expenses	22		-	-
In which: Interest expenses	23		-	-
8. Selling expenses	25	VI.4	14,636,659,789	11,241,361,512
9. General and administration expenses	26	VI.5	79,814,507,640	76,218,727,995
10. Net operating profit	30		361,961,798,233	284,973,078,357
11. Other income	31	VI.6	15,401,529,891	2,849,654,087
12. Other expenses	32	VI.7	370,423,756	11,578,708,659
13. Other profit/(loss)	40		15,031,106,135	(8,729,054,572)
14. Total accounting profit before tax	50		376,992,904,368	276,244,023,785
15. Current income tax	51	V.16	76,125,978,499	59,976,344,953
16. Deferred income tax	52	V.12	(569,829,443)	(2,359,040,385)
17. Profit after tax	60		301,436,755,312	218,626,719,217
18. Basic earnings per share	70	VI.8a, b	5,495	3,978
19. Diluted earnings per share	71	VI.8a, b	5,495	3,978

Nguyen Ngoc Mai Phuong  
Preparer

Tran Quoc Trieu  
Chief Accountant

Haynh Kim Vu  
Director



Dong Nai, 20 March 2026



**BIEN HOA BUILDING MATERIALS PRODUCTION AND CONSTRUCTION JOINT STOCK COMPANY**

Address: K4/79C Nguyen Tri Phuong Street, Bui Hoa 3 Quarter, Bien Hoa Ward, Dong Nai Province

**FINANCIAL STATEMENTS**

For the fiscal year ended 31 December 2025

**CASH FLOW STATEMENT**

(Indirect method)

For the fiscal year ended 31 December 2025

Unit: VND

ITEMS	Code	Note	Current year	Previous year
<b>I. Cash flows from operating activities</b>				
1. Profit before tax	01		376,992,904,368	276,244,023,785
2. Adjustments				
- Depreciation/(Amortization) of fixed assets and investment properties	02	V.9	10,615,596,665	17,090,897,830
- Provisions and allowances	03	V.21	2,849,147,215	11,552,714,171
- Exchange gain/(loss) due to revaluation of monetary items in foreign currencies	04		-	-
- Gain/(loss) from investing activities	05	VL3, 6	(31,484,151,217)	(21,133,866,473)
- Interest expenses	06		-	-
- Others	07		-	-
3. Operating profit before changes of working capital	08		358,973,497,031	283,753,769,313
- Increase/(decrease) of receivables	09		(11,925,574,664)	29,915,674,703
- Increase/(decrease) of inventories	10		24,324,830,582	(2,577,431,852)
- Increase/(decrease) of payables	11		31,939,866,181	28,937,829,307
- Increase/(decrease) of prepaid expenses	12		(70,923,060,623)	15,597,944,722
- Increase/(decrease) of trading securities	13		-	-
- Interest paid	14		-	-
- Corporate income tax paid	15	V.16	(68,179,874,630)	(46,158,649,004)
- Other cash inflows	16	V.20	29,682,000	35,532,000
- Other cash outflows	17	V.20	(10,588,867,937)	(9,094,530,858)
<b>Net cash flows from operating activities</b>	<b>20</b>		<b>253,650,497,940</b>	<b>300,410,138,331</b>
<b>II. Cash flows from investing activities</b>				
1. Purchases and construction of fixed assets and other non-current assets	21	V.9, 11	(12,038,804,540)	(3,623,146,679)
2. Proceeds from disposals of fixed assets and other non-current assets	22		1,076,854,483	1,825,348,212
3. Cash outflow for lending, buying debt instruments of other entities	23		(1,288,500,000,000)	(960,500,000,000)
4. Cash recovered from lending, selling debt instruments of other entities	24		1,187,000,000,000	785,000,000,000
5. Investments in other entities	25		-	-
6. Withdrawals of investments in other entities	26		-	-
7. Interest earned, dividends and profits received	27	V.5a, VI.3	30,145,401,176	17,093,973,688
<b>Net cash flows from investing activities</b>	<b>30</b>		<b>(82,316,548,881)</b>	<b>(160,203,824,779)</b>

This statement should be read in conjunction with the Notes to the Financial Statements





# BIEN HOA BUILDING MATERIALS PRODUCTION AND CONSTRUCTION JOINT STOCK COMPANY


Address: K4/79C Nguyen Tri Phuong Street, Bui Hoa 3 Quarter, Bien Hoa Ward, Dong Nai Province


## FINANCIAL STATEMENTS


For the fiscal year ended 31 December 2025

### Cash Flow Statement (cont.)

ITEMS	Code	Note	Current year	Previous year
<b>III. Cash flows from financing activities</b>				
1. Proceeds from issuing stocks and capital contributions from owners	31		-	-
2. Repayment for capital contributions and re-purchases of stocks already issued	32		-	-
3. Proceeds from borrowings	33		-	-
4. Repayment for borrowing principal	34		-	-
5. Payments for financial lease principal	35		-	-
6. Dividends and profit paid to the owners	36	V.19, 22	(163,521,960,000)	(88,769,064,000)
<i>Net cash flows from financing activities</i>	<i>40</i>		<i>(163,521,960,000)</i>	<i>(88,769,064,000)</i>
<b>Net cash flows during the year</b>	<b>50</b>		<b>7,811,989,059</b>	<b>51,437,249,552</b>
<b>Beginning cash and cash equivalents</b>	<b>60</b>	<b>V.1</b>	<b>84,618,966,466</b>	<b>33,181,716,914</b>
Effects of fluctuations in foreign exchange rates	61		-	-
<b>Ending cash and cash equivalents</b>	<b>70</b>	<b>V.1</b>	<b>92,430,955,525</b>	<b>84,618,966,466</b>

  
**Nguyen Ngoc Mai Phuong**  
 Preparer

  
**Tran Quoc Trieu**  
 Chief Accountant

  
**Huynh Kim Vu**  
 Director



Dong Nai, 20 March 2026



No.: 05 /TTr-HDQT

Dong Nai, May 25, 2026

**PROPOSAL**

**Regarding the profit distribution and dividend payment plan for 2025  
profit distribution and dividend payment plan for 2026**

**To: General Meeting of Shareholders**

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;

Pursuant to Law No. 03/2022/QH15 dated 11 January 2022 and Law No. 76/2025/QH15 dated 17 June 2025 amending and supplementing a number of articles of the Law on Enterprises;

Pursuant to the Charter of Organization and Operation of Bien Hoa Building Materials Production and Construction Joint Stock Company;

Pursuant to Resolution No. 01/2025/GMS dated 26 June 2025 of the Annual General Meeting of Shareholders of Bien Hoa Building Materials Production and Construction Joint Stock Company;

Pursuant to the 2025 audited financial statements of Bien Hoa Building Materials Production and Construction Joint Stock Company.

The Board of Directors of the Company hereby submits to the General Meeting of Shareholders for approval the profit distribution and dividend payment plan for 2025 and the profit distribution and dividend payment plan for 2026 as follows:

**I. Profit distribution and dividend payment for 2025:**

**1. Appropriation rates for funds:**

- Development and Investment Fund: 10% of profit after corporate income tax.
- Bonus and Welfare Fund for employees: 13% of profit after corporate income tax.
- Bonus Fund for Company Managers: 2% of profit after corporate income tax, excluding financial profit.

**2. Specific figures:**

No.	Indicator	Unit	2025 Plan	2025 Actual Results
1	Profit before tax	Million VND	175,000	376,993
2	Profit after tax	Million VND	139,882	301,437
3	Appropriation for funds	Million VND	34,971	74,869
3.1	<i>Development and Investment Fund</i>	<i>Million VND</i>	<i>13,988</i>	<i>30,144</i>
3.2	<i>Bonus and Welfare Fund</i>	<i>Million VND</i>	<i>18,185</i>	<i>39,187</i>
3.3	<i>Bonus Fund for Managers</i>	<i>Million VND</i>	<i>2,798</i>	<i>5,538</i>
4	Remaining profit after tax after fund appropriation	Million VND	104,911	226,568



No.	Indicator	Unit	2025 Plan	2025 Actual Results
5	Remaining profit after tax from 2024 carried forward	Million VND		2,636
6	2025 cash dividend	%	Minimum 30%/par value of	49%/par value of shares
6.1	<i>Cash dividend already advanced</i>			
	- Dividend advance rate	%		30
	- Number of outstanding shares at the time of advance	Shares		46,720,560
	- Dividend advance value	Million VND		140,162
6.2	<i>Remaining profit for further 2025 dividend payment</i>	Million VND		89,042
6.3	<i>2nd 2025 cash dividend payment</i>			
	- 2nd dividend payment rate	%		19
	- Number of outstanding shares	Shares		46,720,560
	- Dividend payment value	Million VND		88,769
7	Remaining profit after dividend payment	Million VND		273

## II. Profit distribution and dividend payment plan for 2026:

### 1. Appropriation rates for funds:

- Appropriation for Development and Investment Fund: 10% of profit after corporate income tax.
- Appropriation for Bonus and Welfare Fund for employees and Company Managers: not exceeding 03 months of actual salary.

### 2. Dividend payment for 2026: at least 35% of par value per share.

The above is the proposal regarding the profit distribution and dividend payment plan for 2025 and the profit distribution and dividend payment plan for 2026 of the Company. Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely thank you./.

#### Recipients:

- Shareholders;
- Representative of the Corporation's capital;
- Board of Directors' members;
- Head of the Board of Supervisors;
- Archived: VT, TC.

**OBO. THE BOARD OF DIRECTORS  
CHAIRMAN**



**Huỳnh Xuan Dao**

No.: 06 /TTr-HĐQT

Dong Nai, May 25, 2026.

## PROPOSAL

**Approval of the report on salary, remuneration, and bonus of the Board of Directors, Board of Supervisors, Board of Management, and the Person in Charge of Corporate Governance of Bien Hoa Building Materials Production and Construction Joint Stock Company (collectively referred to as the Company's Managers) for 2025, and the plan for 2026**

*To: General Meeting of Shareholders*

**I. Bases for determining salary, remuneration, and bonus of the Company's Managers for 2025 and the plan for 2026:**

- Labor Code 2019;
- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises;
- Charter of organization and operation of Bien Hoa Building Materials Production and Construction Joint Stock Company;
- Resolution of the 2025 Annual General Meeting of Shareholders and the Company's 2025 business results;
- Characteristics of the industry, business lines, and the Company's 2026 business plan.

### **II. Data section:**

#### **1. Payment of salary, remuneration, and bonus in 2025:**

*1.1. Remuneration and salaries of the Board of Directors and the Board of Supervisors:*

No.	Name	Budgeted (VND)	Implemented (VND)	Percentage
1	Salary and remuneration of the Board of Directors	1,812,000,000	1,812,000,000	100%
1.1	Salary of the Chairman of the Board of Directors	1,140,000,000	1,140,000,000	100%
1	Huynh Xuan Dao	1,140,000,000	1,140,000,000	100%
1.2	Remuneration of Board of Directors' members	672,000,000	672,000,000	100%
1	Huynh Kim Vu	168,000,000	168,000,000	100%
2	Phan Tan Dat	168,000,000	168,000,000	100%
3	Nguyen Thanh Tung	81,666,667	81,666,667	100%
4	Le Dinh Vu Long	86,333,333	86,333,333	100%
5	Pham Quoc Thai	168,000,000	168,000,000	100%
2	Salary and remuneration of the Board of Supervisors	852,000,000	852,000,000	100%



No.	Name	Budgeted (VND)	Implemented (VND)	Percentage
<b>2.1</b>	<b><i>Salary of the Head of the Board of Supervisors</i></b>	<b><i>600,000,000</i></b>	<b><i>600,000,000</i></b>	<b><i>100%</i></b>
1	Huynh Duong Tai	600,000,000	600,000,000	100%
<b>2.2</b>	<b><i>Remuneration of Supervisor</i></b>	<b><i>252,000,000</i></b>	<b><i>252,000,000</i></b>	<b><i>100%</i></b>
1	Nguyen Thi Thanh Truc	126,000,000	126,000,000	100%
2	Nguyen Thi Thu Tra	61,250,000	61,250,000	100%
3	Le Cong Son	64,750,000	64,750,000	100%
	<b>Total</b>	<b>2,664,000,000</b>	<b>2,664,000,000</b>	<b>100%</b>

***1.2. Salaries of the Board of Management (Director, Deputy Directors, and Chief Accountant):***

No.	Name	Title	Budgeted (VND)	Implemented (VND)	Percentage
1	Huynh Kim Vu	Director	960,000,000	960,000,000	100%
2	Pham Quoc Thai	Deputy Director	840,000,000	840,000,000	100%
3	Nguyen Hung Thang	Deputy Director	840,000,000	840,000,000	100%
4	Pham Thai Hop	Deputy Director	840,000,000	840,000,000	100%
5	Nguyen Nhu Thach	Deputy Director	840,000,000	840,000,000	100%
6	Hoang Dang Quoc Vinh	Deputy Director	840,000,000	840,000,000	100%
7	Tran Quoc Trieu	Chief Accountant	840,000,000	840,000,000	100%
	<b>Total</b>		<b>6,000,000,000</b>	<b>6,000,000,000</b>	<b>100%</b>

***1.3. Remuneration of the Person in Charge of Corporate Governance:***

No.	Name	Title	Budgeted (VND)	Implemented (VND)	Percentage
1	Nguyen Hung Thang	Person in charge of corporate governance	36,000,000	36,000,000	100%

***1.4. Bonus fund for Managers: 2% of profit after corporate income tax, excluding financial profit.***

No.	Content	Budgeted (VND)	Implemented (VND)	Percentage
1	Bonus fund for Managers	2,798,000,000	5,538,254,027	198%

## 2. Plan for 2026:

### 2.1. Remuneration and salaries of the Board of Directors and the Board of Supervisors:

No.	Content	Quantity	Budgeted (VND)	Note
1	Salaries and remuneration of the Board of Directors	05	2,292,000,000	
1.1	Salary of the Chairman of the Board of Directors	01	1,380,000,000	
1.2	Remuneration of Board of Directors' members	04	912,000,000	
2	Salaries and remuneration of the Board of Supervisors	03	1,176,000,000	
2.1	Salary of the Head of the Board of Supervisors	01	840,000,000	
2.2	Remuneration of Supervisor	02	336,000,000	
<b>Total 12 months</b>			<b>3,468,000,000</b>	

#### Note:

In case the Chairman of the Board of Directors is non-executive, they shall receive remuneration at a rate equal to 20% of the monthly salary of the executive Chairman of the Board of Directors.

**2.2. Salaries of the Board of Management and remuneration of the Person in Charge of Corporate Governance:** approved by the Board of Directors and in accordance with current legal regulations.

#### **2.3. Payment of salary and remuneration:**

Monthly, the Company shall advance salary and remuneration for managers equal to 80% of the budgeted salary and remuneration; the remaining 20% shall be paid according to the actual finalization at the end of the Company's fiscal year.

The above is the report on the implemented salary and remuneration fund, and the bonus fund for managers for 2025 and the plan for 2026. The Company's Board of Directors respectfully reports to the General Meeting of Shareholders./.

#### **Recipients:**

- Shareholders;
- Representative of the Corporation's capital;
- Board of Directors' members;
- Head of the Board of Supervisors;
- Archive: VT, TC.

**OBO. BOARD OF DIRECTORS  
CHAIRMAN**



**Huỳnh Xuân Đạo**



**BIEN HOA BUILDING  
MATERIALS PRODUCTION AND  
CONSTRUCTION JSC**

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**



TTTr-VLXD-BKS

*Dong Nai, May 3, 2026*

**PROPOSAL**

**Regarding the selection of an independent audit firm for the review of  
the semi-annual financial statements and the audit of the 2026 financial statements**

**To: General Meeting of Shareholders**

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;

Pursuant to Law No. 56/2024/QH15 dated November 29, 2024 amending and supplementing a number of articles of the Law on Securities;

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

Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of Organization and Operation of Bien Hoa Building Materials Production and Construction Joint Stock Company (BBCC).

In order to enhance professionalism in corporate governance and transparency in the business operations of Bien Hoa Building Materials Production and Construction Joint Stock Company, we hereby submit to the General Meeting of Shareholders for approval the plan to select the following audit firm to review the semi-annual financial statements and audit the 2026 annual financial statements of the Company as follows:

1. Select the official independent audit firm to perform the review of the semi-annual financial statements and the audit of the 2026 annual financial statements of the Company

Name of company	Address
A&C Auditing and Consulting Co., Ltd.	No. 02 Truong Son, Tan Son Hoa Ward, Ho Chi Minh City

2. Contingent independent audit firm in the event that A&C Auditing and Consulting Co., Ltd. is unable to perform the review of the semi-annual financial statements and the audit of the 2026 annual financial statements of the Company due to force majeure or other reasons for which the two parties have negotiated but failed to reach an agreement.

Name of company	Address
AASC Auditing Firm Co., Ltd. - Ho Chi Minh City Branch	3rd Floor, Galaxy 9 Building, No. 9 Nguyen Khoai, Vinh Hoi Ward, Ho Chi Minh City

These are 02 (two) audit firms operating legally in Vietnam and included in the list approved by The State Securities Commission as qualified to audit companies.

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

***Recipients:***

- Shareholders;
- Representative of the Corporation's capital;
- Board of Directors;
- Board of Supervisors;
- Archive: VT, TC.

**OBO. BOARD OF SUPERVISORS  
HEAD OF BOARD**



**Huỳnh Đường Tài**



## PROPOSAL

### Regarding the adjustment of the Company's business lines

#### To: General Meeting of Shareholders

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises;

Pursuant to the Charter of Organization and Operation of Bien Hoa Building Materials Production and Construction Joint Stock Company.

According to Decision No. 36/2025/QD-TTg dated September 29, 2025 of the Prime Minister issuing the Vietnam Standard Industrial Classification, a number of the Company's business line codes have changed compared to the previously registered list. Therefore, the Board of Directors of the Company reports and seeks the opinion of the General Meeting of Shareholders on updating and adjusting the business lines to comply with current regulations as follows:

#### 1. Group of business lines proposed for adjustment:

No.	Current business lines		Economic sector - Decision No. 36/2025/QD-TTg	
	Industry name	Industry code	Industry name	Industry code
1	Retail sale of hardware, paints, glass and other installation equipment in specialized stores (excluding building materials at the head office)	4752	Retail sale of hardware, paints, glass, materials and other installation equipment in construction (excluding building materials at the head office)	4752
2	Retail sale of household electrical appliances, beds, wardrobes, tables, chairs and similar furniture, lamps and lighting equipment, and other household items not elsewhere classified in specialized stores	4759	Retail sale of household electrical appliances, beds, wardrobes, tables, chairs and similar furniture, lamps and lighting equipment, and other household items not elsewhere classified	4759
3	Other entertainment and recreation activities not elsewhere classified Details: Eco-tourism business	9329	Other entertainment and recreation activities Details: Eco-tourism business (not operating at the head	9329

No.	Current business lines		Economic sector - Decision No. 36/2025/QĐ-TTg	
	Industry name	Industry code	Industry name	Industry code
	(not operating at the head office, only operating when the competent authority approves the location and meets business conditions in accordance with the law)		office, only operating when the competent authority approves the location and meets business conditions in accordance with the law)	
4	Wholesale of other materials and installation equipment in construction (excluding building materials at the head office)	4663	Wholesale of other materials and installation equipment in construction (excluding building materials at the head office)	4673

**2. Authorization for the Board of Directors: To perform procedures for changing the Business Registration Certificate and related procedures (due to the adjustment of business lines) with the competent State management agencies in accordance with the provisions of law.**

The Board of Directors of the Company respectfully submits and requests the General Meeting of Shareholders to consider and approve.

Sincerely ./.

**Recipients:**

- Shareholders;
- Representative of the General Corporation's capital;
- Members of the Board of Directors;
- Head of the Board of Supervisors;
- Archive: VT, TC.

**OBO. BOARD OF DIRECTORS  
CHAIRMAN**



**Huỳnh Xuân Đạo**



## **PROPOSAL**

### **Regarding the amendment and supplementation of the Charter of Organization and Operation of Bien Hoa Building Materials Production and Construction Joint Stock Company**

#### **To: General Meeting of Shareholders**

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;

Pursuant to Law No. 56/2024/QH15 dated November 29, 2024, amending and supplementing a number of articles of the Law on Securities;

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025, amending and supplementing a number of articles of the Law on Enterprises;

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

Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025, of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;

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

Pursuant to the Charter of Bien Hoa Building Materials Production and Construction Joint Stock Company

To align with current legal regulations, the Board of Directors submits to the General Meeting of Shareholders for approval the amendments to the Charter of Organization and Operation of Bien Hoa Building Materials Production and Construction Joint Stock Company (7th amendment) as follows:

#### **I. REASONS AND PURPOSE OF AMENDMENT:**

- Update the address of the Company's head office to align with the administrative boundaries of the two-level local government and the fact that Dong Nai province has become a centrally-governed city since April 30, 2026;

- Update, supplement, and complete the current Charter of Organization and Operation of Bien Hoa Building Materials Production and Construction Joint Stock Company to align with the amendments and supplements of the Law on Enterprises, the Law on Securities, and other relevant current legal regulations. Thereby, further define and specify the responsibilities, powers, and obligations of shareholders, groups of shareholders, or the General Meeting of Shareholders, the Board of Directors, the Board of



Supervisors, the Director, and other executives of the Company in managing, supervising, operating, and inspecting the activities of Bien Hoa Building Materials Production and Construction Joint Stock Company in accordance with the law;

- In a number of articles and clauses, references to the Law on Enterprises will be specified more clearly in the amended Charter, and/or references will be changed if the Company's Charter already mentions the relevant content;

- The current Charter uses the abbreviated company name 'BBCC' (abbreviation of the Company name in English) in many articles and clauses. Therefore, it is necessary to adjust it to ensure the Charter is purely in Vietnamese and purely in English.

## **II. STRUCTURE, CHAPTERS, ARTICLES, AND CONTENT OF AMENDMENT:**

**1. Number of chapters and articles of the amended Charter: unchanged compared to the current Charter.**

<b>Current Charter</b>	<b>Amended Charter</b>
Consisting of 21 chapters, 59 articles	Consisting of 21 chapters, 59 articles

### **2. Content of amendment:**

#### **2.1. Essential content of amendment:**

<b>No.</b>	<b>Current Charter</b>	<b>Amended Charter</b>
<b>1</b>	<p><b>Article 10. Redemption of shares (in case of business registration)</b></p> <p>2. The payment notice mentioned above must clearly state the new payment deadline (at least seven days from the date of sending the notice), the place of payment, and the notice must clearly state that in case of failure to pay as required, the unpaid shares will be redeemed.</p>	<p><b>Article 10. Redemption of shares</b></p> <p>2. The payment notice mentioned above must clearly state the new payment deadline (at least seven days from the date of sending the notice), but not exceeding 45 (forty-five) days from the date of sending the notice, the place of payment, and the notice must clearly state that in case of failure to pay as required, the unpaid shares will be redeemed.</p>
<b>2</b>	<p><b>Article 12. Rights of shareholders</b></p> <p>1. Common shareholders have the following rights:</p> <p>d) To freely transfer their shares to others, except for cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of the law;</p>	<p><b>Article 12. Rights of shareholders</b></p> <p>1. Common shareholders have the following rights:</p> <p>d) To freely transfer their shares to others, except for cases where this Charter provides for restrictions on share transfer, or according to the issuance regulations for each type of share approved by the General Meeting of Shareholders and other relevant provisions of the law;</p>



No.	Current Charter	Amended Charter
	<p>2. Shareholders or groups of shareholders owning 05% or more of the total common shares have the following rights:</p> <p>b) To examine, look up, and extract... of the Company;</p>	<p>2. Shareholders or groups of shareholders owning 05% or more of the total common shares have the following rights:</p> <p>b) To examine, look up, and extract... the Company. In case a shareholder uses the documents and information accessed, examined, looked up, or extracted as mentioned above for purposes other than the initial notification without the Company's consent, thereby affecting the reputation or infringing upon the rights and interests of the Company and other shareholders, such shareholder shall be fully responsible before the law and must compensate the Company and other shareholders for damages to the reputation, rights, and legitimate interests of the Company and other shareholders in accordance with regulations;</p>
3	<p><b>Article 14. General Meeting of Shareholders</b></p> <p>3.c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the written request must be made in multiple copies and collected with sufficient signatures of the relevant shareholders;</p>	<p><b>Article 14. General Meeting of Shareholders</b></p> <p>3.c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the written request must be made in multiple copies and collected with sufficient signatures of the relevant shareholders; the request to convene the meeting must be accompanied by documents and evidence of violations by the Board of Directors, the level of violation, or decisions exceeding authority. Shareholders or groups of shareholders shall be fully responsible before the law for the accuracy and honesty of the documents and</p>



No.	Current Charter	Amended Charter
		evidence provided to the competent authority when requesting to convene the General Meeting of Shareholders;
4	<p><b>Article 15. Rights and duties of the General Meeting of Shareholders</b></p> <p>1. The General Meeting of Shareholders has the following rights and obligations:</p> <p>a) To approve the development orientation of the Company;</p> <p>b) To decide on the types of shares and the total number of shares of each type authorized to be offered; to decide on the annual dividend rate for each type of share;</p> <p>c) To elect, appoint, and remove members of the Board of Directors and members of the Board of Supervisors;</p> <p>d) To decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;</p> <p>d) To decide on amendments and supplements to the Company's Charter;</p> <p>e) To approve the annual financial statements;</p> <p>g) To decide on the redemption of more than 10% of the total sold shares of each type;</p> <p>h) To consider and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and the Company's shareholders;</p> <p>i) To decide on the reorganization and dissolution of the Company;</p> <p>k) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;</p> <p>l) To approve the Internal Management Regulations; the Operating Regulations of the Board of Directors and the Board of Supervisors;</p>	<p><b>Article 15. Rights and duties of the General Meeting of Shareholders</b></p> <p><i>Reorganize Clause 1 and Clause 2 of Article 15 of the current Charter into Clause 1 of Article 15 of the amended Charter as follows (the reason is that Clause 3 of Article 15 of the current Charter already covers the entire meaning of Clause 2, and to facilitate the reference in Clause 1, Article 22 of the amended Charter, in accordance with Clause 2, Article 147 of the Law on Enterprises):</i></p> <p>1. The General Meeting of Shareholders has the following rights and obligations:</p> <p>a) Approve the Company's development orientation;</p> <p>b) Decide on the amendment and supplementation of the Company's Charter;</p> <p>c) Decide on the class of shares and the total number of shares of each class authorized to be offered;</p> <p>d) Elect, dismiss, and remove members of the Board of Directors and Supervisors;</p> <p>d) Decide on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;</p> <p>e) Approve the annual financial statements;</p> <p>g) Decide on the reorganization or dissolution of the Company;</p> <p>h) Change the business lines and sectors;</p> <p>i) Decide on the annual dividend rate for each class of shares;</p>



No.	Current Charter	Amended Charter
	<p>m) To approve the list of approved auditing firms; to decide on the approved auditing firm to inspect the Company's activities, and to remove the approved auditor when deemed necessary.</p> <p>n) Other rights and obligations as prescribed by law.</p> <p>2. The General Meeting of Shareholders shall discuss and approve the following issues:</p> <p>a) The Company's annual business plan;</p> <p>b) The audited annual financial statements;</p> <p>c) The Board of Directors' report on the corporate governance and performance results of the Board of Directors and each member of the Board of Directors;</p> <p>d) The Supervisory Board's report on the Company's business results and the performance results of the Board of Directors and the Director of the Company;</p> <p>dd) The self-assessment report on the performance of the Supervisory Board and its members;</p> <p>e) Dividend rate for each share of each class;</p> <p>g) Number of members of the Board of Directors and the Supervisory Board;</p> <p>h) Election, dismissal, and removal of members of the Board of Directors and members of the Supervisory Board;</p> <p>i) Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;</p> <p>k) Approval of the list of approved auditing firms; decision on the approved auditing firm to perform the inspection of the Company's activities when deemed necessary;</p> <p>l) Supplementation and amendment of the Company's Charter;</p>	<p>k) Decide on the repurchase of more than 10% of the total sold shares of each class;</p> <p>l) Examine and handle violations by members of the Board of Directors and Supervisors that cause damage to the Company and its shareholders;</p> <p>m) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;</p> <p>n) Approve the internal management regulations; the regulations on the operation of the Board of Directors and the Supervisory Board;</p> <p>o) Approve the list of independent auditing firms; decide on the independent auditing firm to perform the inspection of the Company's activities, and remove the independent auditor when deemed necessary;</p> <p>p) Other rights and obligations as prescribed by law.</p>

No.	Current Charter	Amended Charter
	<p>m) Class of shares and the number of new shares to be issued for each class of shares;</p> <p>n) Division, splitting, consolidation, merger, or conversion of the Company;</p> <p>o) Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;</p> <p>p) Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;</p> <p>q) Decision on the repurchase of more than 10% of the total sold shares of each class;</p> <p>r) The Company's signing of contracts or transactions with subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statements;</p> <p>s) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;</p> <p>t) Approval of the Internal Management Regulations, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Supervisory Board;</p> <p>u) Other issues as prescribed by law and this Charter.</p> <p>3. All resolutions and issues included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.</p>	<p>2. All resolutions and issues included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.</p>
5	<p><b>Article 16. Authorization to attend the General Meeting of Shareholders</b></p> <p>1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in</p>	<p><b>Article 16. Authorization to attend the General Meeting of Shareholders</b></p> <p>1. Shareholders or authorized</p>



No.	Current Charter	Amended Charter
	<p>person or authorize one or more other individuals or organizations to attend the meeting or attend through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.</p>	<p>representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting or attend through one of the following forms:</p> <p><i>a) Attend and vote directly at the meeting;</i></p> <p><i>b) Authorize other individuals or organizations to attend and vote at the meeting;</i></p> <p><i>c) Attend and vote through online conferences, electronic voting, or other electronic forms;</i></p> <p><i>d) Send voting ballots to the meeting via mail, fax, or email;</i></p> <p><i>e) Send voting ballots by other means as prescribed in the Company's Charter.</i></p>
6	<p><b>Article 17. Change of rights</b></p> <p>1. The change or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on content that adversely changes the rights and obligations of shareholders owning preference shares shall only be approved if it is approved by shareholders owning preference shares of the same class attending the meeting representing 75% or more of the total preference shares of that class, or approved by shareholders owning preference shares of the same class representing 75% or more of the total preference shares of that class in case the resolution is approved in the form of written opinion collection.</p>	<p><b>Article 17. Change of rights</b></p> <p>Split Clause 1 of the current Charter into 02 clauses:</p> <p>1. The change or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting.</p> <p>2. A resolution of the General Meeting of Shareholders on content that adversely changes the rights and obligations of shareholders owning preference shares shall only be approved if it is approved by shareholders owning preference shares of the same class attending the meeting representing 75% or more of the total preference shares of that class, or approved by shareholders owning preference shares of the same class representing 75% or more of the total preference shares of that class in case the resolution is approved in the form of written opinion collection.</p>



No.	Current Charter	Amended Charter
7	<p><b>Article 19. Conditions for conducting the General Meeting of Shareholders</b></p> <p>2. In case the first meeting does not meet the conditions for being conducted as prescribed in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total voting shares.</p> <p>3. In case the second meeting does not meet the conditions for being conducted as prescribed in Clause 2 of this Article, the notice for the third meeting shall be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the shareholders attending the meeting.</p>	<p><b>Article 19. Conditions for conducting the General Meeting of Shareholders</b></p> <p>2. In case the first meeting does not have the necessary number of delegates within 30 (thirty) minutes from the scheduled opening time of the meeting, the person convening the meeting shall cancel the meeting. The General Meeting of Shareholders must be reconvened within 30 (thirty) days from the intended date of the first General Meeting of Shareholders. The second General Meeting of Shareholders shall only be conducted when the members attending are shareholders and authorized representatives representing at least 33% of the voting shares.</p> <p>3. In case the second meeting is not conducted due to the lack of the necessary number of delegates within 30 (thirty) minutes from the scheduled opening time of the meeting, the third General Meeting of Shareholders may be convened within 20 (twenty) days from the intended date of the second meeting, and in this case, the meeting shall be conducted regardless of the number of shareholders or authorized representatives attending and shall be considered valid and have the right to decide on all issues expected to be approved at the first General Meeting of Shareholders.</p>
8	<p><b>Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders</b></p> <p>5. The General Meeting of Shareholders shall discuss and vote on each issue in the meeting agenda. Voting shall be conducted by voting in favor, against, or abstaining. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting.</p>	<p><b>Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders</b></p> <p>5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by casting votes for, against, or abstaining. To ensure accurate and rapid vote counting, the Company may design and apply information technology solutions with</p>



No.	Current Charter	Amended Charter
	<p>10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company is responsible for ensuring that shareholders can attend and vote by 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/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.</p>	<p>the assurance that shareholders can select their own voting options for each issue submitted for approval at the meeting. The total number of votes for, against, abstentions, or invalid votes for each issue shall be announced by the Chairperson or requested to be announced by the Vote Counting Committee immediately after the voting on that issue is counted or immediately before the closing of the meeting.</p> <p>10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic voting or other technological forms as prescribed by law. The Board of Directors shall develop the procedures for online meetings in the Internal Management Regulations to organize the General Meeting of Shareholders based on legal regulations, appropriate technical and technological platforms, and ensure compliance with the basic principles of the General Meeting of Shareholders as prescribed by law.</p> <p><i>When organizing the General Meeting of Shareholders via online meetings or a combination of in-person and online, shareholders of the Company, after completing the registration/login procedures for the Company's online meeting stream, are considered to be participating in the General Meeting of Shareholders at the main venue of the meeting. Shareholders may attend the General Meeting of Shareholders by telephone or other electronic means, provided that each such shareholder must be able to hear other shareholders present at the meeting and the shareholders present must be able to hear or clearly understand what this shareholder is expressing.</i></p>

No.	Current Charter	Amended Charter
		<i>This form of attendance is considered equivalent to attending in person. In such cases, voting shall be conducted in a manner appropriate to the means of information exchange.</i>
9	<p><b>Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be passed</b></p> <p>1. A Resolution on the following content shall be passed if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting, except for cases prescribed in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:</p> <p>2. Resolutions shall be passed when approved by shareholders owning over 50% of the total voting shares of all shareholders attending the meeting, except for cases prescribed in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.</p>	<p><b>Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be passed</b></p> <p>1. A Resolution on the following content shall be passed if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting:</p> <p>2. Other resolutions shall be passed when approved by shareholders owning over 50% of the total voting shares of all shareholders attending and voting at the meeting, except for cases prescribed in Clause 1, Clause 3 of this Article, and Clause 2, Article 17, Clause 8, Article 22 of this Charter.</p> <p><b>Newly added Clause 3.</b> Unless the Election Regulations provide otherwise and are approved by the General Meeting of Shareholders, voting to elect members of the Board of Directors and the Supervisory Board must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and the shareholder has the right to accumulate all or part of their total votes for one or more candidates. The person elected as a member of the Board of Directors or Supervisor is determined by the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members prescribed in the Company's</p>



No.	Current Charter	Amended Charter
		<p>Charter is reached. In case there are 02 (two) or more candidates with the same number of votes for the last member of the Board of Directors or the Supervisory Board, a re-election shall be held among the candidates with the same number of votes or selected according to the criteria prescribed in the Election Regulations or the Company's Charter.</p> <p>In case of electing only 01 (one) member of the Board of Directors, or 01 (one) member of the Supervisory Board, and there is only 01 (one) candidate, that candidate is considered elected if they receive over 50% of the total votes of shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders.</p>
10	<p><b>Article 22. Authority and procedures for collecting shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders</b></p> <p>1. The Board of Directors has the right to collect shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders when deemed necessary for the Company's interest, except for cases prescribed in Clause 2, Article 147 of the Law on Enterprises.</p>	<p><b>Article 22. Authority and procedures for collecting shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders</b></p> <p>1. The Board of Directors has the right to collect shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders when deemed necessary for the Company's interest, except for cases prescribed in Points a, b, c, d, dd, e, g, Clause 1, Article 15 of this Charter.</p>
11	<p><b>Article 26. Composition and term of office of members of the Board of Directors</b></p> <p>3. The structure of the Board of Directors is as follows: The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members</p>	<p><b>Article 26. Composition and term of office of members of the Board of Directors</b></p> <p>3. The structure of the Board of Directors is as follows: The structure of the Board of Directors of the Company must ensure that there is at least 01 (one) non-executive member</p>
12	<p><b>Article 30. Meetings of the Board of Directors</b></p> <p>There are 12 clauses</p>	<p><b>Article 30. Meetings of the Board of Directors</b></p> <p><b>Added Clause 13.</b> A resolution in the form of collecting written opinions is passed based on the approval of the</p>



No.	Current Charter	Amended Charter
		majority of members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution passed by members of the Board of Directors at a meeting convened and organized in accordance with practice
13	<b>Article 42. Duty of honesty and avoidance of conflicts of interest</b> b) For transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statements, important contents of this transaction.....	<b>Article 42. Duty of honesty and avoidance of conflicts of interest</b> b) For transactions with a value of thirty-five percent (35%) or more, or transactions resulting in a transaction value arising within twelve (12) months from the date of the first transaction with a value of thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statements, important contents of this transaction.....
14	<b>Article 46. Profit distribution</b> 5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution and decision to determine a specific date to close the list of shareholders. Based on that date, persons registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, receive notices, or other documents.	<b>Article 46. Profit distribution</b> 5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution and decision to determine a specific date to close the list of shareholders. Based on that date, persons registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, receive notices, or other documents. <i>The Board of Directors may decide to pay interim cash dividends to shareholders based on the annual dividend plan approved by the General Meeting of Shareholders and the actual production and business situation and results of the Company.</i>

### 3.2. Other content of amendment:

In addition to the essential contents mentioned above, there are a number of amendments regarding format, terminology, correction of abbreviations (changing BBCC to Company, VLXD to building materials), and changes to references (e.g., changing 'group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises has the right' to 'group of shareholders specified in Clause 2, Article 12 of this Charter has the right'), effective dates, etc. In particular, the points of change between the 7th amended Charter and the current Charter are specified in Appendix I (attached).



Any arising adjustments or amendments (if any) according to the opinions and resolutions of the General Meeting of Shareholders shall be authorized to the Board of Directors of the Company to implement in accordance with the law.

Respectfully submit to the General Meeting of Shareholders for consideration and approval of the full text of the Charter of Organization and Operation of Bien Hoa Building Materials Production and Construction Joint Stock Company, as amended and supplemented for the 7th time.

Sincerely./.

***Recipients:***

- Dear shareholders;
- Members of the Company's Board of Directors;
- Head of the Board of Supervisors;
- Archived: VT, TC.

**OBO. BOARD OF DIRECTORS  
CHAIRPERSON**



**Huỳnh Xuân Đạo**

## APPENDIX DETAILED CONTENT OF AMENDMENTS SUPPLEMENTS TO THE COMPANY CHARTER

No.	Current Charter	Proposed amendments and supplements
1	<b>PREAMBLE</b>  This Charter was adopted pursuant to Resolution of the General Meeting of Shareholders No. 01/2023/GMS dated 25 May 2023	<b>PREAMBLE</b>  This Charter was adopted pursuant to Resolution of the General Meeting of Shareholders No. 01/2026/GMS dated 16 June 2026
2	<b>CHAPTER I: DEFINITION OF TERMS IN THE CHARTER</b>	<b>CHAPTER I: DEFINITION OF TERMS IN THE CHARTER</b>
3	<b>Article 1. Interpretation of terms</b>	<b>Article 1. Definitions</b>
4	d) Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;	d) Law on Enterprises is the <b>current Law on Enterprises and its amendments and supplements (if any);</b>
5	e) Law on Securities is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;	e) Law on Securities is the <b>current Law on Securities and its amendments and supplements (if any);</b>
6	h) <b>Corporate manager</b> is the Director, Deputy Director, Chief Accountant, and other managers as prescribed by the Company's Charter;	h) <b>Company manager</b> is the Director, Deputy Director, Chief Accountant, and other managers as prescribed by the Company's Charter;
7	i) <b>Corporate manager is the manager of the Company, including</b> the Chairman of the Board of Directors, members of the Board of Directors, the Director, and individuals holding other management titles as prescribed by the Company's Charter;	i) <b>Company manager is</b> the Chairman of the Board of Directors, members of the Board of Directors, the Director, and individuals holding other management titles as prescribed by the Company's Charter;
8	k) Affiliated persons are individuals and organizations as defined <b>in Clause 46, Article 4 of the Law on Securities;</b>	k) Affiliated persons are individuals and organizations as defined <b>in the Law on Enterprises and the Law on Securities;</b>
9	l) Shareholder is an individual or organization owning at least one share of Bien Hoa Building Materials Production and Construction Joint Stock Company;	l) Shareholder is an individual or organization owning at least one share of Bien Hoa Building Materials Production and Construction Joint Stock Company;
10	l) Shareholder is an individual or organization owning at least one	m) Founding shareholder is a shareholder who owns at least one



No.	Current Charter	Proposed amendments and supplements
	share of Bien Hoa Building Materials Production and Construction Joint Stock Company;	ordinary share and has signed the list of founding shareholders of Bien Hoa Building Materials Production and Construction Joint Stock Company;
11	n) Major shareholder is a shareholder as defined in Clause 18, Article 4 of the Law on Securities;	n) Major shareholder is a shareholder owning 05% or more of the voting shares of the Company;
12	q) Enterprises and affiliated departments are dependent accounting units of BBCC and are within the organizational structure of BBCC.	q) Enterprises and affiliated departments are dependent accounting units and are within the organizational structure of the Company.
13	<b>CHAPTER II: NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING DURATION, AND LEGAL REPRESENTATIVE OF THE COMPANY</b>	<b>CHAPTER II: NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING DURATION, AND LEGAL REPRESENTATIVE OF THE COMPANY</b>
	Article 2. Name, form, head office, branches, representative offices, business locations, and operating duration of BBCC	Article 2. Name, form, head office, branches, representative offices, business locations, and operating duration of the Company
	2. BBCC is a joint stock company with legal personality in accordance with the current laws of Vietnam.	2. Bien Hoa Building Materials Production and Construction Joint Stock Company is an independent legal entity; the Company is organized and operates in accordance with the Law on Enterprises and this Charter.
14	3. The registered head office of BBCC is: - Address of head office: K4/79C, Nguyen Tri Phuong, <b>KP3, Buu Hoa Ward, Bien Hoa City, Dong Nai Province, Vietnam</b>	3. The registered head office of the Company is: - Address of head office: K4/79C, Nguyen Tri Phuong, <b>Buu Hoa 3 Quarter, Bien Hoa Ward, Dong Nai City, Vietnam.</b>

No.	Current Charter	Proposed amendments and supplements
15	4. <b>BBCC</b> may establish branches and representative offices at business locations to carry out the operational objectives of <b>BBCC</b> in accordance with the decision of the Board of Directors and within the scope permitted by law.	4. <b>The Company</b> may establish branches and representative offices at business locations to carry out the operational objectives of the Company in accordance with the decision of the Board of Directors and within the scope permitted by law.
16	<b>CHAPTER III: OBJECTIVES, BUSINESS SCOPE, AND OPERATIONS OF BBCC</b>	<b>CHAPTER III: OBJECTIVES, BUSINESS SCOPE, AND OPERATIONS OF THE COMPANY</b>
17	<b>Article 4. Operational objectives of BBCC</b>	<b>Article 4. Operational objectives of the Company</b>
18	1. The business lines of <b>BBCC</b> are:	1. The business lines of the <b>Company</b> are:  The amended Charter adjusts the content of 03 groups of business lines (industry codes: 4752, 4759, 9329) and adjusts the industry code (4663 to 4673) in accordance with Decision No. 36/2025/QĐ-TTg dated 29 September 2025 of the Prime Minister issuing the Vietnam Standard Industrial Classification; details have just been reported to the General Meeting of Shareholders in the proposal on adjusting the Company's business lines
19	2. Operational objectives of <b>BBCC</b> :	2. Operational objectives of the <b>Company</b> :
	- Maximize the overall operational efficiency of the entire <b>BBCC</b> and its Enterprises, affiliated departments, and associate companies;	- Maximize the overall operational efficiency of the entire <b>Company</b> and its Enterprises, affiliated departments, and associate companies;
20	3. <b>BBCC</b> may conduct any other form of business not prohibited by law and which the Board of Directors deems most beneficial for <b>BBCC</b> .	3. The <b>Company</b> may conduct any other form of business not prohibited by law and which the Board of Directors deems most beneficial for the Company.



No.	Current Charter	Proposed amendments and supplements
21	<b>Article 5. Business scope and operations of BBCC</b>	<b>Article 5. Business scope and operations of the Company</b>
	<i>BBCC is permitted to conduct business activities in the lines specified in.....</i>	<i>The Company is permitted to conduct business activities in the lines specified in.....</i>
	<b>CHAPTER IV: CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS</b>	<b>CHAPTER IV: CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS</b>
	<b>Article 6. Charter capital, shares, founding shareholders</b>	<b>Article 6. Charter capital, shares, founding shareholders</b>
	2. <b>BBCC</b> may change .....	2. <b>The Company</b> may change .....
23	3. The shares of <b>BBCC</b> on the date of adoption of this Charter ...	3. The shares of the <b>Company</b> on the date of adoption of this ...
24	4. <b>BBCC</b> may issue types of .....	4. The <b>Company</b> may issue types of .....
25	5. Ordinary shares..... in <b>BBCC</b> , except in cases where the General Meeting of Shareholders... of <b>BBCC</b> decides....	5. Ordinary shares.... in the <b>Company</b> , except in cases where the General Meeting of Shareholders... of the <b>Company</b> decides....
26	6. <b>BBCC</b> may purchase shares held by .....	6. The <b>Company</b> may purchase shares held by .....
	<b>Article 7. Share certificates</b>	<b>Article 7. Share certificates</b>
27	2. A share certificate is a type of security confirming the legal rights and interests of the owner to a portion of the share capital of <b>the issuing organization</b> . A share certificate must contain all the contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.	2. A share certificate is a type of security confirming the legal rights and interests of the owner to a portion of the share capital of the Company. Except for cases where shares are deposited at <b>Viet Nam Securities Depository and Clearing Corporation</b> , a share certificate must contain all the contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
28	<b>Article 10. Forfeiture of shares (in case of enterprise registration)</b>	<b>Article 10. Forfeiture of shares</b>
29	2. The aforementioned payment notice must clearly state the new	2. The aforementioned payment notice must clearly state the new

No.	Current Charter	Proposed amendments and supplements
	payment deadline (at least seven days from the date of sending the notice), the payment location, and the notice must clearly state that in case of failure to pay as required, the unpaid shares will be forfeited.	payment deadline (at least seven days from the date of sending the notice), <b>but it must not exceed 45 (forty-five) days from the date of sending the notice</b> ; the payment location and the notice must clearly state that in case of non-payment as required, the unpaid shares shall be subject to forfeiture.
30	<b>CHAPTER V: ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL</b>	<b>CHAPTER V: ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL</b>
	<b>Article 11. Organizational structure, governance, and control</b> The management, governance, and control structure of BBCC includes:	<b>Article 11. Organizational structure, governance, and control</b> The management, governance, and control structure of the <b>Company</b> includes:
31	<b>CHAPTER VI: SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS</b>	<b>CHAPTER VI: SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS</b>
	<b>Article 12. Rights of shareholders</b>  1. Ordinary shareholders have the following rights:  d) To freely transfer their shares to others, except in cases prescribed in <b>Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law</b> ;	<b>Article 12. Rights of shareholders</b>  1. Ordinary shareholders have the following rights:  d) To freely transfer their shares to others, except where this <b>Charter provides for restrictions on share transfer, or in accordance with the issuance regulations for each type of share approved by the General Meeting of Shareholders and other relevant provisions of law</b> ;
32	2. Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the following rights: b) To examine, look up, and extract... of the Company;	2. Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the following rights: b) To examine, look up, and extract... of the Company. <b>In case a shareholder uses the documents and information accessed, examined, looked up, or extracted as mentioned above for purposes other than the initial stated purpose without the Company's consent, thereby affecting the reputation or</b>



No.	Current Charter	Proposed amendments and supplements
		infringing upon the rights and interests of the Company and other shareholders, such shareholder shall be fully responsible before the law and must compensate the Company and other shareholders for damages to the reputation, rights, and legitimate interests of the Company and other shareholders in accordance with regulations;
33	3. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates to the Board of Directors and the Supervisory Board. <b>If the Company Charter does not provide otherwise</b> , the nomination of candidates to the Board of Directors and the Supervisory Board shall be carried out as follows:	3. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination of candidates to the Board of Directors and the Supervisory Board shall be carried out as follows:
34	<b>Article 14. General Meeting of Shareholders</b> 3.c) Upon the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear sufficient signatures of the relevant shareholders, or the written request may be made in multiple copies and collected to include sufficient signatures of the relevant shareholders;	<b>Article 14. General Meeting of Shareholders</b> 3.c) Upon the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear sufficient signatures of the relevant shareholders, or the written request may be made in multiple copies and collected to include sufficient signatures of the relevant shareholders; <b>the request to convene the meeting must be accompanied by documents and evidence regarding the violations of the Board of Directors, the extent of the violations, or the decision exceeding their authority. Shareholders or groups of shareholders shall be fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting to convene a General Meeting of Shareholders;</b>



No.	Current Charter	Proposed amendments and supplements
35	<p><b>Article 15. Rights and duties of the General Meeting of Shareholders</b></p> <p>1. The General Meeting of Shareholders has the following rights and duties:</p> <ul style="list-style-type: none"> <li>a) To approve the development orientation of the Company;</li> <li>b) To decide on the types of shares and the total number of shares of each type offered for sale; to decide on the annual dividend rate for each type of share;</li> <li>c) To elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;</li> <li>d) To decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;</li> <li>d) To decide on the amendment and supplementation of the Company Charter;</li> <li>e) To approve the annual financial statements;</li> <li>g) To decide on the repurchase of more than 10% of the total sold shares of each type;</li> <li>h) To examine and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;</li> <li>i) To decide on the reorganization or dissolution of the Company;</li> <li>k) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;</li> </ul>	<p><b>Article 15. Rights and duties of the General Meeting of Shareholders</b></p> <p>1. The General Meeting of Shareholders has the following rights and duties:</p> <ul style="list-style-type: none"> <li>a) To approve the development orientation of the Company;</li> <li>b) To decide on the amendment and supplementation of the Company Charter;</li> <li>c) To decide on the types of shares and the total number of shares of each type offered for sale;</li> <li>d) To elect, dismiss, and remove members of the Board of Directors and Supervisors;</li> <li>d) To decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;</li> <li>e) To approve the annual financial statements;</li> <li>g) To decide on the reorganization or dissolution of the Company;</li> <li>h) To change the business lines and fields of business;</li> <li>i) To decide on the annual dividend rate for each type of share;</li> <li>k) To decide on the repurchase of more than 10% of the total sold shares of each type;</li> <li>l) To examine and handle violations by members of the Board of Directors and Supervisors that cause damage to the Company and its shareholders;</li> <li>m) To decide on the budget or total remuneration, bonuses, and</li> </ul>



No.	Current Charter	Proposed amendments and supplements
	<p>l) To approve the Internal Regulations on Corporate Governance; the Regulations on the operation of the Board of Directors and the Supervisory Board;</p> <p>m) To approve the list of approved auditing firms; to decide on the approved auditing firm to inspect the Company's operations, and to remove the approved auditor when deemed necessary;</p> <p>n) Other rights and duties as prescribed by law.</p>	<p>other benefits for the Board of Directors and the Supervisory Board;</p> <p>n) To approve the Internal Regulations on Corporate Governance; the Regulations on the operation of the Board of Directors and the Supervisory Board;</p> <p>o) To approve the list of independent auditing firms; to decide on the independent auditing firm to inspect the Company's operations, and to remove the independent auditor when deemed necessary;</p> <p>p) Other rights and duties as prescribed by law.</p>
36	<p>2. The General Meeting of Shareholders shall discuss and approve the following matters:</p> <p>a) The Company's annual business plan;</p> <p>b) The audited annual financial statements;</p> <p>c) The report of the Board of Directors on the governance and performance results of the Board of Directors and each member of the Board of Directors;</p> <p>d) The report of the Supervisory Board on the Company's business results and the performance results of the Board of Directors and the Director of the Company;</p> <p>d) The self-assessment report on the performance results of the Supervisory Board and its members;</p> <p>e) The dividend rate for each share of each type;</p> <p>g) The number of members of the Board of Directors and the Supervisory Board;</p> <p>h) To elect, dismiss, and remove members of the Board of</p>	

No.	Current Charter	Proposed amendments and supplements
	<p>Directors and members of the Supervisory Board;</p> <p>i) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;</p> <p>k) To approve the list of approved auditing firms; to decide on the approved auditing firm to inspect the Company's operations when deemed necessary;</p> <p>l) To supplement and amend the Company Charter;</p> <p>m) The types of shares and the number of new shares to be issued for each type of share;</p> <p>n) To divide, split, consolidate, merge, or convert the Company;</p> <p>o) To reorganize and dissolve (liquidate) the Company and appoint a liquidator;</p> <p>p) To decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;</p> <p>q) To decide on the repurchase of more than 10% of the total sold shares of each type;</p> <p>r) The Company's entry into contracts or transactions with subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;</p> <p>s) To approve transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of</p>	



No.	Current Charter	Proposed amendments and supplements
	<p>the Law on Securities;</p> <p>t) To approve the Internal Regulations on Corporate Governance, the Regulations on the operation of the Board of Directors, and the Regulations on the operation of the Supervisory Board;</p> <p>u) Other matters as prescribed by law and this Charter.</p>	
37	<p>3. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.</p>	<p>2. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.</p>
38	<p><b>Article 16. Authorization to attend the General Meeting of Shareholders</b></p> <p>1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend, or attend through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.</p>	<p><b>Article 16. Authorization to attend the General Meeting of Shareholders</b></p> <p>1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend, or attend through one of the following forms:</p> <p><i>a) Attending and voting directly at the meeting;</i></p> <p><i>b) Authorizing other individuals or organizations to attend and vote at the meeting;</i></p> <p><i>c) Attending and voting via online conference, electronic voting, or other electronic forms;</i></p> <p><i>d) Sending voting ballots to the meeting via mail, fax, or email;</i></p> <p><i>e) Sending voting ballots by other means as prescribed in the Company Charter.</i></p>
39	<p><b>Article 17. Change of rights</b></p> <p>1. The change or cancellation of special rights attached to a class</p>	<p><b>Article 17. Change of rights</b></p> <p>1. The change or cancellation of special rights attached to a class</p>

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	<p>of preferred shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting. A Resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if approved by shareholders owning 75% or more of the total preferred shares of that class attending the meeting, or if approved by shareholders owning 75% or more of the total preferred shares of that class in the case of passing a resolution via written opinion collection.</p> <p>2. Organization of the meeting.....  3. Procedures for conducting ...  4. Unless the issuance terms.....</p>	<p>of preferred shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting.</p> <p>2. A Resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if approved by shareholders owning 75% or more of the total preferred shares of that class attending the meeting, or if approved by shareholders owning 75% or more of the total preferred shares of that class in the case of passing a resolution via written opinion collection.</p> <p>3. Organization of the meeting.....  4. Procedures for conducting...  5. Unless the issuance terms.....</p>
40	<p><b>Article 19. Conditions for conducting the General Meeting of Shareholders</b></p> <p>2. In case the first meeting does not meet the conditions for conducting as prescribed in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent 33% or more of the total voting shares.</p>	<p><b>Article 19. Conditions for conducting the General Meeting of Shareholders</b></p> <p>2. In case the first meeting does not have a sufficient number of delegates within 30 (thirty) minutes from the scheduled opening time, the convener shall cancel the meeting. The General Meeting of Shareholders must be reconvened within 30 (thirty) days from the intended date of the first General Meeting of Shareholders. The second General Meeting of Shareholders shall only be conducted when the members attending are shareholders and authorized representatives representing at least 33% of the voting shares.</p>
41	<p>3. In case the second meeting does not meet the conditions for</p>	<p>3. In case the second meeting is not conducted due to an</p>



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	conducting as prescribed in Clause 2 of this Article, the notice for the third meeting shall be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the shareholders attending the meeting.	insufficient number of delegates within 30 (thirty) minutes from the scheduled opening time, the third General Meeting of Shareholders may be convened within 20 (twenty) days from the intended date of the second meeting, and in this case, the meeting shall be conducted regardless of the number of shareholders or authorized representatives attending and shall be considered valid and authorized to decide on all matters intended for approval at the first General Meeting of Shareholders.
42	<p><b>Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders</b></p> <p>1. Before opening the meeting, the Company must carry out shareholder registration procedures and must continue registration until all shareholders entitled to attend the meeting have registered, in the following order:</p> <p>a) When conducting shareholder registration, the Company issues..... decision. <b>The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting.</b> The meeting shall elect persons responsible for vote counting or supervising vote counting as proposed by the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson;</p>	<p><b>Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders</b></p> <p>1. Before opening the meeting, the Company must carry out shareholder registration procedures and must continue registration until all shareholders entitled to attend the meeting have registered, in the following order:</p> <p>a) When conducting shareholder registration, the Company issues..... decision. The meeting shall elect persons responsible for vote counting or supervising vote counting as proposed by the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson;</p>
43	5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, or abstaining. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting.	5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, or abstaining. <b>To ensure accurate and prompt vote counting, the Company may design and apply information technology solutions with the assurance that shareholders can</b>



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		<p>exercise their right to choose voting options for each issue submitted for approval at the meeting. The total number of votes in favor, against, abstentions, or invalid votes for each issue shall be announced by the Chairperson or requested to be announced by the vote counting committee immediately after counting the votes for that issue or immediately before the closing of the meeting.</p>
44	<p>10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company is responsible for ensuring that shareholders can attend and vote via electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.</p>	<p>10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company is responsible for ensuring that shareholders can attend and vote via electronic voting or other technological forms as prescribed by law. The Board of Directors shall develop the procedures for online meetings in the Regulations on Corporate Governance to organize the General Meeting of Shareholders based on legal provisions, appropriate technical and technological platforms, and ensure compliance with the fundamental principles of the General Meeting of Shareholders as prescribed by law.</p> <p><i>When organizing the General Meeting of Shareholders via online meeting/or a combination of in-person and online, shareholders of the Company, after completing the registration/login procedures for the Company's online meeting link, shall be considered as participating in the General Meeting of Shareholders at the main venue of the meeting. Shareholders may attend the General Meeting of Shareholders via telephone or other electronic means, provided that each such shareholder must be able to hear other shareholders present at the meeting and the shareholders present must be able to hear or clearly understand the opinions of such shareholder. This form of attendance is</i></p>



No.	Current Charter	Proposed amendments and supplements
		<i>considered equivalent to attending in person. In such cases, voting shall be conducted in a manner appropriate to the means of information exchange.</i>
45	<p><b>Article 21. Conditions for passing Resolutions of the General Meeting of Shareholders</b></p> <p>1. A Resolution on the following content shall be passed if approved by shareholders representing 65% or more of the total voting shares of all shareholders <b>attending the meeting</b>, except in cases prescribed in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:</p>	<p><b>Article 21. Conditions for passing Resolutions of the General Meeting of Shareholders</b></p> <p>1. A Resolution on the following content shall be passed if approved by shareholders representing 65% or more of the total voting shares of all shareholders <b>attending and voting at the meeting</b>:</p>
46	<p>2. Resolutions are passed when approved by shareholders owning more than 50% of the total voting shares of all shareholders <b>attending the meeting, except for cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.</b></p>	<p>2. Other resolutions are passed when approved by shareholders owning more than 50% of the total voting shares of all shareholders <b>attending and voting at the meeting, except for cases specified in Clause 1, Clause 3 of this Article and Clause 2 of Article 17, Clause 8 of Article 22 of this Charter.</b></p>
47		<p>3. Unless the Election Regulations provide otherwise and are approved by the General Meeting of Shareholders, the voting for members of the Board of Directors and the Supervisory Board must be conducted by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and the shareholder has the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or Supervisors are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the</p>

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		<p>Company Charter is reached. In the event that two (02) or more candidates receive the same number of votes for the final member of the Board of Directors or the Supervisory Board, a re-vote shall be conducted among the candidates with the same number of votes or selected according to the criteria specified in the Election Regulations or the Company Charter.</p> <p>In the case of electing only one (01) member of the Board of Directors or one (01) member of the Supervisory Board and there is only one (01) candidate, that candidate shall be considered elected if they receive more than 50% of the total votes of shareholders with voting rights present in person or through authorized representatives at the General Meeting of Shareholders.</p>
48	<p>3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the order and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Company Charter.</p>	<p>4. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the order and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Company Charter.</p>
49	<p><b>Article 22. Authority and procedures for collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders</b></p> <p>1. The Board of Directors has the right to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, <b>except for cases specified in Clause 2 of Article 147 of the Law on Enterprises.</b></p>	<p><b>Article 22. Authority and procedures for collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders</b></p> <p>1. The Board of Directors has the right to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, <b>except for cases specified in points a, b, c, d, dd, e, g of Clause 1, Article 15 of this Charter.</b></p>
	<p><b>Article 24. Request for cancellation of resolutions of the General Meeting of Shareholders</b></p>	<p><b>Article 24. Request for cancellation of resolutions of the General Meeting of Shareholders</b></p>



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50	<p>Within 90 days from... the group of shareholders specified in Clause 2, <b>Article 115 of the Law</b> on Enterprises has the right to request the Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:</p> <p>1. The order and procedures for convening the meeting..., except for cases specified in <b>Clause 3, Article 21 of this Charter</b>.</p>	<p>Within 90 days from... the group of shareholders specified in Clause 2, <b>Article 12 of this Charter</b> has the right to request the Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:</p> <p>1. The order and procedures for convening the meeting..., except for cases specified in <b>Clause 4, Article 21 of this Charter</b>.</p>
51	<b>CHAPTER VII: BOARD OF DIRECTORS</b>	<b>CHAPTER VII: BOARD OF DIRECTORS</b>
	<p><b>Article 25. Candidacy and nomination of members of the Board of Directors</b></p> <p>1. In case a candidate has been identified...</p> <p>e) Other information (if any) as prescribed by the Company Charter;</p> <p>g) The Company is responsible for disclosing information about companies where the candidate is currently holding the position of member of the Board of Directors, other management titles, and interests related to <b>BBCC</b> of the Board of Directors candidate (if any).</p>	<p><b>Article 25. Candidacy and nomination of members of the Board of Directors</b></p> <p>1. In case a candidate has been identified...</p> <p>e) Other information (if any);</p> <p>g) The Company is responsible for disclosing information about companies where the candidate is currently holding the position of member of the Board of Directors, other management titles, and interests related to the <b>Company</b> of the Board of Directors candidate (if any).</p>
52	<p>3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not sufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce more.....</p>	<p>3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not sufficient as required by the Company Charter, the incumbent Board of Directors shall introduce more.....</p>
53	<b>Article 26. Composition and term of office of members of the Board of Directors</b>	<b>Article 26. Composition and term of office of members of the Board of Directors</b>

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	<p>3. The structure of the Board of Directors is as follows:</p> <p>The structure of the Board of Directors of a public company must ensure that <b>at least 1/3 of the total number of members of the Board of Directors are non-executive members</b></p>	<p>3. The structure of the Board of Directors is as follows:</p> <p>The structure of the Company's Board of Directors must ensure that there is <b>at least 01 (one) non-executive member</b></p>
54	<p><b>Article 27. Powers and obligations of the Board of Directors</b></p> <p>3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities as prescribed in <b>Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.</b></p>	<p><b>Article 27. Powers and obligations of the Board of Directors</b></p> <p>3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities <b>in accordance with current laws.</b></p>
55	<p><b>Article 30. Meetings of the Board of Directors</b></p> <p>There are 12 clauses</p>	<p><b>Article 30. Meetings of the Board of Directors</b></p> <p>Add the following clause:</p> <p><i>13. Resolutions in the form of written opinions are passed based on the approval of the majority of members of the Board of Directors with voting rights. This resolution is as valid and effective as a resolution passed by members of the Board of Directors at a meeting convened and organized in accordance with standard practice.</i></p>
56	<p><b>CHAPTER VIII: DIRECTOR AND OTHER CORPORATE MANAGERS</b></p> <p><b>Article 34. Corporate managers</b></p> <p>1. BBCC corporate managers include</p>	<p><b>CHAPTER VIII: DIRECTOR AND OTHER CORPORATE MANAGERS</b></p> <p><b>Article 34. Corporate managers</b></p> <p>1. Company corporate managers include</p>
57	<p>2. Upon the proposal of the Director and with the approval of the Board of Directors, BBCC is</p>	<p>2. Upon the proposal of the Director and with the approval of the Board of Directors, the Company is</p>



No.	Current Charter	Proposed amendments and supplements
58	Article 35. Appointment, dismissal, duties, and powers of the Company Director	Article 35. Appointment, dismissal, duties, and powers of the Company Director
59	1. The Board of Directors appoints 01 member of the Board of Directors or hires another person as the Director of BBCC.	1. The Board of Directors appoints 01 member of the Board of Directors or hires another person as the Company Director.
60	<b>CHAPTER IX: SUPERVISORY BOARD</b>	<b>CHAPTER IX: SUPERVISORY BOARD</b>
	<b>Article 38. Head of the Supervisory Board</b>	<b>Article 38. Head of the Supervisory Board</b>
	2. Powers and obligations of the Head of the Supervisory Board:	2. Powers and obligations of the Head of the Supervisory Board: Add point c) Prepare and sign the Supervisory Board's report on the Company's business results, the performance results of the Board of Directors and the Director after consulting with the Board of Directors, and the self-assessment report on the performance of the Supervisory Board and its members to submit to the General Meeting of Shareholders.
61	<b>Article 39. Powers and obligations of the Supervisory Board</b>	<b>Article 39. Powers and obligations of the Supervisory Board</b>
	7. Report at the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.	7. Report at the General Meeting of Shareholders in accordance with current laws.
62	<b>Article 42. Responsibility for honesty and avoidance of conflicts of interest</b>	<b>Article 42. Responsibility for honesty and avoidance of conflicts of interest</b>
	b) For transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statements, the important contents of this transaction.....	b) For transactions with a value of thirty-five percent (35%) or more, or transactions resulting in the total transaction value incurred within twelve (12) months from the date of the first transaction being thirty-five percent (35%) or more of the total

No.	Current Charter	Proposed amendments and supplements
		asset value recorded in the most recent financial statements, the important contents of this transaction.....
63	<b>CHAPTER XIII: PROFIT DISTRIBUTION</b>	<b>CHAPTER XIII: PROFIT DISTRIBUTION</b>
	<b>Article 46. Profit distribution</b>	<b>Article 46. Profit distribution</b>
	<p>5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution and decision to determine a specific date to close the list of shareholders. Based on that date, persons registered as shareholders or owners of other securities shall be entitled to receive dividends in cash or shares, or receive notices or other documents.</p>	<p>5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution and decision to determine a specific date to close the list of shareholders. Based on that date, persons registered as shareholders or owners of other securities shall be entitled to receive dividends in cash or shares, or receive notices or other documents.</p> <p><i>The Board of Directors may decide to pay interim cash dividends to shareholders based on the annual dividend plan approved by the General Meeting of Shareholders and the actual production and business performance of the Company.</i></p>
64	<b>CHAPTER XIV: BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM</b>	<b>CHAPTER XIV: BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM</b>
	<b>Article 48. Financial year</b>	<b>Article 48. Financial year</b>
	<p>The Company's financial year shall begin on 01 January and end on 31 December of each year. <b>The first financial year shall begin from the date of issue of the Enterprise Registration Certificate and end on 31 December immediately following that date of issue.</b></p>	<p>The Company's financial year shall begin on 01 January and end on 31 December of each year.</p>
65	<b>CHAPTER XXI: EFFECTIVE DATE</b>	<b>CHAPTER XXI: EFFECTIVE DATE</b>
	<b>Article 59. Effective date</b>	<b>Article 59. Effective date</b>
	1. This Charter consists of 21 chapters and 59 articles, which were	1. This Charter consists of 21 chapters and 59 articles, which were



No.	Current Charter	Proposed amendments and supplements
	unanimously approved by the General Meeting of Shareholders of Bien Hoa Building Materials Production and Construction Joint Stock Company <b>on 25 May 2023</b> in Bien Hoa City, Dong Nai Province, and the full text of this Charter was accepted as effective.	unanimously approved by the General Meeting of Shareholders of Bien Hoa Building Materials Production and Construction Joint Stock Company <b>on 16 June 2026</b> , and the full text of this Charter was accepted as effective.
66	2. This Charter is made in <b>10 copies</b> , each having equal validity, and shall be kept at the Company's head office.	2. This Charter is made in <b>05 copies</b> , each having equal validity, and shall be kept at the Company's head office.

## **PROPOSAL**

### **Regarding the amendment and supplementation of the Regulations on Corporate Governance of Bien Hoa Building Materials Production and Construction Joint Stock Company**

#### **To: General Meeting of Shareholders**

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;

Pursuant to Law No. 56/2024/QH15 dated November 29, 2024, amending and supplementing a number of articles of the Law on Securities;

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025, amending and supplementing a number of articles of the Law on Enterprises;

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

Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025, of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;

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

Pursuant to the Charter of Bien Hoa Building Materials Production and Construction Joint Stock Company

To comply with the provisions of current laws, the Board of Directors hereby submits to the General Meeting of Shareholders for approval the amendment and supplementation of the Regulations on Corporate Governance of Bien Hoa Building Materials Production and Construction Joint Stock Company as follows:

#### **I. REASONS AND PURPOSE OF AMENDMENT**

To update, supplement, and perfect the Regulations on Corporate Governance of Bien Hoa Building Materials Production and Construction Joint Stock Company in accordance with the amendments and supplementations of the Law on Enterprises, the Law on Securities, other relevant current legal regulations, and the 7th amended Charter.

#### **II. STRUCTURE, CHAPTERS, ARTICLES, AND CONTENT OF AMENDMENT:**

##### **1. Regarding structure:**

The number of chapters and articles of the Regulations on Corporate Governance: consists of 10 chapters and 69 articles, unchanged from the current Regulations.



## 2. Regarding the content of the amendment:

The entire content of the chapters regarding: "General Meeting of Shareholders", "Board of Directors", and "Board of Supervisors" in the draft Regulations has been amended and cited from the current Law on Enterprises, Law on Securities, and the Company Charter.

The Regulations on Corporate Governance specify and detail the order and procedures for holding a General Meeting of Shareholders to pass resolutions via online conference; and the order and procedures for holding a General Meeting of Shareholders to pass resolutions via a combination of in-person and online conference.

The changes between the amended and supplemented Regulations on Corporate Governance and the current Regulations are specified in the Appendix (attached).

Respectfully submit to the General Meeting of Shareholders for consideration and approval of the amendment and supplementation of the Regulations on Corporate Governance of Bien Hoa Building Materials Production and Construction Joint Stock Company.

Sincerely./.

### *Recipients:*

- Shareholders;
- Representative of the Corporation's capital;
- Board of Directors' members of the Company;
- Head of the Board of Supervisors;
- Archived: Admin, Finance Dept.

**ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN**



**Huỳnh Xuân Đạo**

## APPENDIX: COMPARISON OF AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
1	<p><i>Pursuant to the Law on Securities dated November 26, 2019;</i></p> <p><i>Pursuant to the Law on Enterprises dated June 17, 2020;</i></p> <p><i>Pursuant to 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;</i></p> <p><i>Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under 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;</i></p> <p><i>Pursuant to the Charter of Bien Hoa Building Materials Production and Construction Joint Stock Company;</i></p> <p><i>Pursuant to the Resolution of the GMS No. 01/2021/NQ-DHCD dated June 16, 2021;</i></p>	<p><i>Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;</i></p> <p><i>Pursuant to the Law No. 56/2024/QH15 dated November 29, 2024, amending and supplementing a number of articles of the Law on Securities;</i></p> <p><i>Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;</i></p> <p><i>Pursuant to the Law No. 03/2022/QH15 dated January 11, 2022 and the Law No. 76/2025/QH15 dated June 17, 2025, amending and supplementing a number of articles of the Law on Enterprises;</i></p> <p><i>Pursuant to 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;</i></p> <p><i>Pursuant to the Government's Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles 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;</i></p> <p><i>Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under 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;</i></p> <p><i>Pursuant to the Charter of Bien Hoa Building Materials Production and Construction Joint Stock Company;</i></p> <p><i>Pursuant to the Resolution of the GMS No. 01/2026/NQ-DHCD dated June 16, 2026;</i></p>



No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
2	<p><b>Article 2. Interpretation of terms and abbreviations</b></p> <p>1...</p> <p>2. The following terms shall be understood as follows:</p> <p>a)...</p> <p>b) <i>A public company is a joint stock company as prescribed in Clause 1, Article 32 of the Law on Securities;</i></p> <p>c) <i>The Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;</i></p> <p>d) <i>The Law on Securities is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;</i></p> <p>d) <i>Vietnam is the Socialist Republic of Vietnam;</i></p> <p>e) <i>The date of establishment is the date the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate and other equivalent valid documents);</i></p> <p>g) <i>Company executives are the Director, Deputy Director, Chief Accountant, and other executives as prescribed by the Company Charter;</i></p> <p>h) <i>Company managers are the managers of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the Director, and individuals holding other management titles as prescribed by the Company Charter;</i></p> <p>i) <i>Affiliated persons are individuals and organizations as prescribed in Clause 46, Article 4 of the Law on Securities;</i></p> <p>k) <i>Shareholders are individuals and organizations owning at least one share of Bien Hoa Building Materials Production and</i></p>	<p><b>Article 2. Interpretation of terms and abbreviations</b></p> <p>1...</p> <p>2. The following terms shall be understood as follows:</p> <p>a)...</p> <p>b) A public company is a joint stock company as prescribed in the Law on Securities;</p> <p>c) The Law on Enterprises is the current Law on Enterprises and its amendments and supplements (if any);</p> <p>d) The Law on Securities is the current Law on Securities and its amendments and supplements (if any);</p> <p>d) Vietnam is the Socialist Republic of Vietnam;</p> <p>e) The date of establishment is the date the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate and other equivalent valid documents);</p> <p>g) Company executives are the Director, Deputy Director, Chief Accountant, and other executives as prescribed by the Company Charter;</p> <p>h) Company managers are the Chairperson of the Board of Directors, members of the Board of Directors, the Director, and individuals holding other management titles as prescribed by the Company Charter;</p> <p>i) Affiliated persons are individuals and organizations as prescribed by the Law on Enterprises and the Law on Securities;</p> <p>k) Shareholders are individuals and organizations owning at</p>



No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
	<p><i>Construction Joint Stock Company;</i></p> <p><i>l) Founding shareholders are shareholders owning at least one ordinary share and signing the list of founding shareholders of Bien Hoa Building Materials Production and Construction Joint Stock Company;</i></p> <p><i>m) Major shareholders are shareholders as prescribed in Clause 18, Article 4 of the Law on Securities;</i></p> <p><i>n) The Stock Exchange is the Vietnam Stock Exchange and its Company's subsidiaries.</i></p> <p><i>o) Enterprises and affiliated departments are dependent accounting units of BBCC and are part of the organizational structure of BBCC.</i></p>	<p>least one share of Bien Hoa Building Materials Production and Construction Joint Stock Company;</p> <p>l) Founding shareholders are shareholders owning at least one ordinary share and signing the list of founding shareholders of Bien Hoa Building Materials Production and Construction Joint Stock Company;</p> <p>m) Major shareholders are <b>shareholders owning 05% or more of the voting shares of the Company;</b></p> <p>n) The Stock Exchange is the Vietnam Stock Exchange and its Company's subsidiaries.</p> <p>o) Enterprises and affiliated departments are dependent accounting units and are part of the organizational structure of the Company.</p>
3	<p><b>Article 3. Rights and obligations of the GMS</b></p> <p>2. The GMS has the following rights and obligations:</p> <p>a) Approve the development orientation of the Company;</p> <p>b) Decide on the class of shares and the total number of shares of each class authorized to be offered; decide on the annual dividend rate for each class of shares;</p> <p>c) Elect, release, and dismiss members of the Board of Directors and members of the Supervisory Board;</p> <p>d) Decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statement of the Company;</p> <p>d) Decide on amendments and supplements to the Company Charter;</p> <p>e) Approve the annual financial statements;</p> <p>g) Decide on the repurchase of more than 10% of the total sold</p>	<p><b>Article 3. Rights and obligations of the GMS</b></p> <p>2. The GMS has the following rights and obligations:</p> <p>a) Approve the development orientation of the Company;</p> <p>b) Decide on amendments and supplements to the Company Charter;</p> <p>c) Decide on the class of shares and the total number of shares of each class authorized to be offered;</p> <p>d) Elect, release, and dismiss members of the Board of Directors and Supervisors;</p> <p>d) Decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statement of the Company;</p> <p>e) Approve the annual financial statements;</p> <p>g) Decide on the reorganization or dissolution of the Company;</p>



No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
	<p>shares of each class;</p> <p>h) Consider and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;</p> <p>i) Decide on the reorganization or dissolution of the Company;</p> <p>k) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;</p> <p>l) Approve the Internal Regulations on Corporate Governance; Regulations on the operation of the Board of Directors and the Supervisory Board;</p> <p>m) Approve the list of approved auditing companies; decide on the approved auditing company to perform the audit of the Company's operations, and dismiss the approved auditor when deemed necessary;</p> <p>n) Other rights and obligations as prescribed by law.</p>	<p>h) Change the business lines and fields;</p> <p>i) Decide on the annual dividend rate for each class of shares;</p> <p>k) Decide on the repurchase of more than 10% of the total sold shares of each class;</p> <p>l) Consider and handle violations by members of the Board of Directors and Supervisors that cause damage to the Company and its shareholders;</p> <p>m) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;</p> <p>n) Approve the Internal Regulations on Corporate Governance; Regulations on the operation of the Board of Directors and the Supervisory Board;</p> <p>o) Approve the list of independent auditing companies; decide on the independent auditing company to perform the audit of the Company's operations, and dismiss the independent auditor when deemed necessary;</p> <p>p) Other rights and obligations as prescribed by law.</p>
4	<p><b>Article 4. Authority to convene the GMS</b></p> <p>3. The Board of Directors must convene an extraordinary GMS in the following cases:</p> <p>c) At the request of shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a GMS must be made in writing, clearly stating the reasons and purposes of the meeting, and must contain sufficient signatures of the relevant shareholders or the written request must be made in multiple copies and contain sufficient signatures of the relevant shareholders .....</p>	<p><b>Article 4. Authority to convene the GMS</b></p> <p>3. The BOD must convene an extraordinary GMS in the following cases:</p> <p>c) At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene a GMS must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the full signatures of the relevant shareholders, or the written request may be prepared in multiple copies and aggregated with the full signatures of the relevant shareholders; <b>the request to convene the meeting must be accompanied by documents and evidence of the violations by the Board of Directors, the extent of the</b></p>



No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
		violations, or decisions made in excess of authority. The shareholder or group of shareholders shall be fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting to convene the GMS;
5	<p><b>Article 5. Preparation of the list of shareholders entitled to attend the meeting</b></p> <p>1. The list of shareholders entitled to attend the GMS is prepared based on the Company's share register. The list of shareholders entitled to attend the GMS is prepared no more than 10 days before the date of sending the invitation to the GMS, unless the Company Charter provides for a shorter period.</p> <p>.....</p>	<p><b>Article 5. Preparation of the list of shareholders entitled to attend the meeting</b></p> <p>1. The list of shareholders entitled to attend the GMS is prepared based on the Company's share register <b>and the register of securities owners</b>. The list of shareholders entitled to attend the GMS is prepared no more than 10 days before the date of sending the invitation to the GMS, unless the Company Charter provides for a shorter period.</p> <p>.....</p>
6	<p><b>Article 11. Conditions for conducting the GMS</b></p> <p>2. In case the first meeting does not meet the conditions for conduct as stipulated in Clause 1 of this Article, the notice for the second meeting must be sent within 30 days from the intended date of the first meeting. The second GMS shall be conducted when the attending shareholders represent 33% or more of the total voting shares.</p> <p>3. In case the second meeting does not meet the conditions for conduct as stipulated in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the intended date of the second meeting. The third GMS shall be conducted regardless of the total number of voting shares of the attending shareholders.</p>	<p><b>Article 11. Conditions for conducting the GMS</b></p> <p>2. In case the first meeting does not have a sufficient number of delegates within 30 (thirty) minutes from the scheduled opening time, the convener shall cancel the meeting. The GMS must be reconvened within 30 (thirty) days from the intended date of the first GMS. The second GMS shall only be conducted when the attendees are shareholders and authorized representatives representing at least 33% of the voting shares.</p> <p>3. In case the second meeting is not conducted due to an insufficient number of delegates within 30 (thirty) minutes from the scheduled opening time, the third GMS may be convened within 20 (twenty) days from the intended date of the second meeting, and in this case, the meeting shall be conducted regardless of the number of shareholders or authorized representatives in attendance and shall be considered valid and authorized to decide on all matters intended to be approved at the first GMS.</p>



No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
7	<p><b>Article 12. Methods of passing resolutions of the GMS</b></p> <p>2. Unless the Company Charter provides otherwise, resolutions of the GMS on the following matters must be passed by voting at the GMS:</p> <ul style="list-style-type: none"> <li>a) Amendment and supplementation of the Company Charter;</li> <li>b) Development orientation of the Company;</li> <li>c) Classes of shares and total number of shares of each class;</li> <li>d) Election, dismissal, and removal of members of the Board of Directors;</li> <li>d) Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statement of the Company;</li> <li>e) Approval of annual financial statements;</li> <li>g) Reorganization or dissolution of the Company.</li> </ul>	<p><b>Article 12. Methods of passing resolutions of the GMS</b></p> <p>2. Unless the Company Charter provides otherwise, resolutions of the GMS on the following matters must be passed by voting at the GMS:</p> <ul style="list-style-type: none"> <li>a) Approval of the development orientation of the Company;</li> <li>b) Decision on amendment and supplementation of the Company Charter;</li> <li>c) Decision on the class of shares and the total number of shares of each class authorized to be offered;</li> <li>d) Election, dismissal, and removal of members of the Board of Directors and Supervisors;</li> <li>d) Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statement of the Company;</li> <li>e) Approval of annual financial statements;</li> <li>g) Decision on reorganization or dissolution of the Company.</li> </ul>
8	<p><b>Article 13. Voting methods in the GMS</b></p> <p>1. Voting at the Company's GMS shall be performed in one or more of the following ways:</p> <ul style="list-style-type: none"> <li>a) Voting or electing (the list of the Presiding Committee, Secretary, Vote Counting Committee, etc.) by raising voting cards;</li> <li>b) Voting or electing by casting ballots directly into the ballot box at the GMS;</li> <li>c) According to the provisions of the law and the Company Charter.</li> </ul>	<p><b>Article 13. Voting methods in the GMS</b></p> <p>1. Voting at the Company's GMS shall be performed in one or more of the following ways:</p> <ul style="list-style-type: none"> <li>a) Voting or electing (the list of the Presiding Committee, Secretary, Vote Counting Committee, etc.) by raising voting cards;</li> <li>b) Voting or electing by casting ballots directly into the ballot box at the GMS;</li> <li>c) Electronic voting or other electronic forms;</li> <li>d) According to the provisions of the law and the Company Charter.</li> </ul>



No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
9	<p><b>Article 14. Vote counting methods</b></p> <p>There are 02 clauses</p>	<p><b>Article 14. Vote counting methods</b></p> <p>Supplement Clause 3. To ensure that vote counting is accurate and prompt, the Company may design and apply information technology solutions (electronic voting or other electronic forms) with the assurance that shareholders can exercise their right to choose separate voting options for each issue submitted for approval at the meeting. The total number of votes for, against, abstentions, or invalid votes for each issue shall be announced by the chairperson or requested to be announced by the Vote Counting Committee immediately after counting the votes for that issue or announced immediately before the closing of the meeting.</p>
10	<p><b>Article 15. Conditions for passing resolutions</b></p> <p>1. A resolution on the following content shall be passed if it is approved by shareholders representing 65% or more of the total voting shares of all attending shareholders, except for cases stipulated in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:</p> <p>2. Resolutions shall be passed when approved by shareholders owning more than 50% of the total voting shares of all attending shareholders, except for cases stipulated in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.</p>	<p><b>Article 15. Conditions for passing resolutions</b></p> <p>1. A resolution on the following content shall be passed if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting:</p> <p>2. Other resolutions shall be passed when approved by shareholders owning more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for cases stipulated in Clause 1, Clause 3 of these Regulations and Clause 2, Article 17, Clause 8, Article 22 of the Company Charter.</p> <p>3. Unless the Election Regulations provide otherwise and are approved by the GMS, the voting for members of the Board of Directors and the Supervisory Board must be carried out using the cumulative voting method, whereby each shareholder has a total number of voting shares corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and the shareholder has the right to distribute all or part of their total votes to one or more candidates. The elected members of the Board of Directors or Supervisors shall be determined by the number of</p>



No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
	<p>3. GMS Resolutions passed by 100% of the total voting shares shall be legal and effective even if the order and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Company Charter.</p>	<p>votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members stipulated in the Company Charter is reached. In case there are 02 (two) or more candidates receiving the same number of votes for the final member of the Board of Directors or the Supervisory Board, a re-election shall be conducted among the candidates with the same number of votes or selected according to the criteria stipulated in the Election Regulations or the Company Charter.</p> <p>In case of electing only 01 (one) member of the Board of Directors, or 01 (one) member of the Supervisory Board, and there is only 01 (one) candidate, that candidate shall be considered elected if they receive more than 50% of the total votes of shareholders with voting rights present in person or through authorized representatives present at the GMS.</p> <p>4. GMS Resolutions passed by 100% of the total voting shares shall be legal and effective even if the order and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Company Charter.</p>

No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
11	<p><b>Article 17. Methods of objecting to GMS resolutions</b></p> <p>1. Within 90 days from the date of receiving the resolution or the minutes of the GMS meeting or the minutes of the vote counting results for collecting shareholders' opinions, shareholders or groups of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the GMS resolution in the following cases:</p> <p>a) The order and procedures for convening the meeting and making decisions of the GMS violate the provisions of the law and the Company Charter, except for the case specified in Clause 2, Article 152 of the Law on Enterprises;</p> <p>b) The content of the resolution violates the law or the Company Charter.</p>	<p><b>Article 17. Methods of objecting to GMS resolutions</b></p> <p>1. Within 90 days from the date of receiving the resolution or the minutes of the GMS meeting or the minutes of the vote counting results for collecting shareholders' opinions, shareholders or groups of shareholders as specified in Clause 2, Article 12 of the Company Charter have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the GMS resolution in the following cases:</p> <p>a) The order and procedures for convening the meeting and making decisions of the GMS violate the provisions of the Law on Enterprises and the Company Charter, <b>except for the case specified in Clause 4, Article 21 of the Company Charter;</b></p> <p>b) The content of the resolution violates the law or the Company Charter.</p>
12	<p><b>Article 21. Order and procedures for GMS meetings to pass resolutions via online conferencing</b></p> <p>1. The organization of the Company's GMS may be conducted via online conferencing. When conducting in this form, the Company shall fully comply with the order and procedures for convening the GMS as prescribed by law, the Company Charter, and the Company's internal regulations. The Company shall not restrict shareholders from attending the GMS, shall create conditions for shareholders to exercise their rights, or authorize representatives to attend the Meeting, along with remote voting and voting to pass resolutions via online GMS. The Company shall make maximum efforts to apply modern information technology so that shareholders can participate in GMS meetings in the best way, including guiding shareholders on discussing, voting</p>	<p><b>Article 21. Order and procedures for GMS meetings to pass resolutions via online conferencing</b></p> <p>The order and procedures for GMS meetings to pass resolutions via online conferencing include the following contents:</p> <p>1. Notice of convening an online GMS</p> <p>a) Authority to convene the GMS according to Article 18 of the Company Charter.</p> <p>b) Notice of closing the list of shareholders entitled to attend the GMS shall be implemented according to Article 6 of these Regulations.</p> <p>c) Notice of invitation to the GMS shall be implemented according to Clause 2, Article 7 of these Regulations. Voting/election ballots do not need to be sent with the online meeting invitation notice.</p>



No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
	<p>remotely, and voting to pass resolutions via online GMS.</p> <p>2. When conducting a GMS to pass resolutions via online conferencing, the Company shall issue an Online GMS Regulation suitable for each meeting (if any).</p>	<p>2. Method of registering to attend the online GMS</p> <p>The method of registering to attend the online GMS before the opening date of the GMS meeting is clearly specified in the GMS invitation notice, including:</p> <p>a) Participation conditions:</p> <ul style="list-style-type: none"> <li>- Being named in the list of shareholders entitled to attend the GMS prepared according to the Company's notice of rights exercise.</li> <li>- Authorized representatives eligible to attend according to the provisions of the law and the Company Charter.</li> </ul> <p>b) Technical requirements: Shareholders or their representatives must have electronic devices connected to the internet (e.g., computers, tablets, mobile phones, or other electronic devices with internet connection...).</p> <p>c) Method of recording shareholders or their representatives attending the online GMS: Shareholders or their representatives are recorded by the electronic voting system as attending the online GMS when they access the system using the access information provided in accordance with Clause 3 of this Article and have performed voting on the online system to confirm attendance at the online GMS meeting.</p> <p>3. Providing login information and performing electronic voting</p> <p>a) Information regarding the access link to the electronic voting system, username, password, and other identification factors (if any) to attend the online GMS will be provided in the GMS invitation notice (or the form of notification of login information as prescribed by the Board of Directors). Shareholders or their representatives shall be responsible for keeping the username, password, and other identification factors provided confidential to ensure that only the shareholder or their representative has the right to vote on the electronic voting system and shall be fully responsible for this registered information.</p>

No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
		<p>b) When shareholders or their representatives request to have their login information re-provided, the Meeting Organizing Committee may notify them via: in-person, email, or telephone. The method of providing login information via email or telephone shall only be performed based on shareholder information from the list of shareholders entitled to vote prepared by the Vietnam Securities Depository and Clearing Corporation according to the Company's notice of rights exercise.</p> <p>c) Shareholders or their representatives use the username, password, or other identification factors (if any) to access the electronic voting system and perform electronic voting according to the content of the online GMS meeting program.</p> <p>4. Authorization for representatives to attend the online GMS</p> <p>a) Shareholders shall perform authorization according to the provisions of Article 16 of the Company Charter.</p> <p>b) Some regulations to note when performing online authorization:</p> <ul style="list-style-type: none"> <li>- Shareholders must provide full information to perform online authorization, especially providing information of the authorized party: telephone number, contact address, and email address. This is the basis for issuing the username, password, and other identification factors (if any) to the authorized party.</li> <li>- Online authorization is only legally valid when the following conditions are met: <ul style="list-style-type: none"> <li>+ When the shareholder fills in all information according to the online authorization form and completes the online authorization.</li> <li>+ The power of attorney is printed according to the online authorization form with full signatures, full names, and stamps (if an organization) of both the authorizing party and the authorized party.</li> <li>+ The Company receives the original Power of Attorney before the meeting opens.</li> </ul> </li> </ul>



No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
		<ul style="list-style-type: none"> <li>- Cancellation of authorization for shareholders who have authorized online: shareholders send an official written request to cancel the online authorization to the Company before the meeting opens. Note that the time for recording the effective cancellation of authorization is calculated according to the time the Company receives the official written request to cancel the online authorization.</li> <li>- Cancellation of authorization will be void if the authorized representative has already voted/elected on any issue of the online GMS meeting program content.</li> <li>5. Conditions for conducting the meeting according to the provisions of Article 19 of the Company Charter.</li> <li>6. Discussion at the online GMS meeting               <ul style="list-style-type: none"> <li>a) Principles:                   <ul style="list-style-type: none"> <li>- Discussion shall only be conducted within the specified time and within the scope of the content and program of the GMS meeting;</li> <li>- Only shareholders or their representatives may participate in the discussion;</li> <li>- Shareholders or their representatives wishing to discuss must register the discussion content according to the form specifically prescribed in the meeting's working regulations;</li> <li>- The Secretariat shall arrange the discussion contents of shareholders or their representatives in the order of registration and forward them to the Chairperson.</li> </ul> </li> <li>b) Answering opinions of shareholders or their representatives:                   <ul style="list-style-type: none"> <li>- Based on the opinions of shareholders or their representatives, the Chairperson or a member designated by the Chairperson shall answer the opinions of shareholders or their representatives;</li> <li>- In case of time constraints, questions not answered directly at the Meeting will be answered by the Company later.</li> </ul> </li> </ul> </li> </ul>

No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
		<p>7. Method of electronic voting</p> <p>a) Method of voting:</p> <ul style="list-style-type: none"> <li>- Shareholders or their representatives choose one of the three voting options: approve, disapprove, or abstain for each content put to a vote at the meeting that has been set up on the electronic voting system;</li> <li>- After that, shareholders or their representatives must confirm the vote so that the electronic voting system records the result.</li> </ul> <p>b) Method of election voting:</p> <ul style="list-style-type: none"> <li>- Pursuant to the Company Charter, the election of members of the Board of Directors and the Supervisory Board must be carried out using the cumulative voting method ("Cumulative voting" or "Fixed voting"). Accordingly, shareholders or their representatives perform the election by selecting the "Cumulative voting" box or clearly writing the number of votes in the "Number of votes" box for the corresponding candidates on the election ballot set up on the electronic voting system. After that, shareholders or their representatives must confirm the election so that the electronic voting system records the result.</li> <li>- Election by voting method (if any): perform according to the voting regulations specified in point a, Clause 7 of this Article.</li> </ul> <p>c) Some other regulations when performing electronic voting:</p> <ul style="list-style-type: none"> <li>- In case a shareholder or an authorized representative of a shareholder does not complete all voting or election items according to the meeting agenda, the items not yet voted or elected shall be considered as if the shareholder or the authorized representative of the shareholder has not cast a vote or election for those items;</li> <li>- In case of any items arising outside the sent meeting agenda, the shareholder or the authorized representative of the shareholder may vote or elect additionally. If the shareholder or the authorized representative of the shareholder does not vote or elect on the arising items, it shall be considered as if the shareholder or the</li> </ul>



No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
		<p>authorized representative of the shareholder has not cast a vote or election for those arising items;</p> <ul style="list-style-type: none"> <li>- A shareholder or an authorized representative of a shareholder may change the voting or election results (but cannot cancel the voting or election results); including the results of voting or election for items arising outside the meeting agenda. The online system only records the vote counting for the final voting or election results at the time of closing the electronic voting for each vote counting period as stipulated in the meeting's working regulations;</li> <li>- In case a shareholder or an authorized representative of a shareholder performs fixed voting: an invalid ballot is a ballot where the total number of votes for candidates is greater than the total number of votes that the shareholder or the authorized representative of the shareholder has the right to cast.</li> <li>- The electronic voting time is specifically stipulated in the meeting's working regulations. A shareholder or an authorized representative of a shareholder may access the electronic voting system and cast votes 24 hours a day and 07 days a week, except in cases of system maintenance or other reasons beyond the Company's control. Upon the end of the voting time, the system shall not record any further electronic voting results from the shareholder or the authorized representative of the shareholder.</li> </ul> <p>8. Online vote counting method</p> <ul style="list-style-type: none"> <li>a) When a shareholder or an authorized representative of a shareholder performs voting/election, the number of votes and ballots are recorded on the system according to the principles of affirmative votes, negative votes, and abstentions.</li> <li>b) The vote counting minutes are the minutes recording the vote counting results of all shareholders or authorized representatives of shareholders attending the online GMS through the electronic voting system and bearing the full signatures of the members of the Vote Counting Committee.</li> </ul>

No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
		<p>9. Notification of vote counting results</p> <p>Pursuant to the vote counting minutes recorded as stipulated in Clause 8 of this Article, the Vote Counting Committee shall check, summarize, and report to the Chairperson the vote counting results for each item according to the meeting agenda. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting.</p> <p>10. Minutes of the online GMS and form of approval</p> <p>a) The recording of the minutes of the General Meeting of Shareholders shall be carried out in accordance with the provisions of Article 23 of the Company Charter.</p> <p>b) The venue of the meeting recorded in the minutes of the online GMS is the location where the Chairperson of the Meeting is present to conduct the Meeting. This location must be within the territory of Vietnam.</p> <p>c) The form of approval of the GMS meeting minutes is specifically stipulated in the Company's working regulations at the GMS session.</p> <p>11. The form of approval of the Resolution of the online GMS meeting shall be selected by the Board of Directors from one of the two following options and stipulated in the working regulations of the online GMS meeting:</p> <p>a) Performed by electronic voting according to Clause 7 of this Article.</p> <p>b) Or another form stipulated by the working regulations of the online GMS meeting.</p> <p>12. Announcement of the Resolution and Minutes of the GMS meeting in accordance with Article 23 of the Company Charter.</p> <p>13. Method of objecting to the GMS resolution</p> <p>The request for cancellation of the GMS decision shall be carried out in accordance with the provisions of Article 24 of the</p>



No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
		<p>Company Charter.</p> <p>14. In case of force majeure events</p> <p>a) During the time the GMS is held online and electronic voting is taking place, force majeure events may occur at the location where the Chairperson conducts the meeting (excluding force majeure events for one or several shareholders or authorized representatives of shareholders attending) such as: natural disasters, fires, power outages or loss of internet connection, technical incidents, requirements or directives of competent authorities, etc.</p> <p>b) In case of force majeure events and they cannot be overcome so that the meeting can continue within 60 minutes, the Chairperson shall declare the suspension of the meeting, and all items that have been voted and approved before the suspension (if any) shall be cancelled. These items shall be voted on again in the next convened GMS meeting.</p>
13	<p><b>Article 22. Sequence and procedures for the GMS to pass resolutions by combining in-person and online meeting forms</b></p> <p>Implement in accordance with the Company Charter, the Regulations on Corporate Governance, and relevant provisions of the law.</p>	<p><b>Article 22. Sequence and procedures for the GMS to pass resolutions by combining in-person and online meeting forms</b></p> <p>The sequence and procedures for the GMS to pass resolutions by combining in-person and online meeting forms include the following items:</p> <p>1. Notice of convening the GMS by combining in-person and online meeting forms</p> <p>a) Authority to convene the GMS according to Article 18 of the Company Charter.</p> <p>b) Notification of closing the list of shareholders entitled to attend the GMS shall be carried out in accordance with Article 6 of these Regulations.</p> <p>c) Notice of invitation to the GMS shall be carried out in accordance with Clause 2, Article 7 of these Regulations. Voting/election ballots do not need to be sent with the online meeting invitation notice.</p>

No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
		<p>2. Method of registering to attend the GMS by combining in-person and online meeting forms</p> <p>a) For shareholders or authorized representatives of shareholders registering to attend in person: implement in accordance with Article 10 of these Regulations;</p> <p>b) For shareholders or authorized representatives of shareholders registering to attend online: implement in accordance with Clause 2, Article 21 of these Regulations.</p> <p>3. Providing login information and performing electronic voting by combining in-person and online meeting forms (applicable to shareholders or authorized representatives of shareholders registering to attend online) according to Clause 3, Article 21 of these Regulations.</p> <p>4. Authorization for representatives to attend the GMS by combining in-person and online meeting forms:</p> <p>a) For shareholders or authorized representatives of shareholders registering to attend in person: implement in accordance with Article 9 of these Regulations;</p> <p>b) For shareholders or authorized representatives of shareholders registering to attend online: implement in accordance with Clause 4, Article 21 of these Regulations.</p> <p>5. Conditions for conducting the meeting according to the provisions of Article 19 of the Company Charter.</p> <p>6. Discussion at the GMS meeting: implement in accordance with Clause 6, Article 21 of these Regulations.</p> <p>7. Voting method</p> <p>a) For shareholders or authorized representatives of shareholders registering to attend in person: implement in accordance with Point b, Clause 1, Article 13 of these Regulations;</p> <p>b) For shareholders or authorized representatives of</p>



No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
		<p>shareholders registering to attend online: implement in accordance with Clause 7, Article 21 of these Regulations.</p> <p>8. Vote counting method</p> <p>a) For shareholders or authorized representatives of shareholders registering to attend in person: implement in accordance with Clauses 1 and 2, Article 14 of these Regulations;</p> <p>b) For shareholders or authorized representatives of shareholders registering to attend online: implement in accordance with Clause 8, Article 21 of these Regulations.</p> <p>9. Notification of vote counting results: pursuant to the vote counting minutes recorded as stipulated in Clause 8 of this Article, the Vote Counting Committee shall check, summarize, and report to the Chairperson the vote counting results for each item according to the meeting agenda. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting.</p> <p>10. Preparing the GMS meeting minutes: implement in accordance with the provisions of Article 23 of the Company Charter.</p> <p>a) The venue of the meeting recorded in the GMS meeting minutes is the location where the Chairperson is present. This location must be within the territory of Vietnam.</p> <p>b) The form of approval of the GMS meeting minutes is specifically stipulated in the working regulations of the GMS meeting.</p> <p>11. The form of approval of the GMS resolution</p> <p>a) For shareholders or authorized representatives of shareholders registering to attend in person: implement in accordance with Article 14 of these Regulations;</p> <p>b) For shareholders or authorized representatives of shareholders registering to attend online: implement in accordance</p>

No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
		<p>with Clause 11, Article 21 of these Regulations.</p> <p>12. Announcement of the Resolution and Minutes of the GMS meeting in accordance with Article 23 of the Company Charter.</p>
14	<p><b>Article 23. Roles, rights, and obligations of the Board of Directors, responsibilities of members of the Board of Directors</b></p> <p>2. The Board of Directors has the following rights and obligations:</p> <p>r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of the law, and the Company Charter.</p> <p>3. The Board of Directors must report to the GMS on the activities of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.</p>	<p><b>Article 23. Roles, rights, and obligations of the Board of Directors, responsibilities of members of the Board of Directors</b></p> <p>2. The Board of Directors has the following rights and obligations:</p> <p>r) Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the Director, the person in charge of corporate governance, and other managers of the Company;</p> <p>s) Implement dividend payments to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders;</p> <p>t) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and the Company Charter.</p> <p>3. The BOD must report the results of the BOD's activities to the GMS in accordance with current law.</p>
15	<p><b>Article 25. Structure, standards, and conditions of BOD members</b></p> <p>1. The BOD structure of the Company must ensure that <b>at least 1/3 of the total number of BOD members are non-executive members</b>. The Company shall minimize the number of BOD members concurrently holding executive positions in the Company to ensure the independence of the BOD.</p>	<p><b>Article 25. Structure, standards, and conditions of BOD members</b></p> <p>1. The BOD structure of the Company must ensure there is <b>at least 01 non-executive member</b>. The Company shall minimize the number of BOD members concurrently holding executive positions in the Company to ensure the independence of the BOD.</p> <p>2. BOD members must meet the following standards and</p>



No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
	<p>2. BOD members must meet the following standards and conditions:</p> <p>a) Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises.</p> <p>c) A BOD member of the Company may concurrently be a BOD member of another company.</p>	<p>conditions:</p> <p>a) Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and Clause 6, Article 1 of Law No. 76/2025/QH15 dated 17 June 2025 amending and supplementing the Law on Enterprises.</p> <p>c) A BOD member of the Company may concurrently be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.</p>
16	<p><b>Article 26. Nomination and candidacy of BOD members</b></p> <p>2. In case the number of candidates for the BOD through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent BOD shall introduce more....</p>	<p><b>Article 26. Nomination and candidacy of BOD members</b></p> <p>2. In case the number of candidates for the BOD through nomination and candidacy is still insufficient as prescribed in the Company Charter, the incumbent BOD shall introduce more...</p>
17	<p><b>Article 27. Method of electing BOD members</b></p>	<p><b>Article 27. Method of electing BOD members</b></p> <p>Supplement:</p> <p>In case only 01 (one) member of the Board of Directors is to be elected and there is only 01 (one) candidate, that candidate shall be considered elected if they receive over 50% of the total votes of shareholders with voting rights present in person or through an authorized representative at the GMS meeting.</p>

No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
18	<p><b>Article 41. Preparation of BOD meeting minutes</b></p> <p>2. In case the chairperson or the minute-taker refuses to sign the meeting minutes, but the minutes are signed by all other BOD members attending the meeting and contain full content as prescribed, these minutes shall be effective.</p>	<p><b>Article 41. Preparation of BOD meeting minutes</b></p> <p>2. In case the chairperson or the minute-taker refuses to sign the meeting minutes, but the minutes are signed by all other BOD members attending and agreeing to approve the meeting minutes and contain full content as prescribed, these minutes shall be effective. <b>The meeting minutes shall clearly state the refusal of the chairperson or the minute-taker to sign. The person signing the meeting minutes shall be jointly liable for the accuracy and honesty of the content of the Board of Directors meeting minutes. The chairperson and the minute-taker shall be personally liable for damages caused to the enterprise due to their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Company Charter, and relevant laws.</b></p>
19	<p><b>Article 49. Method of electing Supervisory Board members</b></p>	<p><b>Article 49. Method of electing Supervisory Board members</b></p> <p>Supplement:</p> <p>In case only 01 (one) member of the Supervisory Board is to be elected and there is only 01 (one) candidate, that candidate shall be considered elected if they receive over 50% of the total votes of shareholders with voting rights present in person or through an authorized representative at the GMS meeting.</p>
20	<p><b>Article 54. Director of the Company</b></p> <p>1. The BOD shall appoint 01 BOD member or hire another person as the Director of the Company. The term of the Director shall not exceed 05 years and they may be re-appointed for an unlimited number of terms.</p> <p>2. The Director is the person who manages the daily business operations of the Company; is subject to the supervision of the BOD; and is responsible to the BOD and before the law for the performance of assigned rights and obligations.</p>	<p><b>Article 54. Director of the Company</b></p> <p>1. The BOD shall appoint 01 BOD member or hire another person as the Director of the Company. The term of the Director shall not exceed 05 years and they may be re-appointed for an unlimited number of terms.</p> <p>2. The Director is the person who manages the daily business operations of the Company; is subject to the supervision of the BOD; and is responsible to the BOD and before the law for the performance of assigned rights and obligations.</p>



No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
21	<p data-bbox="300 209 656 240"><b>Article 69. Effective date</b></p> <p data-bbox="257 261 1160 331">1. These Regulations consist of 10 chapters and 69 articles, approved by the GMS on 16 June 2021.</p>	<p data-bbox="1229 209 1585 240"><b>Article 69. Effective date</b></p> <p data-bbox="1187 261 2078 331">1. These Regulations consist of 10 chapters and 69 articles, approved by the GMS on 16 June 2026.</p>

No.: 11 /TTr-HĐQT

Dong Nai, May 25, 2026

## PROPOSAL

### Regarding the amendment and supplementation of the Regulations on Operation of the Board of Directors of Bien Hoa Building Materials Production and Construction Joint Stock Company

To: General Meeting of Shareholders

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;

Pursuant to the Law No. 56/2024/QH15 dated November 29, 2024, amending and supplementing a number of articles of the Law on Securities;

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Law No. 03/2022/QH15 dated January 11, 2022, and the Law No. 76/2025/QH15 dated June 17, 2025, amending and supplementing a number of articles of the Law on Enterprises;

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

Pursuant to the Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of the Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;

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

Pursuant to the Charter of Bien Hoa Building Materials Production and Construction Joint Stock Company.

To comply with the provisions of current laws and the Company's Charter, the BOD hereby submits to the GMS for approval the amendments and supplementations to the Regulations on Operation of the Board of Directors of Bien Hoa Building Materials Production and Construction JSC (attached adjustment appendix).

Respectfully/.

#### Recipients:

- Shareholders;
- Representative of the Corporation's capital;
- Board of Directors' members;
- Head of the Board of Supervisors;
- Archive: VT, TC.

OBO, BOARD OF DIRECTORS  
CHAIRMAN



Huỳnh Xuân Đạo



**APPENDIX: COMPARISON OF AMENDMENTS AND SUPPLEMENTS TO THE OPERATING REGULATIONS  
OF THE BOARD OF DIRECTORS OF BIEN HOA CONSTRUCTION AND BUILDING MATERIALS  
PRODUCTION JOINT STOCK COMPANY**

No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
1	<p><i>Pursuant to the Law on Securities dated November 26, 2019;</i></p> <p><i>Pursuant to the Law on Enterprises dated June 17, 2020;</i></p> <p><i>Pursuant to 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;</i></p> <p><i>Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under 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;</i></p>	<p><i>Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;</i></p> <p><i>Pursuant to Law No. 56/2024/QH15 dated November 29, 2024, amending and supplementing a number of articles of the Law on Securities;</i></p> <p><i>Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;</i></p> <p><i>Pursuant to Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025, amending and supplementing a number of articles of the Law on Enterprises;</i></p> <p><i>Pursuant to 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;</i></p> <p><i>Pursuant to the Government's Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles 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;</i></p> <p><i>Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under 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;</i></p>



No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
	<p><i>Pursuant to the Charter of Bien Hoa Construction and Building Materials Production Joint Stock Company;</i></p> <p><i>Pursuant to the Resolution of the General Meeting of Shareholders No. 01/2021/NQ-GMS dated June 16, 2021;</i></p>	<p><i>Pursuant to the Charter of Bien Hoa Construction and Building Materials Production Joint Stock Company;</i></p> <p><i>Pursuant to the Resolution of the General Meeting of Shareholders No. 01/2026/GMS dated June 16, 2026;</i></p>
2	<p><b>Article 6. Standards and conditions for members of the Board of Directors</b></p> <p>Members of the Board of Directors must meet the following standards and conditions:</p> <p>a) Not falling into the cases specified in Clause 2, Article 17 of the Law on Enterprises;</p> <p>b) .....</p> <p>c) Members of the Company's Board of Directors may concurrently serve as members of the Board of Directors of other companies;</p>	<p><b>Article 6. Standards and conditions for members of the Board of Directors</b></p> <p>Members of the Board of Directors must meet the following standards and conditions:</p> <p>a) Not falling into the cases specified in Clause 2, Article 17 of the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and Clause 6, Article 1 of Law No. 76/2025/QH15 dated June 17, 2025, amending and supplementing the Law on Enterprises;</p> <p>b) .....</p> <p>c) Members of the Company's Board of Directors may concurrently serve as members of the Board of Directors or the Board of Members at a maximum of 05 other companies.</p>
3	<p><b>Article 9. Procedures for election, dismissal, and removal of members of the Board of Directors</b></p> <p>1....</p> <p>2. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce more.....</p> <p>3.....</p>	<p><b>Article 9. Procedures for election, dismissal, and removal of members of the Board of Directors</b></p> <p>1....</p> <p>2. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required by the Company Charter, the incumbent Board of Directors shall introduce more....</p> <p>3.....</p> <p>Supplement:</p> <p>In case of electing only 01 (one) member of the Board of Directors and there is only 01 (one) candidate, that candidate</p>



No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
	4.....	shall be considered elected if they receive over 50% of the total votes of the shareholders with voting rights who are present in person or represented by authorized representatives present at the General Meeting of Shareholders. 4.....
4	<p><b>Article 10. Notification of election, dismissal, and removal of members of the Board of Directors</b></p> <p>1.....</p> <p>.....</p> <p>e) Other information (if any) as prescribed in the Company Charter;</p> <p>g) .....</p> <p>2.....</p>	<p><b>Article 10. Notification of election, dismissal, and removal of members of the Board of Directors</b></p> <p>1.....</p> <p>.....</p> <p>e) Other information (if any);</p> <p>g) .....</p> <p>2.....</p>
5	<p><b>Article 11. Rights and obligations of the Board of Directors</b></p> <p>1.....</p> <p>2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:</p> <p>.....</p> <p>h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 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, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;</p>	<p><b>Article 11. Rights and obligations of the Board of Directors</b></p> <p>1.....</p> <p>2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:</p> <p>.....</p> <p>h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the most recent financial statement of the Company, excluding contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;</p>

No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
	<p>.....</p> <p>q).....</p> <p>r) Other rights and obligations in accordance with the provisions of the Law on Enterprises, the Law on Securities, other provisions of law, and the Company's Charter.</p>	<p>.....</p> <p>q).....</p> <p>r) Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the Director, the Corporate Governance Officer, and other managers of the Company;</p> <p>s) Implement dividend payments to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders;</p> <p>t) Other rights and obligations in accordance with the provisions of the Law on Enterprises, the Law on Securities, other provisions of law, and the Company's Charter.</p>
6	<p><b>Article 13. Responsibility of the Board of Directors in convening an extraordinary General Meeting of Shareholders</b></p> <p>1.....</p> <p>.....</p> <p>c) At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, with sufficient signatures of the relevant shareholders, or the written request may be made in multiple copies and collected with sufficient signatures of the relevant shareholders;</p>	<p><b>Article 13. Responsibility of the Board of Directors in convening an extraordinary General Meeting of Shareholders</b></p> <p>1.....</p> <p>.....</p> <p>c) At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, with sufficient signatures of the relevant shareholders, or the written request may be made in multiple copies and collected with sufficient signatures of the relevant shareholders; the request to convene the meeting must be accompanied by documents and evidence of the violations of the Board of Directors, the extent of the violations, or the decision exceeding the authority. The shareholder or group of shareholders shall be fully responsible before the law for the accuracy and honesty of</p>



No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
	<p>.....</p>	<p>the documents and evidence provided to the competent authority when requesting to convene the General Meeting of Shareholders;</p> <p>.....</p>
7	<p><b>Article 15. Board of Directors meetings</b></p> <p>There are 12 clauses</p>	<p><b>Article 15. Board of Directors meetings</b></p> <p>Add the following clause:</p> <p>13. A resolution by way of written opinion collection shall be passed based on the consent of the majority of members of the Board of Directors with voting rights. This resolution shall have the same effect and validity as a resolution passed by members of the Board of Directors at a meeting convened and organized in accordance with customary practice.</p>
8	<p><b>Article 16. Minutes of Board of Directors meetings</b></p> <p>1.....</p> <p>2. In case the Chairperson or the Minutes Taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign and the minutes contain full content as prescribed in Points a, b, c, d, dd, e, g, and h, Clause 1 of this Article, then these minutes shall be effective.</p> <p>.....</p>	<p><b>Article 16. Minutes of Board of Directors meetings</b></p> <p>1.....</p> <p>2. In the event that the Chairperson or the Minutes Taker refuses to sign the meeting minutes, if all other members of the Board of Directors who attended and approved the meeting minutes sign them, and the minutes contain full content as prescribed in points a, b, c, d, dd, e, g, and h of Clause 1 of this Article, then such minutes shall be effective. The meeting minutes shall clearly state the refusal of the Chairperson or the Minutes Taker to sign. The signatories of the meeting minutes shall bear joint and several liability for the accuracy and truthfulness of the content of the Board of Directors meeting minutes. The Chairperson and the Minutes Taker shall bear personal liability for any damages caused to the enterprise due to their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Company Charter, and relevant laws.</p> <p>.....</p>

No.	CURRENT CONTENT	PROPOSED AMENDMENTS AND SUPPLEMENTS
9	<p><b>Article 23. Effectiveness</b></p> <p>The Operating Regulations of the Board of Directors of Bien Hoa Building Materials Production and Construction Joint Stock Company consist of 7 chapters and 23 articles and shall be effective from June 16, 2021./.</p>	<p><b>Article 23. Effectiveness</b></p> <p>The Operating Regulations of the Board of Directors of Bien Hoa Building Materials Production and Construction Joint Stock Company consist of 7 chapters and 23 articles and shall be effective from June 16, 2026./.</p>





No. 18 /TT-HĐQT

*Dong Nai, May 25, 2026*

## **PROPOSAL**

**Regarding the amendment and supplementation of the Regulations on  
Operation of the Board of Supervisors of Bien Hoa Building Materials  
Production and Construction Joint Stock Company**

**To: General Meeting of Shareholders**

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;

Pursuant to Law No. 56/2024/QH15 dated November 29, 2024, amending and supplementing a number of articles of the Law on Securities;

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025, amending and supplementing a number of articles of the Law on Enterprises;

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

Pursuant to the Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;

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

Pursuant to the Charter of Bien Hoa Building Materials Production and Construction Joint Stock Company

In order to comply with the provisions of current laws and the Company's Charter, the Board of Supervisors submits for the opinion of the General Meeting of Shareholders regarding the approval of the amendment and supplementation of the Regulations on Operation of the Board of Supervisors of Bien Hoa Building Materials Production and Construction Joint Stock Company (attached adjustment appendix).

Respectfully submitted./.

**Recipients:**

- Shareholders;
- Representative of the Corporation's capital;
- The Company's Board of Directors;
- Board of Supervisors (for reporting);
- Archive: VT, TC.

**OBO. BOARD OF SUPERVISORS  
HEAD OF BOARD**

**Huỳnh Đường Tài**

**APPENDIX: COMPARISON OF AMENDMENTS AND SUPPLEMENTS TO THE REGULATIONS ON OPERATION  
OF THE BOARD OF SUPERVISORS OF BIEN HOA BUILDING MATERIALS PRODUCTION AND  
CONSTRUCTION JOINT STOCK COMPANY**

NO.	CURRENT CONTENT	PROPOSED CONTENT FOR AMENDMENT AND SUPPLEMENT
1	<p><i>Pursuant to the Law on Securities dated November 26, 2019;</i></p> <p><i>Pursuant to the Law on Enterprises dated June 17, 2020;</i></p> <p><i>Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;</i></p> <p><i>Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree</i></p>	<p><i>Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;</i></p> <p><i>Pursuant to Law No. 56/2024/QH15 dated November 29, 2024 amending and supplementing a number of articles of the Law on Securities;</i></p> <p><i>Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;</i></p> <p><i>Pursuant to Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises;</i></p> <p><i>Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;</i></p> <p><i>Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;</i></p> <p><i>Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to</i></p>



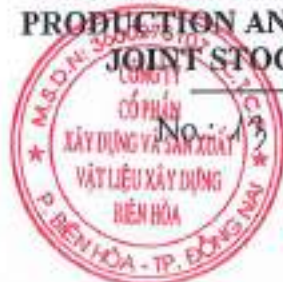
NO.	CURRENT CONTENT	PROPOSED CONTENT FOR AMENDMENT AND SUPPLEMENT
	<p><i>No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;</i></p> <p><i>Pursuant to the Charter of Bien Hoa Building Materials Production and Construction Joint Stock Company;</i></p> <p><i>Pursuant to the Resolution of the General Meeting of Shareholders No. 01/2021/NQ-DHCD dated June 16, 2021;</i></p>	<p><i>public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;</i></p> <p><i>Pursuant to the Charter of Bien Hoa Building Materials Production and Construction Joint Stock Company;</i></p> <p><i>Pursuant to the Resolution of the General Meeting of Shareholders No. 01/2026/DHDCD dated June 16, 2026;</i></p>
2	<p><b>Article 5. Standards and conditions for members of the Board of Supervisors</b></p> <p>Members of the Board of Supervisors must meet the following standards and conditions:</p> <p>a) Not falling under the cases specified in Clause 2, Article 17 of the Law on Enterprises</p>	<p><b>Article 5. Standards and conditions for members of the Board of Supervisors</b></p> <p>Members of the Board of Supervisors must meet the following standards and conditions:</p> <p>a) Not falling under the cases specified in Clause 2, Article 17 of the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and Clause 6, Article 1 of Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing the Law on Enterprises;</p>
3	<p><b>Article 7. Nomination and candidacy for members of the Board of Supervisors</b></p> <p>1....</p> <p>2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors shall introduce more</p>	<p><b>Article 7. Nomination and candidacy for members of the Board of Supervisors</b></p> <p>1....</p> <p>2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is still insufficient as prescribed in the Company Charter, the incumbent Board of Supervisors shall introduce more....</p>

NO.	CURRENT CONTENT	PROPOSED CONTENT FOR AMENDMENT AND SUPPLEMENT
4	<p><b>Article 8. Method of election, dismissal, and removal of members of the Board of Supervisors</b></p> <p>2.....</p>	<p><b>Article 8. Method of election, dismissal, and removal of members of the Board of Supervisors</b></p> <p>2.....</p> <p>Supplement:</p> <p>In case of electing only 01 (one) member of the Board of Directors and there is only 01 (one) candidate, that candidate shall be considered elected if they receive over 50% of the total votes of the shareholders with voting rights who are present in person or represented by authorized representatives present at the General Meeting of Shareholders.</p>
5	<p><b>Article 13. Responsibility of the Board of Supervisors in convening an extraordinary General Meeting of Shareholders</b></p> <p>1.....</p> <p>.....</p> <p>b) At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;</p>	<p><b>Article 13. Responsibility of the Board of Supervisors in convening an extraordinary General Meeting of Shareholders</b></p> <p>1.....</p> <p>.....</p> <p>b) At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, containing sufficient signatures of the relevant shareholders, or the request document may be prepared in multiple copies and collected with sufficient signatures of the relevant shareholders; the request to convene a meeting must be accompanied by documents and evidence of violations by the Board of Directors, the</p>



NO.	CURRENT CONTENT	PROPOSED CONTENT FOR AMENDMENT AND SUPPLEMENT
		<p>extent of the violations, or decisions exceeding their authority. The shareholder or group of shareholders shall be fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting to convene a General Meeting of Shareholders;</p> <p>.....</p>
6	<p><b>Article 22. Effectiveness</b></p> <p>The Regulations on Operation of the Board of Supervisors of Bien Hoa Building Materials Production and Construction Joint Stock Company consist of 7 chapters, 22 articles and shall be effective from June 16, 2021./.</p>	<p><b>Article 22. Effectiveness</b></p> <p>The Regulations on Operation of the Board of Supervisors of Bien Hoa Building Materials Production and Construction Joint Stock Company consist of 7 chapters, 22 articles and shall be effective from June 16, 2026./.</p>

BIEN HOA BUILDING MATERIALS  
PRODUCTION AND CONSTRUCTION  
JOINT STOCK COMPANY



No. 13 /TTr-BKS

THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

*Dong Nai, May 25, 2026*

## PROPOSAL

**Regarding the dismissal of a member  
of the Board of Supervisors of the Company for the 2025-2030 term**

**To: General Meeting of Shareholders**

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises;

Pursuant to the Charter of Organization and Operation of Bien Hoa Building Materials Production and Construction Joint Stock Company

Pursuant to the resignation letter of Ms. Nguyễn Thị Thanh Trúc - Member of the Board of Supervisors of Bien Hoa Building Materials Production and Construction Joint Stock Company for the 2025-2030 term;

The Board of Supervisors of Bien Hoa Building Materials Production and Construction Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the dismissal of Ms. Nguyễn Thị Thanh Trúc from the position of member of the Board of Supervisors of the Company for the 2025-2030 term.

We respectfully request the General Meeting of Shareholders to consider and approve.

Sincerely thank you./.

**Recipients:**

- Shareholders;
- Representative of the Corporation's capital;
- Board of Directors of the Company;
- Members of the Board of Supervisors;
- Archive: VT, TC.

**OBO. BOARD OF SUPERVISORS  
HEAD OF THE BOARD**

**Huỳnh Đường Tài**



**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

**RESIGNATION LETTER**

To: - The Board of Supervisors of the Company;  
- The Board of Directors of the Company;  
- The General Meeting of Shareholders of Bien Hoa Construction and Building Materials Production Joint Stock Company.

- Full name: Nguyen Thi Thanh Truc
- Citizen ID No.: 074184004925 date of issue: 09/09/2024 place of issue: Police Department for Administrative Management of Social Order
- Current position: Member of the Board of Supervisors of Bien Hoa Construction and Building Materials Production Joint Stock Company
- Term: 2025 - 2030

I hereby submit this letter to the Board of Supervisors, the Board of Directors, and the Shareholders of Bien Hoa Construction and Building Materials Production Joint Stock Company to request approval for my resignation from the Board of Supervisors of the Company, effective immediately upon the successful organization of the 2026 Annual General Meeting of Shareholders of Bien Hoa Construction and Building Materials Production Joint Stock Company and the passage of the Resolution, expected on June 16, 2026.

- Reasons: Personal matters, unable to continue participating in the Board of Supervisors of the Company.

I respectfully request that the Board of Supervisors, the Board of Directors, and the Shareholders of Bien Hoa Construction and Building Materials Production Joint Stock Company approve my resignation.

I sincerely thank you.

Sincerely, /.

*Dong Nai, Date 25 Month 5 Year 2026.*

**APPLICANT**

*Truc*  
*Nguyen Thi Thanh Truc*

*Dong Nai, June 16, 2026.*



**REGULATIONS  
ON CANDIDATION, NOMINATION, SUPPLEMENTAL ELECTION OF  
SUPERVISORY BOARD MEMBERS  
BIEN HOA BUILDING MATERIALS PRODUCTION AND  
CONSTRUCTION JOINT STOCK COMPANY  
(Term 2025 - 2030)**

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and accompanying sub-law documents;

Pursuant to Decree 155/2020/NĐ-CP detailing the implementation of a number of articles of the Law on Securities, passed on December 31, 2020 (as amended and supplemented by Decree No. 245/2026/NĐ-CP dated September 11, 2026);

Pursuant to the Charter of Organization and Operation of Bien Hoa Building Materials Production and Construction Joint Stock Company;

Pursuant to the Regulations on Corporate Governance and the Regulations on Operation of the Board of Supervisors of Bien Hoa Building Materials Production and Construction Joint Stock Company.

The Board of Directors of the Company hereby establishes the Regulations on the nomination, candidacy, and supplementary election of members of the Board of Supervisors for the 2025-2030 term at the 2026 Annual General Meeting of Shareholders of Bien Hoa Building Materials Production and Construction Joint Stock Company as follows:

**I. Abbreviations:**

- Company: Bien Hoa Building Materials Production and Construction JSC
- Delegate: Shareholder, representative (authorized person)

**II. Chairman of the Meeting:**

The Chairman of the Meeting is responsible for presiding over the election, with specific duties as follows:

- Introduce the list of candidates and nominees for the Board of Supervisors.
- Resolve complaints regarding the election (If any).

**III. Number, term, and standards for members of the Board of Supervisors**

1. Number of members of the Board of Supervisors to be elected: 01 person
2. Term: 2025- 2030
3. Maximum number of candidates for the Board of Supervisors: Unlimited
4. Standards for candidates for the Board of Supervisors:



Members of the Board of Supervisors must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises, the Company Charter, the Regulations on Corporate Governance, these Regulations, and must not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of an independent audit firm that has audited the Company's financial statements in the three (03) preceding consecutive years.

#### **IV. Election principles:**

- Comply with the provisions of the law, the Charter of Organization and Operation of the Company, and the Regulations on Corporate Governance.

- Voting rights are calculated based on the number of shares owned or represented. Election results are calculated based on the number of voting shares of the shareholders attending the meeting.

- Open election by voting through the Electronic Voting System as prescribed by the Company in the Working Regulations at the General Meeting of Shareholders.

- Voting rights are calculated based on the number of shares owned or represented. Election results are calculated based on the number of voting shares of the shareholders attending the meeting.

- The Vote Counting Committee is nominated by the Chairman and approved by the General Meeting. Members of the Vote Counting Committee must not be included in the list of candidates or nominees for the Board of Supervisors.

#### **V. Regulations on nominating members of the Board of Supervisors:**

1. Shareholders or groups of shareholders holding 10% or more of the total common shares have the right to nominate candidates for the Board of Supervisors in accordance with the Law on Enterprises and the Company Charter. Shareholders or groups of shareholders holding from 10% to less than 30% of the total voting shares may nominate one (01) candidate; from 30% to less than 50% may nominate a maximum of two (02) candidates; from 50% or more may nominate a maximum of three (03) candidates.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

#### **VI. Dossier for candidacy and nomination:**

##### **1. Candidacy and nomination dossier**

The candidacy and nomination dossier includes:

- Application for candidacy or nomination to the Board of Supervisors (according to the template)
- Candidate's curriculum vitae (according to the template)
- Copies of the following documents: Citizen Identity Card/ID Card/Passport
- Degrees and certificates regarding educational level and Qualification (If any)



- Documents confirming the ownership percentage of the shareholder/group of shareholders meeting the conditions for candidacy and nomination as prescribed by these Regulations.

Candidates and nominees for the Board of Supervisors must be responsible before the law and the General Meeting of Shareholders for the accuracy and honesty of the content in their dossiers.

*(The templates are posted on the website of Bien Hoa Building Materials Production and Construction Joint Stock Company at: [www.bbcc.com.vn](http://www.bbcc.com.vn))*

## **2. Location and deadline for receiving candidacy and nomination dossiers**

To facilitate the organization of the General Meeting and information disclosure as prescribed, candidates are requested to submit their dossiers before 16:30 on June 05, 2026.

### **Bien Hoa Building Materials Production and Construction JSC**

Address: K4/79C, Nguyen Tri Phuong, Quarter Buu Hoa 3, Bien Hoa Ward, Dong Nai City

Telephone: (0251) 3859358 Fax: (251) 3859917

Website: [www.bbcc.com.vn](http://www.bbcc.com.vn)

Contact: Mr. Nguyen Hoan Vu Mobile: 0918928083

*In case candidates are nominated by groups of shareholders right at the General Meeting, please submit the nomination dossier to the Secretary of the General Meeting before the election begins.*

## **VII. List of candidates:**

- Based on the candidacy and nomination dossiers of shareholders, groups of shareholders, and accompanying documents of the candidates, the Organizing Committee (or the Secretary of the General Meeting) will prepare a list of candidates who meet the prescribed conditions for the supplementary election of members of the Board of Supervisors.

- The list of candidates is arranged in alphabetical order by name, with the full Name stated on the ballot.

## **VIII. Election method:**

- Conducted using the cumulative voting method: accordingly, each delegate has a total number of voting shares corresponding to the total number of shares owned or represented multiplied by the number of members to be elected to the Board of Supervisors.

- Attending delegates have the right to accumulate all their voting shares for one or several candidates.

- Each attending delegate accesses the electronic voting system and proceeds with their vote (note that delegates must vote within the electronic voting time specified in the Working Regulations).

- In case of an erroneous selection: The attending delegate accesses the electronic voting system and re-executes their vote (note that delegates must vote within the electronic voting time specified in the Working Regulations).



### **IX. Ballot:**

The ballot (voting paper) is the ballot provided to the delegate by the Company through the electronic voting system.

How to fill out the ballot:

- Delegates vote for a number of candidates equal to or less than the number of members to be elected.
- Delegates accumulate all their votes for one candidate to be elected by marking the "Cumulative voting" box of the corresponding candidate.

Note:

- In case of errors, the delegate may change the election result (but cannot cancel the election result). The online system only records the vote count for the final election result at the time the electronic voting ends for each vote counting period as specified in the Working Regulations at the General Meeting.

### **4. Vote counting**

- After the voting ends, the system will automatically record the end of the vote count.
- The Vote Counting Committee is responsible for preparing the vote counting minutes, announcing the results, and, together with the Presidium, resolving questions and complaints from delegates (If any).

### **5. Principles for selecting candidates:**

- The elected member of the Board of Supervisors is determined by the number of votes received from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached.
- In case two (02) or more candidates receive the same number of votes, a re-election will be conducted among the candidates with the same number of votes.

### **XII. Effectiveness**

These Regulations take effect immediately upon approval by the General Meeting of Shareholders and will expire upon the conclusion of the 2026 Annual General Meeting of Shareholders of Bien Hoa Building Materials Production and Construction Joint Stock Company.

The above are the Regulations on the nomination, candidacy, and supplementary election of members of the Board of Supervisors for the 2025-2030 term at the 2026 Annual General Meeting of Shareholders of Bien Hoa Building Materials Production and Construction Joint Stock Company.

Respectfully submitted to the General Meeting for consideration and approval.

Sincerely./.

**OBO. BOARD OF DIRECTORS  
CHAIRMAN**

**Huynh Xuan Dao**



/TTr-BKS

Dong Nai, June , 2026

## PROPOSAL

**Regarding the approval of the list of candidates and nominees for the supplementary election of 01 member of the Board of Supervisors of the Company for the 2025-2030 term**

**To: General Meeting of Shareholders**

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises;

Pursuant to the Charter of Organization and Operation of Bien Hoa Building Materials Production and Construction Joint Stock Company

Pursuant to the resignation letter of Ms. Nguyễn Thị Thanh Trúc and the resolution of the General Meeting of Shareholders on the approval of the dismissal and resignation of Ms. Nguyễn Thị Thanh Trúc from the position of member of the Board of Supervisors of Bien Hoa Building Materials Production and Construction Joint Stock Company for the 2025-2030 term;

Pursuant to the list of candidates and nominees for the supplementary election of a member of the Board of Supervisors of the Company for the 2025-2030 term.

The Board of Supervisors of Bien Hoa Building Materials Production and Construction Joint Stock Company hereby submits to the General Meeting of Shareholders for approval the list of candidates for the supplementary election of 01 member of the Board of Supervisors of the Company for the 2025-2030 term, including:

.....

.....

.....

*(Curriculum vitae attached)*

We respectfully request the General Meeting of Shareholders to consider and approve.

Sincerely thank you./.

**Recipients:**

- Shareholders;
- Representative of the Corporation's capital;
- Board of Directors of the Company;
- Members of the Board of Supervisors;
- Archive: VT, TC.

**OBO. BOARD OF SUPERVISORS  
HEAD OF THE BOARD**

**Huỳnh Đường Tài**



**BIEN HOA BUILDING  
MATERIALS PRODUCTION  
AND CONSTRUCTION JOINT  
STOCK COMPANY**

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom – Happiness**

*Dong Nai, June 16, 2026.*



**No.: 01/2026/ĐHĐCĐ**

**DRAFT**

**RESOLUTION**

**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
BIEN HOA BUILDING MATERIALS PRODUCTION AND  
CONSTRUCTION JOINT STOCK COMPANY**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*

*Pursuant to Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises;*

*Pursuant to the Charter on organization and operation of Bien Hoa Building Materials Production and Construction Joint Stock Company;*

*Pursuant to the Minutes of the Annual General Meeting of Shareholders dated June 16, 2026.*

*The 2026 Annual General Meeting of Shareholders of Bien Hoa Building Materials Production and Construction Joint Stock Company*

**RESOLVED:**

**Article 1.** The Meeting unanimously approves the following contents:

**Content 1:** Approval of the report on the status and results of production and business activities for the year 2025 and the plan for 2026.

**Content 2:** Approval of the report on the activities of the Board of Directors in 2025 and the plan for 2026.

**Content 3:** Approval of the report on the performance results of the Board of Supervisors in 2025.

**Content 4:** Approval of the Company's 2025 financial statements audited by A&C Auditing and Consulting Co., Ltd.

**Content 5:** Approval of the profit distribution and dividend payment plan for 2025; profit distribution and dividend payment plan for 2026 as follows:

**5.1. Profit distribution and dividend payment for 2025:**

No.	Indicator	Unit	2025 Plan	2025 Actual Results
1	Profit before tax	Million VND	175,000	376,993
2	Profit after tax	Million VND	139,882	301,437
3	Fund appropriation	Million VND	34,971	74,869

No.	Indicator	Unit	2025 Plan	2025 Actual Results
3.1	<i>Development investment fund</i>	<i>Million VND</i>	13,988	30,144
3.2	<i>Reward and welfare fund</i>	<i>Million VND</i>	18,185	39,187
3.3	<i>Manager reward fund</i>	<i>Million VND</i>	2,798	5,538
4	Remaining profit after tax after fund appropriation	Million VND	104,911	226,568
5	Remaining profit after tax from 2024 carried forward	Million VND		2,636
6	2025 cash dividend	%	Minimum 30% of par value per	49% of par value per share
6.1	<i>Cash dividend already advanced</i>			
	- Dividend advance rate	%		30
	- Number of outstanding shares at the time of advance	Shares		46,720,560
	- Dividend advance value	Million VND		140,162
6.2	<i>Remaining profit for further 2025 dividend payment</i>	<i>Million VND</i>		89,042
6.3	<i>2nd 2025 cash dividend payment</i>			
	- 2nd dividend payment rate	%		19
	- Number of outstanding shares	Shares		46,720,560
	- Dividend payment value	Million VND		88,769
7	Remaining profit after dividend payment	Million VND		273

### **5.2. Profit distribution and dividend payment plan for 2026:**

#### **- Percentage of fund appropriation:**

+ Development investment fund: 10% of profit after corporate income tax.

+ Employee reward and welfare fund and Company Managers fund: maximum 3-month of salaries.

**- 2026 dividend payment:** at least 35% of par value per share.

**Content 6:** Approval of the proposal of the report on salary, remuneration, and bonus of Company's Managers for 2025, and the plan for 2026.

**Content 7:** Approval the selection of an independent audit firm for the review of the semi-annual financial statements and the audit of the 2026 financial statements.

**Content 8:** Approval of the adjustment of business lines of Bien Hoa Building Materials Production and Construction Joint Stock Company.



**Content 9:** Approval of amendment and supplementation of the Charter of Organization and Operation of Bien Hoa Building Materials Production and Construction Joint Stock Company.

**Content 10:** Approval of the amendments and supplements to the Regulations on Corporate Governance of Bien Hoa Building Materials Production and Construction Joint Stock Company.

**Content 11:** Approval of the amendments and supplements to the Regulations on Operation of the Board of Directors of Bien Hoa Building Materials Production and Construction Joint Stock Company.

**Content 12:** Approval of the amendments and supplements to the Regulations on Operation of the Board of Supervisors of Bien Hoa Building Materials Production and Construction Joint Stock Company.

**Content 13:** Approval of the dismissal of the position of Supervisor of the Company for the 2025-2030 term for Ms. Nguyễn Thị Thanh Trúc.

**Content 14:** Election of 01 additional member of the Board of Supervisors of the Company for the 2025-2030 term.

- Approval of the Regulations candidature, nomination, supplemental election of Board of Supervisors members for the 2025-2030 term.

- Approval of the list of candidates and nominees for the election of 01 supplementary member of the Board of Supervisors of the Company for the 2025-2030 term.

- Based on the election results at the Meeting, Mr./Ms. .... has been elected to the Board of Supervisors of the Company for the 2025-2030 term.

**Article 2.** The 2026 Annual General Meeting of Shareholders assigns the Board of Directors, the Board of Supervisors, and the Board of Management of Bien Hoa Building Materials Production and Construction Joint Stock Company to implement, supervise, and organize the execution of the contents of this Resolution with the highest responsibility and results for the common interest of shareholders and in full compliance with the provisions of current law./.

**Recipients:**

- Shareholders;
- SSC, HNX (for reporting);
- Board of Directors, Board of Supervisors;
- Board of Management;
- Company Secretary;
- Company Website;
- Archive.

**OBO. THE PRESIDIUM  
CHAIRPERSON**

**Huỳnh Xuân Đạo**



**Bien Hoa Building Materials Production  
and Construction Joint Stock Company  
2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**LOGIN INFORMATION NOTICE  
DELEGATE CODE: VLB.000...**

To: .....

Bien Hoa Building Materials Production and Construction Joint Stock Company is pleased to provide you with the login information to attend the 2026 Annual General Meeting of Shareholders, which will be held at 08:00 on 16/06/2026 at K4/79C, Nguyen Tri Phuong, Buu Hoa 3 Quarter, Bien Hoa Ward, Dong Nai City, as follows:

Number of voting shares owned: ..... voting shares

Number of voting shares authorized: ..... voting shares

**Total number of voting shares represented: ..... voting shares**

**LOGIN INSTRUCTIONS**

Please log in to the electronic system using one of the following two methods:

**Method 1:** Scan the QR Code below to log in:



**Method 2:** Access the EzGSM system directly at: <https://ezgsm.fpts.com.vn> and log in using the Username and Password below:

**Username:** .....

**Password:** .....

After successfully logging in, please attend and cast your electronic vote on the system.

*Note: You are responsible for keeping the above login information confidential to ensure that only the authorized delegate can use it to attend and vote on the system.*

**Thank you!**





**BIEN HOA BUILDING MATERIALS PRODUCTION AND  
CONSTRUCTION JOINT STOCK COMPANY  
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**



**VOTING BALLOT  
REPRESENTATIVE CODE: VLB.000...**

**Sample**

Name of Delegate: ...

Number of voting shares owned: ... voting shares

Number of voting shares authorized: ... voting shares

**Total number of voting shares represented: ... voting shares**

*(Dear Representatives, please mark the box corresponding to your choice for each voting item)*

CONTENT	Approve	Disapprove	Abstain
<b>Content 01:</b> Report on the status and results of production and business activities for the year 2025 and the plan for 2026.			
<b>Content 02:</b> Report on the activities of the Board of Directors in 2025 and the plan for 2026.			
<b>Content 03:</b> Report on the performance results of the Board of Supervisors in 2025.			
<b>Content 04:</b> Proposal for Approval of the 2025 audited financial statements.			
<b>Content 05:</b> Proposal for approval of the profit distribution and dividend payment plan for 2025; profit distribution and dividend payment plan for 2026.			
<b>Content 06:</b> Proposal of the report on salary, remuneration, and bonus of Company's Managers (BOD, BOS, BOM, the Person in Charge of CG) for 2025, and the plan for 2026.			
<b>Content 07:</b> Proposal regarding the selection of an independent audit firm for the review of the semi-annual financial statements and the audit of the 2026 financial statements.			
<b>Content 08:</b> Proposal regarding the adjustment of the Company's business lines.			
<b>Content 09:</b> Proposal regarding the amendment and supplementation of the Charter of Organization and Operation of Bien Hoa Building Materials Production and Construction Joint Stock Company.			
<b>Content 10:</b> Regarding the amendment and supplementation of the Regulations on Corporate Governance of Bien Hoa Building Materials Production and Construction Joint Stock Company.			
<b>Content 11:</b> Proposal regarding the amendment and supplementation of the Regulations on Operation of the Board of Directors of Bien Hoa Building Materials Production and Construction Joint Stock Company.			

CONTENT	Approve	Disapprove	Abstain
<b>Content 12:</b> Proposal regarding the amendment and supplementation of the Regulations on Operation of the Board of Supervisors of Bien Hoa Building Materials Production and Construction Joint Stock Company.			

**Instructions:**

Shareholders mark "(X" or "✓)" in 1 of the 3 boxes:  
Approve/Disapprove/Abstain for each voting item.

June... 2026

**REPRESENTATIVE**  
*(Signature and Full Name)*





BIEN HOA BUILDING MATERIALS PRODUCTION AND  
CONSTRUCTION JOINT STOCK COMPANY  
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

Sample

**BALLOT**  
**FOR ELECTION OF SUPERVISOR**  
**DELEGATE CODE: VLB.000...**

Name of Delegate: ...

Number of voting shares owned: ... voting shares

Number of voting shares authorized: ... voting shares

Total number of voting shares represented: ... voting shares

**Total number of votes: ... votes**

**I agree to elect Supervisor for the term 2025 - 2030 as follows:**

No.	Name of candidate	Cumulative voting	Number of votes
1	F		
2	G		
3	H		

**Instructions:**

1. Representatives shall vote for a maximum number of candidates equal to the number of candidates to be elected (01 persons).
2. If voting cumulatively for one or more candidates, the representative shall mark the box "Cumulative voting" for the corresponding candidates.
3. If voting unevenly for multiple candidates, the representative shall clearly state the number of votes cast in the "Number of votes" box for the corresponding candidates.

June ... 2026

**DELEGATE**

*(Signature and Full Name)*



## BIEN HOA BUILDING MATERIALS PRODUCTION AND CONSTRUCTION JOINT STOCK COMPANY

Address: K4/79C Nguyen Tri Phuong, Quarter 3, Bui Hoa Ward, Bien Hoa City, Dong Nai Province  
Telephone: (0251) 3859358 Fax: (0251) 3859917 Website: www.bbce.com.vn

### SELF-NOMINATION FORM MEMBER OF THE BOARD OF SUPERVISORS FOR THE TERM 2025 – 2030

***To: Bien Hoa Building Materials Production and Construction Joint Stock Company***

My name is:.....

ID Card/Passport/Business Registration Certificate No.:.....

Date of issue:..... Place of issue:.....

Permanent address:.....

Educational level:..... Major:.....

Number of shares held (as of the record date for the list of shareholders attending the 2026  
Annual General Meeting of  
Shareholders):.....shares

Corresponding total par value:.....(VND)

I hereby request Bien Hoa Building Materials Production and Construction Joint Stock Company to allow me to self-nominate as a candidate for the Board of Supervisors of Bien Hoa Building Materials Production and Construction Joint Stock Company for the term 2025 – 2030.

If elected as a Supervisor by the shareholders, I pledge to dedicate all my capacity and enthusiasm to contribute to the development Bien Hoa Building Materials Production and Construction Joint Stock Company.

Thank you very much.

#### **Attached documents:**

- Copy of ID Card/Passport.
- Candidate's curriculum vitae.
- Certificates of Qualification.

....., Date ... Month ... 2026

**Self-nominated person**

*(Sign and print full name)*





**BIEN HOA BUILDING MATERIALS PRODUCTION AND  
CONSTRUCTION JOINT STOCK COMPANY**

Address: K4/79C Nguyen Tri Phuong, Quarter Bui Hoa 3, Bien Hoa Ward, Dong Nai City  
Telephone: (0251) 3859358 Fax: (0251) 3859917 Website: www.bbcc.com.vn

**NOMINATION FORM  
MEMBER OF THE BOARD OF SUPERVISORS  
FOR THE TERM 2025 - 2030**

*(Applicable to shareholders)*

***To: Bien Hoa Building Materials Production and Construction JSC***

Shareholder's full name:.....

ID Card/Citizen ID/Passport/Business Registration Certificate No.:.....

Date of issue:..... Place of issue:.....

Legal representative (If any):.....

Number of shares held (As of the record date for the list of shareholders attending the 2026 Annual General Meeting of Shareholders):.....shares

Corresponding total par value:.....(VND)

**I propose to Bien Hoa Building Materials Production and Construction JSC to nominate:**

**1. Mr./Ms.:**

Citizen ID/ID card/Passport number:.....

Date of issue:..... Place of issue:.....

Permanent address:.....

Educational level: ..... Major: .....

Currently holding: ..... (shares)

Corresponding total par value: ..... (VND)

**2. Mr./Ms.:**

Citizen ID/ID card/Passport number:.....

Date of issue:..... Place of issue:.....

Permanent address:.....

Educational level: ..... Major: .....

Currently holding: ..... (shares)

Corresponding total par value: ..... (VND)



## BIEN HOA BUILDING MATERIALS PRODUCTION AND CONSTRUCTION JOINT STOCK COMPANY

Address: K4/79C Nguyen Tri Phuong, Quarter Bau Hoa 3, Bien Hoa Ward, Dong Nai City

Telephone: (0251) 3859358

Fax: (0251) 3859917

Website: www.bbcc.com.vn

### 3. Mr./Ms.:

Citizen ID/ID card/Passport number:.....

Date of issue:..... Place of issue:.....

Permanent address:.....

Educational level: ..... Major: .....

Currently holding: ..... (shares)

Corresponding total par value: ..... (VND)

as a candidate for the Board of Supervisors of Bien Hoa Building Materials Production and Construction JSC for the term 2025 - 2030.

Thank you sincerely!

#### Attached documents:

- Copy of ID Card/Citizen ID/Passport.
- Candidate's curriculum vitae.
- Certificates of qualification.

....., Month....., Date..... 2026

**Nominator**

*(Signature, seal and full name)*





**BIEN HOA BUILDING MATERIALS PRODUCTION AND  
CONSTRUCTION JOINT STOCK COMPANY**

Address: K4/79C Nguyễn Tri Phương, Quarter Bua Hoa 3, Bien Hoa Ward, Dong Nai City  
Telephone: (0251) 3859358 Fax: (0251) 3859917 Website: www.bhcc.com.vn



**NOMINATION FORM  
MEMBER OF THE BOARD OF SUPERVISORS**

**FOR THE TERM 2025 - 2030**

*(Applicable to shareholder groups)*

***To: Bien Hoa Building Materials Production and Construction JSC***

Representative of the shareholder group:.....

ID Card/Citizen ID/Passport/Business Registration Certificate No.:.....

Date of issue:..... Place of issue:.....

Number of shares held by the shareholder group (as of the record date for the list of  
shareholders attending the 2026 Annual General Meeting of Shareholders):  
..... shares

Corresponding total par value:..... (VND)

**We propose that Bien Hoa Building Materials Production and Construction JSC allow  
us to nominate:**

**1. Mr./Ms.:**

Citizen ID/ID card/Passport number:.....

Date of issue:..... Place of issue:.....

Permanent address:.....

Educational level:..... Major:.....

Currently holding:..... (shares)

Corresponding total par value:..... (VND)

**2. Mr./Ms.:**

Citizen ID/ID card/Passport number:.....

Date of issue:..... Place of issue:.....

Permanent address:.....

Educational level:..... Major:.....

Currently holding:..... (shares)

Corresponding total par value:..... (VND)



## BIEN HOA BUILDING MATERIALS PRODUCTION AND CONSTRUCTION JOINT STOCK COMPANY

Address: K4/79C Nguyen Tri Phuong, Quarter Bau Hoa 3, Bien Hoa Ward, Dong Nai City  
Telephone: (0251) 3859358 Fax: (0251) 3859917 Website: www.bbcc.com.vn

### 3. Mr./Ms.:

Citizen ID/ID card/Passport number:.....  
Date of issue:..... Place of issue:.....  
Permanent address:.....  
Educational level: ..... Major: .....  
Currently holding: ..... (shares)  
Corresponding total par value: ..... (VND)

as candidates for the Board of Supervisors of Bien Hoa Building Materials Production and Construction JSC for the term 2025 - 2030.

Thank you sincerely!

#### Attached documents:

- Copy of ID Card/Citizen ID/Passport
- Candidate's Curriculum vitae.
- Certificates of Qualification.

....., Date..... month ..... 2026  
**Representative of the nominating  
shareholder group**  
*(Sign, seal and state full name)*





# THE SOCIALIST REPUBLIC OF VIETNAM

**Independence - Freedom – Happiness**

## GROUP MEETING MINUTES

### **NOMINATION OF CANDIDATES FOR THE BOARD OF SUPERVISORS BIEN HOA BUILDING MATERIALS PRODUCTION AND CONSTRUCTION JSC TERM 2025 – 2030**

- Pursuant to the Charter of Organization and Operation of Bien Hoa Building Materials Production and Construction Joint Stock Company.
- Pursuant to the Regulations on Nomination of Supervisors of Bien Hoa Building Materials Production and Construction Joint Stock Company for the term 2025 – 2030.

Today, on Month .... Date ....., Year ..... at ....., we are shareholders of Bien Hoa Building Materials Production and Construction Joint Stock Company, jointly holding ..... shares (in words: ..... shares), accounting for .....% of the Company's voting shares, whose names are listed below:

No.	Shareholder Name	ID Card/ CITIZEN ID/ PASSPORT/ BRC	Address	Number of shares held	Signature and full name
1					
2					
3					
4					
...					
	<b>Total</b>				

***We unanimously agree to appoint:***

**Mr./Ms.:** .....

ID Card/Citizen ID/Passport No.: .....

date of issue: ..... place of issue: .....

Permanent address: .....

**As the group representative to carry out the nomination procedures in accordance with the Regulations candidation, nomination, supplemental election of Board of Supervisors members Bien Hoa Building Materials Production and Construction Joint Stock Company.**

***And unanimously agree to nominate the following candidates for the Board of Supervisors:***

**1. Mr./Ms.:** .....

ID Card/Citizen ID/Passport No.: .....

date of issue:.....place of issue:.....

Permanent address: .....

Education level:.....Major: .....

Currently holding: ..... (shares)

Corresponding total value at face value:.....(VND)

**2. Mr./Ms.: .....**

ID Card/Citizen ID/Passport No.:.....

date of issue:.....place of issue:.....

Permanent address: .....

Education level:.....Major: .....

Currently holding: ..... (shares)

Corresponding total value at face value:.....(VND)

**3. Mr./Ms.: .....**

ID Card/Citizen ID/Passport No.:.....

date of issue:.....place of issue:.....

Permanent address: .....

Education level:.....Major: .....

Currently holding: ..... (shares)

Corresponding total value at face value:.....(VND)

These minutes are prepared at .... o'clock, on Month ..... Date ....., Year ..... at .....

....., Month ..... Date ....., 2026

**Nominated Group Representative**

*(Signature, seal, and full name)*



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-o0o-

FORM

Regarding confirmation of stock ownership



To: ..... *Joint Stock Company*

Account holder's full name:.....

Citizen ID Card/ID Card/Passport:.....

Date of issue:..... Place of issue:.....

Legal representative (If any):.....

Account number:.....

Currently holding:..... shares

Stock symbol:.....

Corresponding total par value:..... (VND)

From date:..... to date:.....

Request the ..... Joint Stock Company to confirm the information as above for me/us.

Sincerely thank you.

....., Date ..... Month..... 2026

**Account holder**

(signature, seal, and full name)

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CURRICULUM VITAE



1/ Name:	
2/ Gender:	
3/ Date of Birth:	
4/ Place of Birth:	
5/ Citizen ID/ID Number:	
Date of issue:	
Place of issue:	
6/ Nationality:	
7/ Ethnicity:	
8/ Address:	
9/ Telephone:	
10/ Email Address:	
11/ Qualification:	
12/ Work history:	+ From ... to ... : + From ... to ... : .....
13/ Current Positions:	
14/ Total Number of Shares Held (as of May 26, 2025)	
+ Capital Representative of (name of organization):	.... shares, accounting for .....% of charter capital
+ Individually owned:	.... shares, accounting for .....% of charter capital
15/ Commitments to Hold (If any)	



16/ List of Affiliated Persons:	<i>Attached</i>
---------------------------------	-----------------

I pledge that the declarations made herein are entirely true, and I shall bear full responsibility before the law if they are false.

..... Date ..... Month ....., 2026

**Declarant**

*(Signature, full name)*

### LIST OF AFFILIATED PERSONS<sup>1</sup>

No.	Name of Individual/Organization	Trading Account Number (If any)	Relationship	Gender	Address	Citizen ID/ID Number/ Passport	Date of issue	Place of issue	Number of Shares Owned	Telephone	Nationality

....., Date ..... Month ....., 2026

**Declarant**

*(Signature, full name)*

<sup>1</sup>Affiliated persons as stipulated in Clause 46, Article 4 of the Securities Law No. 54/2019/QH14

Clause 46, Article 4 of the Securities Law stipulates that "Affiliated persons are individuals or organizations that have a relationship with each other in the following cases:

- a) Enterprises and their internal persons; public funds, public securities investment companies and internal persons of such public funds or public securities investment companies;
- b) Enterprises and organizations or individuals owning more than 10% of the voting shares or contributed capital of such enterprises;
- c) Organizations or individuals that, in relation to other organizations or individuals, directly or indirectly control or are controlled by such organizations or individuals, or are under common control with such organizations or individuals;
- d) Individuals and their biological father, biological mother, adoptive father, adoptive mother, father-in-law (husband's side), mother-in-law (husband's side), father-in-law (wife's side), mother-in-law (wife's side), wife, husband, biological child, adopted child, daughter-in-law, son-in-law, Order Brother, Order Sister, Younger Sibling, Elder brother-in-law, Younger brother-in-law, Elder sister-in-law, Younger sister-in-law;
- e) Securities investment fund management companies and securities investment funds, securities investment companies managed by such securities investment fund management companies;
- f) Contractual relationship in which one organization or individual represents the other organization or individual;
- g) Other organizations, individuals are affiliated persons according to the provisions of the Law on Enterprises.



DRAFT



# **CHARTER**

## **ORGANIZATION AND OPERATION**

**BIEN HOA BUILDING MATERIALS PRODUCTION AND  
CONSTRUCTION JOINT STOCK COMPANY**

**(Amended and supplemented for the 7th time)**

*Dong Nai, June 2026*

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## INTRODUCTION

This Charter was approved pursuant to the Resolution of the General Meeting of Shareholders No. 01/2026/ĐHĐCĐ dated June 16, 2026.

## CHAPTER I: DEFINITIONS OF TERMS IN THE CHARTER

### Article 1. Definitions

1. In this Charter, the following terms shall be understood as follows:

a) The Company or BBCC means Bien Hoa Building Materials Production and Construction Joint Stock Company

b) *Charter capital* means the total par value of shares sold or registered for purchase upon the establishment of Bien Hoa Building Materials Production and Construction Joint Stock Company and in accordance with the provisions of Article 6 of this Charter;

c) *Voting capital* means share capital, whereby the owner has the right to vote on matters under the decision-making authority of the General Meeting of Shareholders;

d) *Law on Enterprises* means the current Law on Enterprises and its amendments and supplements (if any);

e) *Law on Securities* means the current Law on Securities and its amendments and supplements (if any);

f) *Vietnam* means the Socialist Republic of Vietnam;

g) *Date of establishment* means the date the Company is granted the initial Enterprise Registration Certificate (Business Registration Certificate and equivalent valid documents);

h) *Company executives* means the General Director, Deputy General Director, Chief Accountant, and other executives as prescribed by the Company's Charter;

i) *Company Manager* means the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles as prescribed by the Company's Charter;

j) *Affiliated persons* means individuals and organizations as prescribed by the Law on Enterprises and the Law on Securities;

k) *Shareholder* means an individual or organization owning at least one share of Bien Hoa Building Materials Production and Construction Joint Stock Company;

l) *Founding shareholder* means a shareholder owning at least one ordinary share and signing the list of founding shareholders of Bien Hoa Building Materials Production and Construction Joint Stock Company;

m) *Major shareholders* means shareholders owning 5% or more of the voting shares of the Company;

n) *Term of operation* means the duration of the Company's operation as prescribed in Article 2 of this Charter and any extension (if any) approved by the General Meeting of Shareholders of the Company;

o) *The Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

p) *Affiliated enterprises and departments* are dependent accounting units within the organizational structure of the Company.

2. In this Charter, references to one or more regulations or other documents include any amendments, supplements, or replacement documents.

3. The headings (Chapters, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

## **CHAPTER II: NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, headquarters, branches, representative offices, business locations, and term of operation of the Company**

1. Name of company:

- Name of company in Vietnamese:

**CÔNG TY CỔ PHẦN XÂY DỰNG VÀ SẢN XUẤT  
VẬT LIỆU XÂY DỰNG BIÊN HÒA**

- Name of company in English:

**BIEN HOA BUILDING MATERIALS PRODUCTION AND  
CONSTRUCTION JOINT STOCK COMPANY**

- Transaction name:

**CÔNG TY CỔ PHẦN XÂY DỰNG VÀ SẢN XUẤT  
VẬT LIỆU XÂY DỰNG BIÊN HÒA**

- Abbreviated name of the Company: **BBCC**

2. Bien Hoa Building Materials Production and Construction Joint Stock Company is an independent legal entity; the Company is organized and operates in accordance with the Law on Enterprises and this Charter.

3. The registered headquarters of the Company is:

- Address of head office: K4/79C, Nguyen Tri Phuong, Buu Hoa 3 Quarter,  
Bien Hoa Ward, Dong Nai City, Vietnam.

- Telephone: (0251) 3859358

- Fax: (0251) 3859917

- E-mail: [congybbcc@gmail.com](mailto:congybbcc@gmail.com)



- Website: [www.bbcc.com.vn](http://www.bbcc.com.vn)

4. The Company may establish branches and representative offices at business locations to achieve the Company's operational objectives in accordance with the decision of the Board of Directors and within the scope permitted by law.

5. Unless terminated before the expiration date as prescribed in Clause 2, Article 54 or extended in accordance with Article 55 of this Charter, the term of operation of the Company is indefinite.

### **Article 3. Legal representative of the Company**

The Company has 2 legal representatives, including:

1. Chairman of the Board of Directors;
2. General Director of the Company.

## **CHAPTER III: OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY**

### **Article 4. Operational objectives of the Company**

1. The Company's business lines are:

- Wholesale of other construction materials and installation equipment;
- Construction of road works;
- Agency: building materials agency;
- Wholesale of machinery, equipment, and spare parts for mining and construction;
- Retail of hardware, paint, glass, and other construction materials and installation equipment;
- Manufacture of machinery for producing construction materials;
- Retail of household electrical appliances, beds, wardrobes, tables, chairs, and similar furniture, lamps and lighting sets, and other household goods not elsewhere classified;
- Real estate business, land lease right owned, used, or leased: Real estate business and office rental services, commercial centers;
- Exploitation of stone, sand, gravel, clay;
- Manufacture of concrete and products from concrete, cement, and plaster;
- Road freight transport;
- Cargo handling;
- Motor vehicle rental: rental of motor vehicles, water tanker trucks (with operator);

- Other recreational activities: eco-tourism area business;
- Service activities supporting water transport.
- Construction of residential buildings;
- Construction of non-residential buildings;
- Construction of waterway works;
- Construction of mining works;
- Construction of processing and manufacturing works;
- Construction of other civil engineering works;
- Construction of railway works;
- Construction of power works;
- Construction of water supply and drainage works;
- Construction of telecommunications and information technology works;
- Construction of other public utility works;
- Demolition;
- Site preparation;
- Electrical system installation;
- Installation of water supply and drainage systems, heating and air conditioning systems;
- Installation of other construction systems;
- Completion of construction works;
- Other specialized construction activities;
- Architectural activities and related technical consultancy.

## 2. Operational objectives of the Company:

- Profitable business, preservation and development of capital of shareholders invested in BBCC, completion of tasks approved by the General Meeting of Shareholders;
- Maximizing the overall operational efficiency of the entire Company, its enterprises, affiliated departments, and associate companies;
- Becoming a leading enterprise in Dong Nai in the field of construction stone exploitation.

3. The Company may conduct any other business activities not prohibited by law and which the Board of Directors deems most beneficial to the Company.

## **Article 5. Business scope and operations of the Company**

The Company is permitted to conduct business activities in accordance with the



business lines registered in this Charter, notify changes in registration content to the business registration authority, and disclose them on the National Business Registration Portal (In case the Company engages in conditional business lines, the Company must meet all business conditions as prescribed by the Law on Investment and relevant specialized laws).

## **CHAPTER IV: CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

### **Article 6. Charter capital, shares, founding shareholders**

1. The Charter capital of the Company is: 469,216,000,000 VND (in words: Four hundred sixty-nine billion, two hundred sixteen million VND).

The total Charter capital of the Company is divided into 46,921,600 shares with a par value of 10,000 VND/share.

2. The Company may change its Charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The Company's shares on the date of approval of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are prescribed in Article 12 and Article 13 of this Charter.

4. The Company may issue other types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of law.

5. Ordinary shares shall be offered for sale with priority to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise provided by the General Meeting of Shareholders. The number of shares that shareholders do not register to purchase shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons on conditions no less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may purchase shares issued by the Company itself in the manners prescribed in this Charter and current laws.

7. The Company may issue other types of securities in accordance with the law.

### **Article 7. Share certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares owned.

2. A share certificate is a type of security confirming the legal rights and interests of the owner in a portion of the Company's share capital. Except where shares are deposited at Viet Nam Securities Depository and Clearing Corporation, share certificates must contain all information as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within thirty (30) days from the date of submission of a complete application

for transfer of share ownership in accordance with the Company's regulations, or within two (2) months from the date of full payment for the shares as prescribed in the Company's share issuance plan, the share owner shall be issued a share certificate. The share owner shall not be charged by the Company for the printing costs of the share certificate.

4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be re-issued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following information:

- a) Information regarding the share certificate that has been lost, damaged, or destroyed in any other form;
- b) A commitment to take responsibility for any disputes arising from the re-issuance of the new share certificate.

#### **Article 8. Other securities certificates**

Bond certificates or other securities certificates of the Company issued shall bear the signature of the legal representative and the seal of the Company.

#### **Article 9. Transfer of shares**

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed or registered for trading on The Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares that have not been fully paid for shall not be transferred or entitled to related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

#### **Article 10. Forfeiture of shares**

1. In case a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify the shareholder and has the right to require the shareholder to pay the remaining amount and be responsible for the total par value of the shares registered for purchase regarding the Company's financial obligations arising from such failure to pay in full.

2. The aforementioned payment notice must clearly state the new payment deadline (at least seven days from the date of sending the notice), but not exceeding 45 (forty-five) days from the date of sending the notice, the place of payment, and the notice must clearly state that in case of failure to pay as required, the unpaid shares shall be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been fully paid for on time in case the requirements in the aforementioned notice are not met.

4. Forfeited shares shall be considered as shares authorized for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution of such shares under conditions and in a manner that the Board of Directors deems appropriate.



5. A shareholder holding forfeited shares must relinquish their status as a shareholder with respect to those shares, but shall remain responsible for the total par value of the shares registered for purchase regarding the Company's financial obligations arising at the time of forfeiture as decided by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to decide on the forced payment of the entire value of the shares at the time of forfeiture.

6. A forfeiture notice shall be sent to the holder of the forfeited shares before the time of forfeiture. The forfeiture shall remain effective even in case of errors or negligence in sending the notice.

## **CHAPTER V: ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL**

### **Article 11. Organizational structure, governance, and control**

The organizational, governance, and control structure of the Company includes:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Board of Supervisors;
4. General Director of the Company.

## **CHAPTER VI: SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

### **Article 12. Rights of shareholders**

1. Ordinary shareholders have the following rights:

a) To attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms as prescribed by the Company's Charter and the law. Each ordinary share has one vote;

b) To receive dividends at the rate decided by the General Meeting of Shareholders;

c) To be given priority to purchase new shares in proportion to the ownership of ordinary shares of each shareholder in the Company;

d) To freely transfer their shares to others, except where this Charter provides for restrictions on share transfer, or in accordance with the issuance regulations for each type of share approved by the General Meeting of Shareholders and other relevant provisions of law;

e) To review, look up, and extract information regarding the name and contact address in the list of shareholders with voting rights; to request the correction of inaccurate information about themselves;

- f) To review, look up, extract, or copy the Company's Charter, minutes of

meetings of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

g) Upon the dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their share ownership in the Company;

h) To request the Company to repurchase shares in the cases prescribed in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same type shall grant the owning shareholder equal rights, obligations, and benefits. In case the Company has different types of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j) To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

k) To have their legal rights and interests protected; to propose the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

l) Other rights as prescribed by law and this Charter.

2. A shareholder or group of shareholders owning 5% or more of the total number of ordinary shares has the following rights:

a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b) To review, look up, and extract the minute book and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, and transactions that must be approved by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company. In case a shareholder uses the documents and information accessed, reviewed, looked up, or extracted as mentioned above for purposes other than the initial notification without the Company's consent, causing damage to the reputation or infringing upon the rights and interests of the Company and other shareholders, that shareholder shall be fully responsible before the law and must compensate the Company and other shareholders for the damage to the reputation, rights, and legal interests of the Company and other shareholders in accordance with the law;

c) To request the Board of Supervisors to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal identification document number for individual shareholders; name, enterprise identification number or legal identification document number of the organization, and address of the head office for institutional shareholders; the number of shares and time of share registration of each shareholder,



the total number of shares of the entire group of shareholders, and the ownership percentage in the total number of shares of the Company; the issue to be inspected, and the purpose of the inspection;

d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 3 working days before the opening date. The proposal must clearly state the name of the shareholder, the quantity of each type of share owned by the shareholder, and the issue proposed to be included in the meeting agenda;

e) Other rights as prescribed by law and this Charter.

3. A shareholder or group of shareholders owning 10% or more of the total number of ordinary shares has the right to nominate candidates for the Board of Directors and the Board of Supervisors. The nomination of candidates for the Board of Directors and the Board of Supervisors shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this clause shall have the right to nominate one or more persons as candidates for the Board of Directors and the Board of Supervisors as decided by the General Meeting of Shareholders. In the event that the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

### **Article 13. Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. To pay for the subscribed shares in full and on time.

2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except where shares are repurchased by the Company or another person. In the event that a shareholder withdraws part or all of their contributed share capital contrary to the provisions of this clause, that shareholder and the related persons in the Company shall be jointly and severally liable for the debts and other property obligations of the Company to the extent of the value of the shares withdrawn and any damages incurred.

3. To comply with the Charter and the internal management regulations of the Company.

4. To abide by the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To keep confidential the information provided by the Company in accordance

with the Charter and the law; to use the provided information only for the purpose of exercising and protecting their legal rights and interests; it is strictly prohibited to disseminate, copy, or send the information provided by the Company to other organizations or individuals.

6. To attend the General Meeting of Shareholders and exercise voting rights through the following forms:

- a) Attending and voting directly at the meeting;
- b) Authorizing other individuals or organizations to attend and vote at the meeting;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending voting ballots to the meeting via mail, fax, or email;
- dd) Sending voting ballots by other means as provided in the Charter.

7. To be personally liable when acting in the name of the Company in any form to perform any of the following acts:

- a) Violating the law;
- b) Conducting business and other transactions for personal gain or for the benefit of other organizations or individuals;
- c) Paying off undue debts in the face of financial risks to the Company.

8. To fulfill other obligations as prescribed by current law.

#### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year within 4 months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding 6 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined as the location where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Charter, especially the approval of the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material qualifications, adverse opinions, or disclaimers, the Company must invite representatives of the approved auditing organization that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and the aforementioned representatives of the auditing organization are responsible for attending the Company's annual General



### Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and bearing the full signatures of the relevant shareholders, or the written request may be made in multiple copies and compiled with the full signatures of the relevant shareholders; the request to convene the meeting must be accompanied by documents and evidence of violations by the Board of Directors, the extent of the violations, or decisions exceeding their authority. The shareholder or group of shareholders shall be fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of the General Meeting of Shareholders;
- d) At the request of the Board of Supervisors;
- e) Other cases as prescribed by law and this Charter.

### 4. Convening an extraordinary General Meeting of Shareholders:

a) The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors or the Board of Supervisors is as specified in Point b, Clause 3 of this Article, or from the date of receiving the request as specified in Point c and Point d, Clause 3 of this Article;

b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article has the right to request the Company's representative to convene the General Meeting of Shareholders as prescribed by the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening and conducting the meeting and the decision-making of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company.

These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

### **Article 15. Rights and duties of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the following rights and duties:

- a) To approve the development orientation of the Company;
- b) To decide on amendments and supplements to the Company's Charter;
- c) To decide on the classes of shares and the total number of shares of each class authorized to be offered;
- d) To elect, dismiss, and remove members of the Board of Directors and Supervisors;
- e) To decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- f) To approve annual financial statements;
- g) To decide on the reorganization or dissolution of the Company;
- h) To change the business lines and fields;
- i) To decide on the annual dividend rate for each class of shares;
- j) To decide on the repurchase of more than 10% of the total sold shares of each class;
- k) To consider and handle violations by members of the Board of Directors or Supervisors that cause damage to the Company and its shareholders;
- l) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- m) To approve internal management regulations; operating regulations of the Board of Directors and the Board of Supervisors;
- n) To approve the list of independent auditing firms; to decide on the independent auditing firm to perform the inspection of the Company's operations, and to remove the independent auditor when deemed necessary;
- o) Other rights and duties as prescribed by law.

2. All resolutions and issues included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

### **Article 16. Authorization to attend the General Meeting of Shareholders**

1. Shareholders or authorized representatives of corporate shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend or participate in the meeting through one of the following forms:



- a) Attending and voting directly at the meeting;
- b) Authorizing other individuals or organizations to attend and vote at the meeting;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending voting ballots to the meeting via mail, fax, or email;
- e) Sending voting ballots by other means as provided in the Company's Charter.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit the written authorization upon registration for the meeting. In case of re-authorization, the attendee must present the original authorization from the shareholder or the authorized representative of the corporate shareholder (if not previously registered with the Company).

3. The voting ballot of the person authorized to attend the meeting within the scope of authorization shall remain valid upon the occurrence of any of the following events, except in the following cases:

- a) The authorizer is deceased, has limited civil act capacity, or has lost civil act capacity;
- b) The authorizer has revoked the authorization appointment;
- c) The authorizer has revoked the authority of the person performing the authorization.

This provision shall not apply if the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 17. Variation of rights**

1. Any variation or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting.

2. A Resolution of the General Meeting of Shareholders regarding the content that adversely changes the rights and obligations of shareholders holding preference shares shall only be passed if it is approved by shareholders holding 75% or more of the total preference shares of that class attending the meeting, or approved by shareholders holding 75% or more of the total preference shares of that class in the case of passing a

resolution by way of written opinion collection.

3. The meeting of shareholders holding a class of preference shares to approve the variation of rights mentioned above shall only be valid if there are at least 2 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. In case there is an insufficient number of delegates as mentioned above, the meeting shall be reconvened within the next 30 days, and the holders of shares of that class (regardless of the number of people and the number of shares) present in person or through an authorized representative shall be considered as having the required number of delegates. At the meetings of shareholders holding preference shares mentioned above, the holders of shares of that class present in person or through a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the meetings mentioned above.

4. The procedure for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20, and 21 of this Charter.

5. Unless otherwise provided by the terms of share issuance, the special rights attached to classes of shares with preference rights regarding some or all matters related to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

#### **Article 18. Convening meetings, meeting agenda, and notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

2. The convener of the General Meeting of Shareholders must perform the following tasks:

a) 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 shall be prepared no more than 10 days before the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b) Prepare the agenda and content of the meeting;

c) Prepare documents for the meeting;

d) Draft the Resolution of the General Meeting of Shareholders according to the expected content of the meeting;

e) Determine the time and venue for the meeting;

f) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;



g) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the contact address of the shareholders, and simultaneously published on the website of the Company and the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend at least 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to the full meeting documents so that shareholders can access them, including:

- a) Meeting agenda and documents used in the meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors or members of the Board of Supervisors;
- c) Voting ballot;
- d) Draft resolution for each issue in the meeting agenda.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 3 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the quantity of each class of shares held by the shareholder, and the issue proposed to be included in the agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse the proposal prescribed in Clause 4 of this Article if it falls into one of the following cases:

- a) The proposal is sent not in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 4 of this Article in the expected agenda and content of the meeting, except for the cases prescribed in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

**Article 19. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending represents more than 50% of the total voting shares.

2. In case the first meeting does not have a sufficient number of delegates within 30 minutes from the scheduled opening time, the convener shall cancel the meeting. The General Meeting of Shareholders must be reconvened within 30 days from the intended date of the first General Meeting of Shareholders. The second General Meeting of Shareholders shall only be conducted when there are members attending who are shareholders and authorized representatives representing at least 33% of the voting shares.

3. In case the second meeting is not conducted due to an insufficient number of delegates within 30 minutes from the scheduled opening time, the third General Meeting of Shareholders may be convened within 20 days from the intended date of the second meeting, and in this case, the meeting shall be conducted regardless of the number of shareholders or authorized representatives attending and shall be considered valid and have the authority to decide all issues expected to be approved at the first General Meeting of Shareholders.

**Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Before opening the meeting, the Company must carry out shareholder registration procedures and must continue registration until all shareholders entitled to attend have registered in the following order:

a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting for, against, or abstaining. At the meeting, the number of cards voting for the resolution shall be collected first, the number of cards voting against the resolution shall be collected later, and finally, the total number of votes for or against shall be counted to make a decision. The meeting shall elect persons responsible for vote counting or supervising vote counting as proposed by the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;

b) Shareholders, authorized representatives of corporate shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of the matters already voted on shall not change.



2. The election of the Chairperson, secretary, and vote-counting committee shall be prescribed as follows:

a) The Chairman of the Board of Directors shall act as the chair or authorize another member of the Board of Directors to act as the chair of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting by majority principle. In case no chair can be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a chair from among the attendees, and the person with the highest number of votes shall chair the meeting;

b) Except for the case specified in point a of this clause, the person who signed the notice to convene the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a chair, and the person with the highest number of votes shall chair the meeting;

c) The chair shall appoint one or more persons to act as the meeting secretary;

d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee at the proposal of the meeting chair.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time for each issue in the meeting agenda.

4. The chair of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of the attendees.

a) Arranging seating at the venue of the General Meeting of Shareholders;

b) Ensuring safety for all persons present at the meeting venues;

c) Facilitating the attendance (or continued attendance) of shareholders at the meeting. The person convening the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. Applied measures may include issuing entry passes or using other forms of selection.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, or abstaining. To ensure accurate and prompt vote counting, the Company may design and apply information technology solutions with the assurance that shareholders can exercise their choice of voting options for each issue submitted for approval at the meeting. The total number of votes in favor, against, abstaining, or invalid for each issue shall be announced by the chair or requested to be announced by the vote-counting committee immediately after counting the votes for that issue or immediately before closing the meeting.

6. Shareholders or authorized representatives who arrive after the meeting has opened are still entitled to register and have the right to participate in voting

immediately after registration; in this case, the validity of the contents already voted upon previously shall not change.

7. The person convening the meeting or the chair of the General Meeting of Shareholders has the following rights:

a) Requiring all attendees to be subject to inspection or other lawful and reasonable security measures;

b) Requesting competent authorities to maintain order at the meeting; expelling from the General Meeting of Shareholders those who do not comply with the chair's authority, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security inspection requirements.

8. The chair has the right to postpone the General Meeting of Shareholders that has sufficient registered attendees for a maximum of 3 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:

a) The meeting venue does not have enough convenient seats for all attendees;

b) Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;

c) There are attendees who obstruct or disrupt order, posing a risk that the meeting will not be conducted fairly and lawfully.

9. In case the chair postpones or suspends the General Meeting of Shareholders contrary to the provisions of clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chair and conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company is responsible for ensuring that shareholders can attend and vote by electronic voting or other technological forms as prescribed by law. The Board of Directors shall develop the online meeting format in the Regulations on Corporate Governance to organize the General Meeting of Shareholders based on legal provisions, appropriate technical and technological platforms, and ensure compliance with the basic principles of the General Meeting of Shareholders as prescribed by law.

When organizing the General Meeting of Shareholders via online meeting or a combination of in-person and online, shareholders of the Company, after completing the registration/login procedures for the Company's online meeting link, are considered to be participating in the General Meeting of Shareholders at the main venue of the meeting. Shareholders may attend the General Meeting of Shareholders by telephone or other electronic means, provided that each such shareholder must be able to hear other shareholders present at the meeting and shareholders present must be able to hear or clearly understand what this shareholder is expressing. This form of attendance is considered equivalent to attending in person. In that case, voting shall be conducted in a



manner appropriate to the means of information exchange.

**Article 21. Conditions for passing Resolutions of the General Meeting of Shareholders**

1. A resolution on the following content shall be passed if approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting:

- a) Type of shares and total number of shares of each type;
- b) Change in business lines and sectors;
- c) Change in the Company's management organizational structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e) Reorganization or dissolution of the Company.

2. Other resolutions shall be passed when approved by shareholders owning over 50% of the total voting shares of all shareholders attending and voting at the meeting, except for cases specified in clause 1, clause 3 of this Article and clause 2 of Article 17, clause 8 of Article 22 of this Charter.

3. Except where the Election Regulations provide otherwise and are approved by the General Meeting of Shareholders, voting to elect members of the Board of Directors and the Board of Supervisors must be carried out by cumulative voting, whereby each shareholder has a total number of voting shares corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and the shareholder has the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or Supervisors shall be determined by the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is reached. In case there are 2 (two) or more candidates receiving the same number of votes for the last member of the Board of Directors or the Board of Supervisors, a re-election shall be conducted among the candidates with the same number of votes or selection shall be made according to the criteria specified in the Election Regulations or the Company Charter.

In case of electing only 1 (one) member of the Board of Directors or 1 (one) member of the Board of Supervisors and there is only 1 (one) candidate, that candidate shall be considered elected if they receive over 50% of the total votes of shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are lawful and effective even if the order and procedures for convening the meeting and passing such resolution violate the provisions of the Law on Enterprises and the Company Charter.

**Article 22. Authority and procedures for collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting shareholders' opinions in writing to pass Resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders when deemed necessary for the Company's interest, except for cases specified in points a, b, c, d, đ, e, g of clause 1, Article 15 of this Charter.

2. The Board of Directors must prepare the opinion collection form, the draft resolution of the General Meeting of Shareholders, and documents explaining the draft resolution and send them to all shareholders with voting rights at the latest 10 (ten) days before the deadline for returning the opinion collection form. Requirements and methods for sending the opinion collection form and accompanying documents shall be implemented in accordance with the provisions of clause 3, Article 18 of this Charter.

3. The opinion collection form must contain the following main contents:

a) Name, address of head office, enterprise identification number;

b) Purpose of opinion collection;

c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise identification number or legal document number of the organization, address of head office for institutional shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the institutional shareholder; number of shares of each type and number of voting shares of the shareholder;

d) Issues requiring opinion collection to pass a decision;

e) Voting options including in favor, against, and abstaining for each issue being consulted;

f) The deadline for sending the completed opinion ballots back to the Company;

g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the completed opinion ballots to the Company by mail, fax, or email in accordance with the following regulations:

a) In case of sending by mail, the completed opinion ballot must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The opinion ballot sent to the Company must be enclosed in a sealed envelope and no one is authorized to open it before the vote counting;

b) In case of sending by fax or email, the opinion ballot sent to the Company must be kept confidential until the time of vote counting;

c) Opinion ballots sent to the Company after the deadline specified in the content of the opinion ballot, or those that have been opened in the case of mail or disclosed in



the case of fax or email, shall be invalid. Opinion ballots not sent to the Company shall be considered as abstentions.

5. The Board of Directors shall count the votes and prepare a vote-counting report under the witness of the Board of Supervisors or shareholders who do not hold management positions in the Company. The vote-counting report must contain the following main contents:

- a) Name, address of head office, and enterprise identification number;
- b) Purpose and matters for which opinions are sought to pass a resolution;
- c) Number of shareholders with the total number of voting shares that participated in the voting, distinguishing between valid and invalid voting ballots and the method of sending the voting ballots, accompanied by an appendix of the list of shareholders participating in the voting;
- d) Total number of votes for, against, and abstentions for each matter;
- e) Matters passed and the corresponding voting rate for approval;
- f) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote-counting supervisor.

Members of the Board of Directors, the vote counter, and the vote-counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote-counting report; and shall be jointly liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote-counting report and the resolution must be sent to shareholders within 15 days from the date of completion of vote counting. The sending of the vote-counting report and the resolution may be replaced by posting them on the Company's website within 24 hours from the time of completion of vote counting.

7. Completed opinion ballots, the vote-counting report, the passed resolution, and related documents attached to the opinion ballot must all be kept at the Company's head office.

8. A resolution is passed by way of collecting shareholders' written opinions if it is approved by shareholders owning over 50% of the total voting shares of all shareholders with voting rights, and it shall have the same validity as a resolution passed at a General Meeting of Shareholders.

### **Article 23. Resolution and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must contain the following main contents:

- a) Name, address of head office, and enterprise identification number;
- b) Time and location of the General Meeting of Shareholders;

- c) Meeting agenda and content;
- d) Full name of the chairperson and secretary;
- e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each matter in the meeting agenda;
- f) Number of shareholders and total voting shares of shareholders attending the meeting, an appendix of the list of registered shareholders and shareholder representatives attending the meeting with the corresponding number of shares and votes;
- g) Total number of voting shares for each voting matter, clearly stating the voting method, total number of valid, invalid, for, against, and abstention votes; and the corresponding percentage of the total voting shares of shareholders attending the meeting;
- h) Matters passed and the corresponding voting rate for approval;
- i) Full name and signature of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and contain all contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons signing the minutes shall be jointly liable for the truthfulness and accuracy of the content of the minutes.

3. Minutes prepared in Vietnamese and a foreign language shall have the same legal validity. In case of any discrepancy in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.

4. The resolution, minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting with shareholders' signatures, the power of attorney for meeting attendance, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

#### **Article 24. Request for cancellation of a resolution of the General Meeting of Shareholders**

Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote-counting results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2 Article 12 of this Charter has the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order, procedures for convening the meeting, and the decision-making of



the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case specified in Clause 4 Article 21 of this Charter.

2. The content of the resolution violates the law or this Charter.

## **CHAPTER VII: BOARD OF DIRECTORS**

### **Article 25. Candidacy and nomination of members of the Board of Directors**

1. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interest of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth;
- b) Qualification;
- c) Work history;
- d) Other management positions (including positions on the Board of Directors of other companies);
- e) Interests related to the Company and related parties of the Company;
- f) Other information (if any);
- g) The Company is responsible for disclosing information about companies where the candidate currently holds the position of member of the Board of Directors, other management positions, and the candidate's interests related to the Company (if any).

2. A shareholder or group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares has the right to nominate 1 candidate; from 20% to less than 30% has the right to nominate a maximum of 2 candidates; from 30% to less than 40% has the right to nominate a maximum of 3 candidates; from 40% to less than 50% has the right to nominate a maximum of 4 candidates; from 50% to less than 60% has the right to nominate a maximum of 5 candidates; from 60% to less than 70% has the right to nominate a maximum of 6 candidates; from 70% to less than 80% has the right to nominate a maximum of 7 candidates; and from 80% to less than 90% has the right to nominate a maximum of 8 candidates.

3. In case the number of candidates for the Board of Directors through nomination

and self-nomination is still insufficient as required by the Company's Charter, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as prescribed by law.

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 the Company's Charter.

#### **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 5 persons.

2. The term of office of a member of the Board of Directors shall not exceed 5 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 2 consecutive terms. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

3. The structure of the Board of Directors is as follows:

The structure of the Board of Directors of the Company must ensure there is at least 1 (one) non-executive member. The Company shall limit the number of members of the Board of Directors who concurrently hold executive positions in the Company to ensure the independence of the Board of Directors.

4. A member of the Board of Directors shall no longer hold the status of a member of the Board of Directors in the event that he/she is dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

5. The appointment of a member of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

6. A member of the Board of Directors is not required to be a shareholder of the Company.

#### **Article 27. Rights and obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company, having full authority in the name of the Company to decide and perform the rights and obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:



a) To decide on the strategy, medium-term development plans, and annual business plans of the Company;

b) To propose the types of shares and the total number of shares of each type authorized to be offered;

c) To decide on the sale of unsold shares within the scope of the number of shares of each type authorized to be offered; to decide on raising additional capital in other forms;

d) To decide on the selling price of the Company's shares and bonds;

e) To decide on the redemption of shares in accordance with Clause 1 and Clause 2 of Article 133 of the Law on Enterprises;

f) To decide on investment plans and investment projects within its authority and limits as prescribed by law;

g) To decide on solutions for market development, marketing, and technology;

h) To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 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, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

i) To elect, dismiss, or remove the Chairman of the Board of Directors; to appoint, dismiss, sign contracts with, and terminate contracts with the General Director and other key managers as prescribed by the Company Charter; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint an authorized representative to participate in the Board of Members or the General Meeting of Shareholders in other companies, and to decide on the remuneration and other benefits of such persons;

j) To supervise and direct the General Director and other managers in the daily business operations of the Company;

k) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, representative offices, and capital contribution or purchase of shares in other enterprises;

l) To approve the program and content of documents for the General Meeting of Shareholders, to convene the General Meeting of Shareholders, or to collect opinions for the General Meeting of Shareholders to pass resolutions;

m) To submit the audited annual financial statements to the General Meeting of Shareholders;

n) To propose the dividend payout ratio; to decide on the time limit and procedures for dividend payment or handling of losses incurred during business

operations;

o) To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;

p) To decide on the issuance of the Regulations on the Operation of the Board of Directors and the Regulations on Corporate Governance after they are approved by the General Meeting of Shareholders; to decide on the issuance of the Company's Information Disclosure Regulations;

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

3. The Board of Directors must report the results of its activities to the General Meeting of Shareholders in accordance with current laws.

**Article 28. Remuneration, salary, bonuses, and other benefits of members of the Board of Directors**

1. The Company has the right to pay salaries, remuneration, and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to salaries, remuneration for work, and bonuses. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

4. A member of the Board of Directors holding an executive position, or a member of the Board of Directors working in sub-committees of the Board of Directors, or performing other tasks that the Board of Directors deems to be outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee per occasion, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses that they have incurred in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include coverage for the responsibilities of members of the Board of Directors related to violations of the law and the Company Charter.



### **Article 29. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Company.

3. The Chairman of the Board of Directors has the following rights and obligations:

- a) To prepare the program and activity plan of the Board of Directors;
- b) To prepare the program, content, and documents for meetings; to convene and chair meetings of the Board of Directors;
- c) To organize the passing of resolutions and decisions of the Board of Directors;
- d) To supervise the organization and implementation of resolutions and decisions of the Board of Directors;
- e) To chair the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Law on Enterprises.

4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within 10 (ten) days from the date of receiving the resignation or the dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors is deceased, missing, detained, serving a prison sentence, serving administrative handling measures at a compulsory detoxification center or compulsory education institution, has fled from his/her place of residence, has limited or lost civil act capacity, has difficulty in cognition and behavior control, or is prohibited by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

### **Article 30. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 (seven) working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the same highest number or percentage of votes, the members shall elect by majority principle to choose 1 (one) person among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least 1 (one) time per quarter and may

hold extraordinary meetings.

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

- a) At the request of the Board of Supervisors;
- b) At the request of the General Director or at least 5 (five) other managers;
- c) At the request of at least 2 (two) members of the Board of Directors.

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 (seven) working days from the date of receiving the request specified in Clause 3 of this Article. In case the Chairman of the Board of Directors fails to convene the meeting as requested, he/she shall be responsible for any damages incurred by the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting shall send a meeting invitation notice at least 3 (three) working days before the meeting date. The meeting invitation notice must specify the time and location of the meeting, the agenda, and the matters to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and voting ballots for members.

The notice of the Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated by the Company's Charter, ensuring it reaches the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the meeting invitation notice and accompanying documents to the Supervisors in the same manner as for members of the Board of Directors.

Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members are present. In case the meeting convened according to this clause does not have enough members present as prescribed, it shall be convened for the second time within 7 (seven) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

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

- a) Attending and voting directly at the meeting;



b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;

c) Attending and voting via online conference, electronic voting, or other electronic forms;

d) Sending a voting ballot to the meeting via mail, fax, or email;

e) Sending a voting ballot by other means.

10. In case of sending a voting ballot to the meeting via mail, the voting ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 1 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

11. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by a majority of the members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members present; in case of a tie, the final decision shall belong to the side with the vote of the Chairman of the Board of Directors.

13. A resolution in the form of written consultation is passed based on the approval of a majority of the members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution passed by members of the Board of Directors at a meeting convened and organized in the customary manner.

### **Article 31. Sub-committees of the Board of Directors**

1. The Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of 3 people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the 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. A resolution of the sub-committee is only effective when approved by a majority of the members attending and voting at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors or of sub-committees under the Board of Directors must comply with current legal regulations and the provisions of the Company's Charter and the Regulations on Corporate Governance.

### **Article 32. Person in charge of corporate governance**

1. The Board of Directors of the Company must appoint at least 1 (one) person in charge of corporate governance to support corporate governance work at the enterprise.

The person in charge of corporate governance may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance shall not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

b) Preparing meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

c) Advising on meeting procedures;

d) Attending meetings;

e) Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;

f) Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;

g) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;

h) Acting as the contact point with interested parties;

i) Maintaining confidentiality of information in accordance with the provisions of law and the Company's Charter;

j) Other rights and obligations as prescribed by law.

## **CHAPTER VIII: GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 33. Organization of the management apparatus**

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a General Director, Deputy General Directors, a Chief Accountant, and other management titles appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned titles must be passed by resolution or decision of the Board of Directors.

### **Article 34. Company executives**

1. Company executives include the General Director, Deputy General Directors, and the Chief Accountant of the Company.



2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with numbers and standards suitable to the structure and management regulations of the Company as prescribed by the Board of Directors. Company executives must be responsible for supporting the Company in achieving the objectives set out in its operations and organization.

3. The General Director of the Company shall be paid a salary and bonus. The salary and bonus of the General Director of the Company shall be decided by the Board of Directors.

4. The salary of executives shall be included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

### **Article 35. Appointment, dismissal, duties, and powers of the General Director of the Company**

1. The Board of Directors shall appoint 1 member of the Board of Directors or hire another person as the General Director of the Company.

2. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The term of office of the General Director shall not exceed 5 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law and the Company's Charter.

4. The General Director has the following rights and obligations:

a) Deciding on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;

b) Organizing the implementation of resolutions and decisions of the Board of Directors;

c) Organizing the implementation of the Company's business plans and investment schemes;

d) Proposing the organizational structure and internal management regulations of the Company;

e) Appointing, dismissing, and removing management titles in the Company, except for titles under the authority of the Board of Directors;

f) Deciding on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;

g) Recruiting employees;

h) Proposing plans for dividend payment or handling of business losses;

i) Other rights and obligations as prescribed by law.

5. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors with voting rights present at the meeting agree, and appoint a new General Director as a replacement.

## **CHAPTER IX: BOARD OF SUPERVISORS**

### **Article 36. Candidacy and nomination of members of the Board of Supervisors (Supervisors)**

1. The candidacy and nomination of Supervisors shall be carried out similarly to the provisions in Clause 1, Article 25 of this Charter.

2. A shareholder or group of shareholders holding 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Supervisors in accordance with the Law on Enterprises and the Company's Charter. A shareholder or group of shareholders holding from 10% to less than 30% of the total voting shares has the right to nominate 1 (one) candidate; from 30% to less than 50% may nominate a maximum of 2 (two) candidates; from 50% or more may nominate a maximum of 3 (three) candidates.

3. In case the number of candidates for the Board of Supervisors through nomination and candidacy is not sufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company's Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect Supervisors in accordance with the law.

### **Article 37. Composition of the Board of Supervisors**

1. The number of Supervisors of the Company is 3. The term of office of a member of the Board of Supervisors shall not exceed 5 years and may be re-elected for an unlimited number of terms.

2. Supervisors must meet the standards and conditions as prescribed in Article 169 of the Law on Enterprises and shall not fall into the following cases:

a) Working in the accounting or finance department of the Company;

b) Being a member or employee of an independent audit firm performing the audit of the Company's financial statements in the 3 consecutive years immediately preceding.

3. A member of the Board of Supervisors shall be dismissed in the following cases:

a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;

b) Submitting a resignation letter which is accepted.



4. A member of the Board of Supervisors shall be removed in the following cases:

- a) Failing to complete assigned tasks or duties;
- b) Failing to exercise their rights and obligations for 6 consecutive months, except in cases of force majeure;
- c) Committing multiple or serious violations of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;
- d) Other cases as per the Resolution of the General Meeting of Shareholders.

### **Article 38. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall be based on the majority principle. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration, or other majors relevant to the Company's business operations.

2. Rights and obligations of the Head of the Board of Supervisors:

- a) Convening meetings of the Board of Supervisors;
- b) Requesting the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
- c) Preparing and signing reports of the Board of Supervisors on the Company's business results, the performance of the Board of Directors and the General Director after consulting with the Board of Directors, and the self-assessment report on the performance of the Board of Supervisors and its members to submit to the General Meeting of Shareholders.

### **Article 39. Rights and obligations of the Board of Supervisors**

The Board of Supervisors shall have the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

- 1. Proposing and recommending the General Meeting of Shareholders to approve the list of audit firms accepted to audit the Company's financial statements; deciding on the audit firm accepted to inspect the Company's operations, and removing the accepted auditor when deemed necessary.
- 2. Being responsible to shareholders for its supervisory activities.
- 3. Supervising the Company's financial status and the compliance with the law in the operations of members of the Board of Directors, the General Director, and other managers.
- 4. Ensuring coordination with the Board of Directors, the General Director, and shareholders.

5. In case of detecting any violation of the law or the Company's Charter by members of the Board of Directors, the General Director, or other executives of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violating person to terminate the violation and implement measures to remedy the consequences.

6. Developing the Regulations on Operation of the Board of Supervisors and submitting them to the General Meeting of Shareholders for approval.

7. Reporting at the General Meeting of Shareholders in accordance with current legal regulations.

8. Having the right to access the Company's records and documents kept at the head office, branches, and other locations; having the right to access the workplaces of the Company's managers and employees during working hours.

9. Having the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.

10. Other rights and obligations as prescribed by law and this Charter.

#### **Article 40. Meetings of the Board of Supervisors**

1. The Board of Supervisors must meet at least twice a year, with at least 2/3 of its members in attendance. Minutes of the Board of Supervisors meetings shall be prepared in detail and clearly. The minute-taker and the Supervisors attending the meeting must sign the meeting minutes. The meeting minutes of the Board of Supervisors must be kept to determine the responsibility of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the accepted audit firm to attend and answer questions that need clarification.

#### **Article 41. Salary, remuneration, bonuses, and other benefits of Supervisors**

1. Supervisors shall be paid salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Supervisors shall be reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant legal regulations, and must be recorded as a separate item in the Company's annual financial statements.



## **CHAPTER X: RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES**

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have the responsibility to perform their duties, including duties as members of sub-committees of the Board of Directors, honestly and prudently for the benefit of the Company.

### **Article 42. Duty of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must disclose their related interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their affiliated persons shall only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the obligation to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, or other companies controlled by the Company with over 50% of the Charter capital, and themselves or their affiliated persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these Resolutions in accordance with Law on Securities on information disclosure.

4. A member of the Board of Directors shall not vote on transactions that bring benefits to that member or their affiliated persons as prescribed by the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their affiliated persons shall not use or disclose internal information to others to perform related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and individuals or organizations affiliated with these persons shall not be void in the following cases:

a) For transactions with a value of less than 35% of the total asset value recorded in the most recent financial statement, the important contents of the contract or transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other executive have been reported to the Board of Directors and approved by the Board of Directors with a majority of votes of the members of the Board of Directors who have no related interests;

b) For transactions with a value of 35% or more, or transactions leading to a total transaction value arising within 12 months from the date of the first transaction of 35%

or more of the total asset value recorded in the most recent financial statement, the important contents of this transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other executive have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

#### **Article 43. Liability for damages and compensation**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives who violate their obligations, the duty of honesty and prudence, or fail to complete their duties shall be liable for damages caused by their violations.

2. The Company shall indemnify persons who have been, are, or may become a related party in claims, lawsuits, or prosecutions (including civil, administrative, and non-Company-initiated lawsuits) if that person has been or is a member of the Board of Directors, member of the Board of Supervisors, General Director, other executive, employee, or representative authorized by the Company, has been performing duties under the Company's authorization, acting honestly and prudently for the benefit of the Company in compliance with the law, and there is no evidence confirming that the person has violated their responsibilities.

3. Indemnification costs include judgment costs, fines, and amounts actually incurred (including legal fees) when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned indemnification liabilities.

### **CHAPTER XI: RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY**

#### **Article 44. Right to inspect books and records**

1. Ordinary shareholders have the right to inspect books and records, specifically as follows:

a) Ordinary shareholders have the right to examine, inspect, and extract information regarding their names and contact addresses in the list of shareholders with voting rights; request the correction of inaccurate information; examine, inspect, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) A shareholder or a group of shareholders owning 5% or more of the total ordinary shares has the right to examine, inspect, and extract the minute book and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.



2. In case an authorized representative of a shareholder or a group of shareholders requests to inspect books and records, they must attach the power of attorney of the shareholder or group of shareholders that they represent or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have the right to inspect the Company's register of shareholders, list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.

4. The Company must keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the storage location of these documents.

5. The Company Charter must be published on the Company's website.

## **CHAPTER XII: EMPLOYEES AND TRADE UNION**

### **Article 45. Employees and trade union**

1. The General Director must prepare a plan for the Board of Directors to approve matters related to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and discipline for employees and corporate executives.

2. The General Director must prepare a plan for the Board of Directors to approve matters related to the Company's relationship with mass organizations in accordance with best standards, practices, and management policies, the practices and policies specified in this Charter, the Company's regulations, and current legal provisions.

## **CHAPTER XIII: PROFIT DISTRIBUTION**

### **Article 46. Profit distribution**

1. The General Meeting of Shareholders decides the dividend payment rate and the form of annual dividend payment from the Company's retained earnings.

2. The Company does not pay interest on dividend payments or payments related to a class of shares.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors is the body that executes this decision.

4. In case dividends or other payments related to a class of shares are paid in cash, the Company must pay in VND. Payment may be made directly or through banks based

on bank account details provided by shareholders. In case the Company has transferred funds according to the bank details provided by the shareholder but that shareholder does not receive the money, the Company shall not be held liable for the amount the Company has transferred to this shareholder. Dividend payments for shares listed/registered for trading at The Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, and to receive notices or other documents.

The Board of Directors may decide to pay interim cash dividends to shareholders based on the annual dividend plan approved by the General Meeting of Shareholders and the actual production and business situation and results of the Company.

6. Other matters related to profit distribution shall be implemented in accordance with the provisions of law.

## **CHAPTER XIV: BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM**

### **Article 47. Bank accounts**

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.

2. With the prior approval of the competent authority, in case of necessity, the Company may open bank accounts abroad in accordance with the provisions of law.

3. The Company conducts all payments and accounting transactions through VND or foreign currency accounts at the banks where the Company has opened accounts.

### **Article 48. Fiscal year**

The Company's fiscal year begins on January 1 and ends on December 31 of each year.

### **Article 49. Accounting system**

1. The accounting system used by the Company is the enterprise accounting system or a specific accounting system issued or approved by the competent authority.

2. The Company prepares accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and related laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses VND as the accounting currency. In case the Company has economic transactions occurring mainly in a foreign currency, it may choose that foreign currency as its accounting currency, shall be responsible for such choice before



the law, and shall notify the direct tax management agency.

## **CHAPTER XV: FINANCIAL STATEMENTS, ANNUAL REPORTS, AND DISCLOSURE RESPONSIBILITIES**

### **Article 50. Annual, semi-annual, and quarterly financial statements**

1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with the provisions of law. The Company discloses the audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to the competent state authority.

2. Annual financial statements must include full reports, appendices, and notes in accordance with the law on enterprise accounting. The annual financial statements must reflect the Company's operational situation in a truthful and objective manner.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to the competent state authority.

### **Article 51. Annual report**

The Company must prepare and disclose an Annual Report in accordance with the regulations of the law on securities and the securities market.

## **CHAPTER XVI: AUDITING THE COMPANY**

### **Article 52. Audit**

1. The General Meeting of Shareholders appoints an independent audit firm or approves a list of independent audit firms and authorizes the Board of Directors to decide on the selection of one of these entities to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report is attached to the Company's annual financial statements.

3. The independent auditor performing the audit of the Company's financial statements is entitled to attend meetings of the General Meeting of Shareholders, is entitled to receive notices and other information related to the General Meeting of Shareholders, and is entitled to express opinions at the meeting on matters related to the audit of the Company's financial statements.

## **CHAPTER XVII: COMPANY SEAL**

### **Article 53. Company seal**

1. The seal includes a seal made at a seal-engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).

3. The Board of Directors and the General Director use and manage the seal in accordance with current legal provisions.

## **CHAPTER XVIII: DISSOLUTION OF THE COMPANY**

### **Article 54. Dissolution of the Company**

1. The Company may be dissolved in the following cases:

- a) The operational duration stated in the Company Charter expires without a decision on extension;
- b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
- c) The Enterprise Registration Certificate is revoked, except in cases where the Law on Tax Administration provides otherwise;
- d) Other cases as prescribed by law.

2. The dissolution of the Company before the expiration of its duration (including any extended duration) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This decision on dissolution must be notified to or approved by the competent authority (if required) in accordance with regulations.

### **Article 55. Extension of operation**

1. The Board of Directors shall convene the General Meeting of Shareholders at least 7 (seven) months before the expiration of the operation duration so that shareholders may vote on the extension of the Company's operation as proposed by the Board of Directors.

2. The operation duration shall be extended when shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders approve.

### **Article 56. Liquidation**

1. At least 6 (six) months before the end of the Company's operation duration or after a decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 3 (three) members, of which 2 (two) members are appointed by the General Meeting of Shareholders and 1 (one) member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs related to liquidation shall be prioritized by the Company for payment before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority regarding the date of establishment and the date of



commencement of operations. From that moment, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

3. Proceeds from the liquidation shall be paid in the following order:

- a) Liquidation expenses;
- b) Debts for wages, severance pay, social insurance, and other benefits of employees under the signed collective labor agreement and labor contracts;
- c) Tax debts;
- d) Other debts of the Company;
- e) The remainder after payment of all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be paid first.

## **CHAPTER XIX: INTERNAL DISPUTE RESOLUTION**

### **Article 57. Internal dispute resolution**

1. In case of any dispute or complaint arising in relation to the Company's operations, or the rights and obligations of shareholders as prescribed by the Law on Enterprises, the Company's Charter, other legal regulations, or agreements between:

- a) Shareholders and the Company;
- b) Shareholders and the Board of Directors, Board of Supervisors, General Director, or other executives;

The involved parties shall attempt to resolve such disputes through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In case the dispute relates to the Board of Directors or the Chairman of the Board of Directors, any party may request or appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case a mediation decision is not reached within 6 (six) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Arbitration or the Court.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. Payment of Court costs shall be made in accordance with the Court's judgment.

## **CHAPTER XX: AMENDMENTS AND SUPPLEMENTS TO THE CHARTER**

### **Article 58. Company Charter**

1. Any amendment or supplement to this Charter must be considered and decided

by the General Meeting of Shareholders.

2. In case legal regulations related to the Company's operations are not mentioned in this Charter, or in case new legal regulations differ from the provisions of this Charter, such regulations shall apply to govern the Company's operations.

## **CHAPTER XXI: EFFECTIVE DATE**

### **Article 59. Effective date**

1. This Charter, consisting of 21 chapters and 59 articles, was unanimously approved by the General Meeting of Shareholders of Bien Hoa Building Materials Production and Construction Joint Stock Company on June 16, 2026, and they collectively agreed to the full validity of this Charter.

2. The Charter is made in 5 copies, each having equal validity, and must be kept at the Company's head office.

3. This Charter is the sole and official Charter of Bien Hoa Building Materials Production and Construction Joint Stock Company.

4. Copies or extracts of the Company Charter shall be valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total members of the Board of Directors.

**OBO. BOARD OF DIRECTORS  
CHAIRMAN**

**Huỳnh Xuân Đạo**



**BIEN HOA BUILDING MATERIALS PRODUCTION AND  
CONSTRUCTION JOINT STOCK COMPANY**

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**INTERNAL REGULATIONS ON  
CORPORATE GOVERNANCE  
BIEN HOA BUILDING MATERIALS  
PRODUCTION AND CONSTRUCTION JOINT  
STOCK COMPANY**



06/2026

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# **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

## **BIEN HOA BUILDING MATERIALS PRODUCTION AND CONSTRUCTION JOINT STOCK COMPANY**

*(Issued in conjunction with Resolution No. 01/2026/NQ-ĐHĐCĐ dated June 16, 2026  
of the 2026 Annual General Meeting of Shareholders)*

*Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;*

*Pursuant to Law No. 56/2024/QH15 dated November 29, 2024, amending and  
supplementing a number of articles of the Law on Securities;*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*

*Pursuant to Law No. 03/2022/QH15 dated January 11, 2022, and Law No.  
76/2025/QH15 dated June 17, 2025, amending and supplementing a number of articles of  
the Law on Enterprises;*

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

*Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025, amending and  
supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31,  
2020, detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the  
Minister of Finance guiding a number of articles on corporate governance applicable to  
public companies under 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;*

*Pursuant to the Charter of Bien Hoa Building Materials Production and  
Construction Joint Stock Company;*

*Pursuant to GMS Resolution No. 01/2026/NQ-ĐHĐCĐ dated June 16, 2026;*

*The Board of Directors hereby issues the Internal Regulations on Corporate  
Governance of Bien Hoa Building Materials Production and Construction Joint Stock  
Company, including the following contents:*

### **CHAPTER I: GENERAL PROVISIONS**

#### **Article 1. Scope of regulation and subjects of application**

1. Scope of regulation: The Internal Regulations on Corporate Governance stipulate the roles, rights, and obligations of the GMS, the Board of Directors, and the Director; the sequence and procedures for GMS meetings; the nomination, candidacy, election, relief, and removal of members of the Board of Directors, the Board of Supervisors, and the Director; and other activities in accordance with the Company Charter and other current provisions of law.

2. Subjects of application: These Regulations apply to members of the Board of Directors, the Board of Supervisors, the Director, and related persons.

#### **Article 2. Interpretation of terms and abbreviations**

1. Abbreviations:

- a) “*Company*”: refers to Bien Hoa Building Materials Production and Construction Joint Stock Company;
- b) “*GMS*”: General Meeting of Shareholders;
- c) “*BOD*”: Board of Directors;
- d) “*BOS*”: Board of Supervisors.

2. The following terms shall be understood as follows:

a) “*Corporate Governance*” is a system of rules to ensure that the Company is directed, managed, and controlled effectively for the interests of shareholders and persons related to the Company. Principles of Corporate Governance include:

- Compliance with current legal regulations.
- Respect for business ethics and social responsibility.
- Ensuring the rights of shareholders and fair treatment among shareholders.
- Ensuring a streamlined and effective governance structure.
- Ensuring the role of stakeholders related to the Company.
- Transparency in the Company's operations.
- The BOD and the BOS shall lead and control the Company effectively.

b) “*Public company*” means a joint stock company as prescribed by the Law on Securities;

c) *Law on Enterprises* means the current Law on Enterprises and its amendments and supplements (if any);

d) *Law on Securities* means the current Law on Securities and its amendments and supplements (if any);

e) *Vietnam* means the Socialist Republic of Vietnam;

f) *Date of establishment* means the date on which the Company was first granted the Enterprise Registration Certificate (or Business Registration Certificate and equivalent valid documents);

g) *Company executives* means the Director, Deputy Directors, Chief Accountant, and other executives as prescribed by the Company Charter;

h) *Company managers* means the Chairman of the Board of Directors, members of the Board of Directors, the Director, and individuals holding other management titles as prescribed by the Company Charter;

i) *Affiliated persons* means individuals and organizations as prescribed by the Law on Enterprises and the Law on Securities;

j) *Shareholder* means an individual or organization owning at least one share of Bien Hoa Building Materials Production and Construction Joint Stock Company;



k) *Founding shareholder* means a shareholder owning at least one common share and signing the list of founding shareholders of Bien Hoa Building Materials Production and Construction Joint Stock Company;

l) *Major shareholders* means shareholders owning 05% or more of the Company's voting shares;

m) *The Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

n) *Affiliated enterprises and departments* are dependent accounting units within the Company's organizational structure.

3. In these Regulations, references to one or more provisions of law or other documents include any amendments, supplements, or replacement documents.

4. In case specialized laws have provisions on corporate governance that differ from those in these Regulations, the provisions of the specialized laws shall apply.

## **CHAPTER II: GENERAL MEETING OF SHAREHOLDERS**

### **Article 3. Rights and obligations of the GMS**

1. The GMS consists of all shareholders with voting rights and is the highest decision-making body of the Company.

2. The GMS has the following rights and obligations:

- a) To approve the Company's development orientation;
- b) To decide on amendments and supplements to the Company Charter;
- c) To decide on the types of shares and the total number of shares of each type authorized to be offered;
- d) To elect, relieve, and remove members of the Board of Directors and Supervisors;
- e) To decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- f) To approve annual financial statements;
- g) To decide on the reorganization or dissolution of the Company;
- h) To change the business lines and sectors;
- i) To decide on the annual dividend rate for each type of share;
- j) To decide on the repurchase of more than 10% of the total sold shares of each type;
- k) To review and handle violations by members of the Board of Directors and Supervisors that cause damage to the Company and its shareholders;
- l) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- m) To approve internal corporate governance regulations; operational regulations of the Board of Directors and the Board of Supervisors;
- n) To approve the list of independent auditing firms; to decide on the independent auditing firm to perform the audit of the Company's operations, and to remove

independent auditors when deemed necessary;

- o) Other rights and obligations as prescribed by law.

#### **Article 4. Authority to convene the GMS**

1. The GMS shall meet annually once a year, within 04 months from the end of the fiscal year. The BOD may decide to extend the annual GMS meeting in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the GMS may hold extraordinary meetings.

2. The BOD shall convene the annual GMS.

3. The BOD shall convene an extraordinary GMS in the following cases:

a) The BOD deems it necessary for the interests of the Company;

b) The number of remaining members of the BOD or the BOS is less than the minimum number required by law;

c) At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a GMS must be made in writing, clearly stating the reasons and purposes of the meeting, with sufficient signatures of the relevant shareholders, or the request document may be prepared in multiple copies and aggregated with sufficient signatures of the relevant shareholders; the request to convene the meeting must be accompanied by documents and evidence of the BOD's violations, the extent of the violations, or decisions exceeding their authority. The shareholder or group of shareholders shall be fully responsible before the law for the accuracy and honesty of the documents and evidence provided to the competent authority when requesting to convene the GMS;

d) At the request of the BOS;

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

4. Convening an extraordinary GMS:

a) The BOD shall convene the GMS within 30 days from the date the number of remaining members of the BOD or the BOS is as prescribed in Point b, Clause 3 of this Article, or from the date of receiving the request as prescribed in Point c and Point d, Clause 3 of this Article;

b) In case the BOD fails to convene the GMS as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the BOS shall replace the BOD to convene the GMS as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c) In case the BOS fails to convene the GMS as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders as prescribed in Point c, Clause 3 of this Article has the right to request the Company's representative to convene the GMS as prescribed by the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the GMS may request the Business Registration Authority to supervise the sequence and procedures for convening and conducting the meeting and making decisions of the GMS. All expenses



for convening and conducting the GMS shall be reimbursed by the Company. These expenses do not include expenses incurred by shareholders when attending the GMS, including accommodation and travel expenses.

d) The procedure for organizing the GMS shall be as prescribed in Clause 5, Article 140 of the Law on Enterprises.

#### **Article 5. Preparation of the list of shareholders entitled to attend the meeting**

1. The list of shareholders entitled to attend the GMS shall be prepared based on the Company's share register and the register of securities owners. The list of shareholders entitled to attend the GMS shall be prepared no more than 10 days before the date of sending the invitation to the GMS if the Company Charter does not specify a shorter period.

2. The list of shareholders entitled to attend the GMS must include the full name, contact address, nationality, and legal identification document number for individual shareholders; the name, enterprise identification number or legal identification document number of the organization, and the address of the head office for institutional shareholders; the number of shares of each type, and the number and date of share registration of each shareholder.

3. Shareholders have the right to inspect, look up, extract, and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the GMS; and to request the correction of incorrect information or the addition of necessary information about themselves in the list of shareholders entitled to attend the GMS. Company managers shall provide information in the share register in a timely manner, and correct or supplement incorrect information at the request of shareholders; and shall be responsible for compensating for damages arising from the failure to provide or the untimely or inaccurate provision of information in the share register as requested. The sequence and procedures for requesting information in the share register shall be carried out in accordance with the Company Charter.

#### **Article 6. Notice of closing the list of shareholders entitled to attend the GMS**

The notice of closing the list of shareholders entitled to attend the GMS shall be carried out in accordance with the Company Charter and the regulations of securities law applicable to listed/registered-for-trading companies.

#### **Article 7. Notice of convening the GMS**

1. The person convening the GMS shall send the meeting invitation to all shareholders in the list of shareholders entitled to attend no later than 21 days before the opening date if the Company Charter does not specify a longer period. The meeting invitation must include the name, address of the head office, enterprise identification number; the name and contact address of the shareholder, the time and venue of the meeting, and other requirements for attendees.

2. The meeting invitation shall be sent by a method that ensures it reaches the shareholder's contact address and shall be posted on the Company's website; in case the

Company deems it necessary, it shall be published in a central or local daily newspaper in accordance with the Company Charter.

3. The GMS agenda and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not sent with the GMS invitation, the invitation must clearly state the link to all meeting documents so that shareholders can access them, including:

- a) The meeting agenda and documents used in the meeting;
- b) The list and detailed information of candidates in case of electing members of the BOD and members of the BOS;
- c) Voting ballot;
- d) Proxy form for the representative attending the GMS
- e) Draft resolution for each issue in the meeting agenda.

### **Article 8. Agenda and content of the GMS**

1. The person convening the GMS shall prepare the agenda, content of the meeting, and documents to be used in the meeting.

2. A shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises has the right to propose issues to be included in the GMS agenda. The proposal must be in writing and sent to the Company no later than 03 working days before the opening date, unless the Company Charter provides for a different deadline. The proposal must clearly state the name of the shareholder, the quantity of each type of share held by the shareholder, and the issue proposed to be included in the agenda.

3. In case the person convening the GMS refuses the proposal specified in Clause 2 of this Article, they shall provide a written response stating the reasons no later than 02 working days before the opening date of the GMS. The person convening the GMS may only refuse the proposal if it falls into one of the following cases:

- a) The proposal was not sent in accordance with the provisions of Clause 2, Article 115 of the Law on Enterprises;
- b) The proposed issue does not fall under the decision-making authority of the GMS.
- c) Other cases as prescribed by law and the Company Charter.

4. The person convening the GMS shall accept and include the proposal specified in Clause 2 of this Article into the draft agenda and content of the meeting, except for the cases specified in Clause 3 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the GMS.

### **Article 9. Authorization for representatives to attend the GMS**

1. Authorization for individuals or organizations to represent shareholders at the GMS must be in writing. The power of attorney shall be prepared in accordance with civil law and must clearly state the name of the authorized individual or organization and the number of authorized shares. The authorized individual or organization attending the



GMS must present the power of attorney when registering to attend before entering the meeting room.

2. Other cases as prescribed by law and the Company Charter.

#### **Article 10. Method of registration for attending the GMS**

1. The method of registration for attending the GMS is specified in the GMS meeting notice.

2. Shareholders are responsible for registering to attend according to the method stated in the notice. Shareholders may authorize others to attend the meeting in accordance with the law and the Company Charter.

#### **Article 11. Conditions for conducting the GMS**

1. The GMS shall be conducted when the number of shareholders attending represents over 50% of the total voting shares.

2. In case the first meeting does not have a sufficient number of attendees within 30 (thirty) minutes from the scheduled opening time, the convener shall cancel the meeting. The GMS must be reconvened within 30 (thirty) days from the intended date of the first GMS. The second GMS shall only be conducted when the participating members are shareholders and authorized representatives representing at least 33% of the voting shares.

3. In case the second meeting cannot be conducted due to an insufficient number of attendees within 30 (thirty) minutes from the scheduled opening time, the third GMS may be convened within 20 (twenty) days from the intended date of the second meeting; in this case, the meeting shall be conducted regardless of the number of shareholders or authorized representatives attending and shall be considered valid and have the authority to decide on all issues intended to be approved at the first GMS.

4. Only the GMS has the authority to decide on changes to the meeting agenda that was sent with the meeting notice in accordance with Article 142 of the Law on Enterprises.

#### **Article 12. Forms of passing GMS resolutions**

1. The GMS shall pass resolutions under its authority by voting at the meeting or by collecting written opinions.

2. Unless the Company Charter provides otherwise, GMS resolutions on the following issues must be passed by voting at the GMS meeting:

- a) Approval of the Company's development orientation;
- b) Decision on amendments and supplements to the Company Charter;
- c) Decision on the types of shares and the total number of shares of each type authorized for offering;
- d) Election, relief of duty, or removal of members of the Board of Directors and Supervisors;
- dd) Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statement of the Company;

- e) Approval of annual financial statements;
- g) Decision on reorganization or dissolution of the Company.

### **Article 13. Method of voting at the GMS**

1. Voting at the Company's GMS shall be conducted in one or more of the following ways:

- a) Voting or electing (the Presidium, Secretary, Vote Counting Committee, etc.) by raising voting cards;
- b) Voting or electing by casting ballots directly into the ballot box at the GMS;
- c) Electronic voting or other electronic forms;
- d) In accordance with the law and the Company Charter.

2. The specific voting method for each issue presented and passed at the Meeting shall be detailed in the GMS Organization Regulations for each meeting.

### **Article 14. Vote counting method**

1. When voting by raising voting cards at the Meeting, the number of "In favor", "Against", and "Abstain" cards shall be counted separately. The total number of "In favor", "Against", and "Abstain" votes for each issue shall be announced by the Chairperson or the Head of the Vote Counting Committee immediately after the vote counting results are available.

2. When voting by ballot, shareholders or their authorized representatives attending the meeting shall vote by marking the ballot issued at the GMS and casting it into a sealed ballot box placed in the meeting room for the Vote Counting Committee to count. A valid ballot signed by the shareholder is evidence confirming the shareholder's vote on the issue stated in the ballot.

3. To ensure accurate and prompt vote counting, the Company may design and apply information technology solutions (electronic voting or other electronic forms) with the assurance that shareholders can select their own voting option for each issue submitted for approval at the meeting. The total number of "In favor", "Against", "Abstain", or invalid votes for each issue shall be announced by the Chairperson or requested to be announced by the Vote Counting Committee immediately after counting the votes for that issue or announced immediately before closing the meeting.

### **Article 15. Conditions for passing resolutions**

1. A resolution on the following content shall be passed if approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting:

- a) Types of shares and total number of shares of each type;
- b) Changes in business lines and sectors;
- c) Changes in the Company's management organizational structure;
- d) Investment projects or sale of assets valued at 35% or more of the total asset value



recorded in the most recent financial statement of the Company;

dd) Reorganization or dissolution of the Company.

2. Other resolutions shall be passed when approved by shareholders owning over 50% of the total voting shares of all shareholders attending and voting at the meeting, except for cases specified in Clause 1, Clause 3 of these Regulations and Clause 2, Article 17, Clause 8, Article 22 of the Company Charter.

3. Unless the Election Regulations provide otherwise and are approved by the GMS, the election of members of the Board of Directors and the Board of Supervisors must be conducted by cumulative voting, whereby each shareholder has a total number of voting shares corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and the shareholder has the right to accumulate all or part of their total votes for one or more candidates. The elected members of the Board of Directors or Supervisors shall be determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is reached. In case there are 02 (two) or more candidates receiving the same number of votes for the last member of the Board of Directors or Board of Supervisors, a re-election shall be conducted among the candidates with the same number of votes or selected according to the criteria specified in the Election Regulations or the Company Charter.

In case of electing only 01 (one) member of the Board of Directors or 01 (one) member of the Board of Supervisors and there is only 01 (one) candidate, that candidate shall be considered elected if they receive over 50% of the total votes of shareholders with voting rights present in person or through authorized representatives at the GMS.

4. GMS resolutions passed by 100% of the total voting shares are legal and effective even if the sequence and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Company Charter.

#### **Article 16. Notification of vote counting results**

After counting the votes, the Vote Counting Committee shall announce the results directly at the GMS. The notification of vote counting results must specifically state the number of "In favor", "Against", and "Abstain" votes for each issue.

#### **Article 17. Method of objecting to GMS resolutions**

1. Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders (GMS) or the minutes of the vote counting results for the GMS, the shareholder or group of shareholders specified in Clause 2, Article 12 of the Company Charter shall have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the GMS resolution in the following cases:

a) The sequence and procedures for convening the meeting and making decisions of the GMS violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 4, Article 21 of the Company Charter;

b) The content of the resolution violates the law or the Company Charter.

2. Shareholders who have voted against the resolution on the reorganization of the Company or the change of shareholders' rights and obligations as specified in the Company Charter shall have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reasons for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the GMS passes the resolution on the matters specified in this Clause.

3. The Company shall repurchase shares at the request of the shareholder specified in Clause 2 of this Article at the market price or a price calculated according to the principles specified in the Company Charter within 90 days from the date of receiving the request. In case an agreement on the price cannot be reached, the parties may request a professional valuation organization to determine the price. The Company shall introduce at least 03 valuation organizations for the shareholder to choose from, and that choice shall be the final decision.

#### **Article 18. Minutes of the GMS meeting**

The preparation of the GMS minutes shall be carried out in accordance with the provisions of Article 23 of the Company Charter.

#### **Article 19. Disclosure of GMS Resolution**

The disclosure of the GMS resolution shall be carried out and complied with in accordance with the information disclosure regulations of the Law on Enterprises, the Law on Securities, and other relevant legal documents.

#### **Article 20. Sequence and procedures for the GMS to pass resolutions via written opinion collection**

To be implemented in accordance with Article 22 of the Company Charter.

#### **Article 21. Sequence and procedures for the GMS to pass resolutions via online conference**

The sequence and procedures for the GMS to pass resolutions via online conference include the following contents:

##### **1. Notice of convening the online GMS**

- a) Authority to convene the GMS according to Article 18 of the Company Charter.
- b) Notice regarding the closing of the list of shareholders entitled to attend the GMS shall be implemented according to Article 6 of these Regulations.
- c) Notice of invitation to the GMS shall be implemented according to Clause 2, Article 7 of these Regulations. Voting/election ballots do not need to be attached to the online meeting invitation notice.

##### **2. Method of registration for attending the online GMS**

The method of registration for attending the online GMS before the opening of the GMS meeting is clearly specified in the GMS invitation notice, including:

- a) Participation conditions:

- Being named in the list of shareholders entitled to attend the GMS prepared according to the Company's notice of rights execution.

- Authorized representatives who meet the conditions for attendance according to the provisions of the law and the Company Charter.

- b) Technical requirements: Shareholders or their representatives must have electronic devices connected to the internet (e.g., computers, tablets, mobile phones, or other electronic devices with internet connection...).

- c) Method of recording shareholders or their representatives attending the online GMS: Shareholders or their representatives are recorded by the electronic voting system as attending the online GMS when they access the system using the access information provided in accordance with Clause 3 of this Article and have performed voting on the online system to confirm their attendance at the online GMS.

### 3. Providing login information and performing electronic voting

- a) Information regarding the link to access the electronic voting system, username, access password, and other identification factors (if any) to attend the online GMS will be provided in the GMS invitation notice (or the form of login information notification prescribed by the Board of Directors). Shareholders or their representatives shall be responsible for keeping the username, access password, and other provided identification factors confidential to ensure that only the shareholder or their representative has the right to vote on the electronic voting system and shall be fully responsible for the registered information.

- b) When a shareholder or their representative requests to have their login information re-provided, the Meeting Organizing Committee may notify them via the following forms: in person, email, or telephone. The form of providing login information via email or telephone shall only be implemented based on shareholder information from the list of shareholders entitled to vote prepared by the Vietnam Securities Depository and Clearing Corporation according to the Company's notice of rights execution.

- c) Shareholders or their representatives shall use the username, access password, or other identification factors (if any) to access the electronic voting system and perform electronic voting according to the content of the online GMS agenda.

### 4. Authorization for representatives to attend the online GMS

- a) Shareholders shall perform authorization in accordance with the provisions of Article 16 of the Company Charter.

- b) Some regulations to note when performing online authorization:

- Shareholders must provide full information to perform online authorization, especially providing information of the authorized party: telephone number, contact address, and email address. This is the basis for granting the username, access password, and other identification factors (if any) to the authorized party.

- Online authorization is only legally valid when the following conditions are met:

- + When the shareholder fills in all information according to the online authorization form and completes the online authorization.

- + The power of attorney is printed according to the online authorization form with full signatures, full names, and stamps (if it is an organization) of both the authorizing party and the authorized party.



+ The Company receives the original Power of Attorney before the opening of the meeting.

- Cancellation of authorization for shareholders who have authorized online: the shareholder sends an official written request to cancel the online authorization to the Company before the opening of the meeting. Note that the time of recording the effective cancellation of authorization is calculated based on the time the Company receives the official written request to cancel the online authorization.

- Cancellation of authorization shall be void if the authorized representative has already cast a vote/election ballot on any matter in the online GMS agenda.

5. Conditions for conducting the meeting according to the provisions of Article 19 of the Company Charter.

6. Discussion at the online GMS meeting

a) Principles:

- Discussion shall only be conducted within the prescribed time and within the scope of the GMS meeting content and agenda;

- Only shareholders or their representatives shall be allowed to participate in the discussion;

- Shareholders or their representatives who wish to discuss must register the discussion content according to the form specifically prescribed in the meeting's working regulations;

- The Secretariat shall arrange the discussion contents of shareholders or their representatives in the order of registration and forward them to the Chairperson.

b) Answering opinions of shareholders or their representatives:

- Based on the opinions of shareholders or their representatives, the Chairperson or a member designated by the Chairperson shall answer the opinions of the shareholders or their representatives;

- In case of time constraints, questions not answered directly at the Meeting will be answered by the Company later.

7. Method of electronic voting

a) Method of voting:

- Shareholders or their representatives shall choose one of the three voting options: approve, disapprove, or abstain for each content put to a vote at the meeting as set up on the electronic voting system;

- Thereafter, the shareholder or their representative must confirm the vote for the electronic voting system to record the result.

b) Method of election voting:

- Pursuant to the Company Charter, the election of members of the Board of Directors and the Board of Supervisors must be performed according to the cumulative voting method ("Equal cumulative voting" or "Fixed number voting"). Accordingly, shareholders or their representatives shall perform the election by selecting the "Equal cumulative voting" box or clearly stating the number of votes in the "Number of votes" box for the corresponding candidates on the election ballot set up on the electronic voting

system. Thereafter, the shareholder or their representative must confirm the election for the electronic voting system to record the result.

- Election by voting method (if any): shall be implemented according to the voting regulations specified in Point a, Clause 7 of this Article.

c) Some other regulations when performing electronic voting:

- In case a shareholder or their representative does not complete all voting and election contents according to the meeting agenda, the contents not yet voted or elected shall be considered as the shareholder or their representative not having cast a vote or election for that content.

- In the event that matters arise outside the agenda already sent, shareholders or their authorized representatives may vote or elect additionally. If shareholders or their authorized representatives do not cast votes or participate in the election for such arising matters, it shall be deemed that the shareholders or their authorized representatives have not cast votes or participated in the election for those arising matters;

- Shareholders or their authorized representatives may change their voting or election results (but cannot cancel the voting or election results); this includes the results of voting or electing additionally for matters arising outside the meeting agenda. The online system shall only record the vote counting for the final voting or election results at the time of the conclusion of electronic voting for each vote-counting phase as stipulated in the meeting's working regulations;

- In the event that shareholders or their authorized representatives perform cumulative voting: an invalid ballot is a ballot where the total number of votes for candidates exceeds the total number of votes that the shareholder or their authorized representative has the right to cast.

- The duration for electronic voting is specifically stipulated in the meeting's working regulations. Shareholders or their authorized representatives may access the electronic voting system and cast votes 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control. Upon the conclusion of the voting period, the system shall not record any further electronic voting results from shareholders or their authorized representatives.

#### 8. Online vote counting method

a) When shareholders or their authorized representatives cast votes/elect, the number of votes and ballots shall be recorded on the system based on the principles of affirmative votes, negative votes, and abstentions.

b) The vote-counting minutes are the minutes recording the vote-counting results of all shareholders or their authorized representatives attending the GMS online via the electronic voting system and shall bear the full signatures of the members of the Vote Counting Committee.

#### 9. Announcement of vote-counting results

Pursuant to the vote-counting minutes recorded as stipulated in Clause 8 of this Article, the Vote Counting Committee shall verify, aggregate, and report the vote-counting results for each matter according to the meeting agenda to the Chairperson. The vote-counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting.

10. Minutes of the online GMS and approval format

a) The recording of the GMS minutes shall be carried out in accordance with the provisions of Article 23 of the Company Charter.

b) The venue of the meeting recorded in the online GMS minutes shall be the location where the Chairperson of the Meeting is present to conduct the meeting. This location must be within the territory of Vietnam.

c) The format for approving the GMS meeting minutes is specifically stipulated in the Company's working regulations for the GMS session.

11. The format for passing Resolutions of the online GMS shall be selected by the Board of Directors from one of the following two options and stipulated in the working regulations of the online GMS:

a) Conducted by electronic voting in accordance with Clause 7 of this Article.

b) Or another format as stipulated by the working regulations of the online GMS.

12. Announcement of the Resolution and GMS meeting minutes in accordance with Article 23 of the Company Charter.

13. Method of objecting to GMS resolutions

The request for cancellation of a GMS decision shall be carried out in accordance with the provisions of Article 24 of the Company Charter.

14. In the event of force majeure

a) During the time the GMS is held online and electronic voting is taking place, force majeure events may occur at the location where the Chairperson is conducting the meeting (excluding force majeure events affecting one or several shareholders or their authorized representatives attending) such as: natural disasters, fires, power outages or loss of internet connection, technical failures, requirements or directives of competent authorities, etc.

b) In the event that force majeure events occur and cannot be overcome for the meeting to continue within 60 minutes, the Chairperson shall declare a suspension of the meeting; all matters that have been voted on and passed prior to the suspension (if any) shall be cancelled. These matters shall be voted on again at the next convened GMS.

**Article 22. Sequence and procedures for the GMS to pass resolutions via a hybrid meeting format (in-person combined with online)**

The sequence and procedures for the GMS to pass resolutions via a hybrid meeting format (in-person combined with online) include the following contents:

1. Notice of convening the GMS via a hybrid meeting format (in-person combined with online)

a) The authority to convene the GMS shall be in accordance with Article 18 of the Company Charter.

b) The notice regarding the closing of the list of shareholders entitled to attend the GMS shall be carried out in accordance with Article 6 of these Regulations.

c) The notice of invitation to the GMS shall be carried out in accordance with Clause 2, Article 7 of these Regulations. Voting/election ballots do not need to be enclosed with the online meeting invitation.



2. Method of registration for attending the GMS via a hybrid meeting format (in-person combined with online)
  - a) For shareholders or their authorized representatives registering to attend in person: follow Article 10 of these Regulations;
  - b) For shareholders or their authorized representatives registering to attend online: follow Clause 2, Article 21 of these Regulations.
3. Provision of login information and electronic voting via a hybrid meeting format (in-person combined with online) (applicable to shareholders or their authorized representatives registering to attend online) in accordance with Clause 3, Article 21 of these Regulations.
4. Authorization for representatives to attend the GMS via a hybrid meeting format (in-person combined with online):
  - a) For shareholders or their authorized representatives registering to attend in person: follow Article 9 of these Regulations;
  - b) For shareholders or their authorized representatives registering to attend online: follow Clause 4, Article 21 of these Regulations.
5. Conditions for conducting the meeting in accordance with Article 19 of the Company Charter.
6. Discussion at the GMS: follow Clause 6, Article 21 of these Regulations.
7. Voting method
  - a) For shareholders or their authorized representatives registering to attend in person: follow Point b, Clause 1, Article 13 of these Regulations;
  - b) For shareholders or their authorized representatives registering to attend online: follow Clause 7, Article 21 of these Regulations.
8. Vote-counting method
  - a) For shareholders or their authorized representatives registering to attend in person: follow Clauses 1 and 2, Article 14 of these Regulations;
  - b) For shareholders or their authorized representatives registering to attend online: follow Clause 8, Article 21 of these Regulations.
9. Announcement of vote-counting results: pursuant to the vote-counting minutes recorded as stipulated in Clause 8 of this Article, the Vote Counting Committee shall verify, aggregate, and report the vote-counting results for each matter according to the meeting agenda to the Chairperson. The vote-counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting.
10. Preparation of GMS meeting minutes: follow the provisions of Article 23 of the Company Charter.
  - a) The venue of the meeting recorded in the GMS meeting minutes shall be the location where the Chairperson is present. This location must be within the territory of Vietnam.
  - b) The format for approving the GMS meeting minutes is specifically stipulated in the working regulations of the GMS.
11. Format for passing GMS resolutions

a) For shareholders or their authorized representatives registering to attend in person: follow Article 14 of these Regulations;

b) For shareholders or their authorized representatives registering to attend online: follow Clause 11, Article 21 of these Regulations.

12. Announcement of the Resolution and GMS meeting minutes in accordance with Article 23 of the Company Charter.

### **CHAPTER III: BOARD OF DIRECTORS**

#### **Article 23. Role, rights, and obligations of the BOD, responsibilities of BOD members**

1. The BOD is the management body of the Company, having full authority in the name of the Company to decide, exercise the rights and obligations of the Company, except for rights and obligations falling under the authority of the GMS.

2. The BOD has the following rights and obligations:

a) Deciding on the strategy, medium-term development plans, and annual business plans of the Company;

b) Recommending the classes of shares and the total number of shares authorized to be offered for each class;

c) Deciding on the sale of unsold shares within the scope of the number of shares authorized to be offered for each class; deciding on raising additional capital in other forms;

d) Deciding on the selling price of the Company's shares and bonds;

e) Deciding on share buybacks in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

f) Deciding on investment plans and investment projects within its authority and limits as prescribed by law;

g) Deciding on solutions for market development, marketing, and technology;

h) Approving contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, except for contracts and transactions falling under the decision-making authority of the GMS as prescribed at Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

i) Elect, relieve of duty, or remove from office the Chairman of the Board of Directors; appoint, relieve of duty, sign contracts with, or terminate contracts with the Director and other key management personnel as prescribed by the Company Charter; decide on the salary, remuneration, bonuses, and other benefits of such management personnel; appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits of such persons;

j) Supervise and direct the Director and other management personnel in the daily

business operations of the Company;

k) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of the Company's subsidiaries, branches, and representative offices, and on capital contribution or purchase of shares in other enterprises;

l) Approve the agenda and content of documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;

m) Submit the audited annual financial statements to the General Meeting of Shareholders;

n) Propose the dividend payout rate; decide on the time limit and procedures for dividend payment or handling of losses incurred during business operations;

o) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;

p) Decide on the issuance of the Regulations on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after they have been approved by the General Meeting of Shareholders; decide on the issuance of the Regulations on Information Disclosure of the Company;

q) Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the Director, the Person in charge of corporate governance, and other management personnel of the Company;

r) Execute dividend payments to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders;

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

3. The Board of Directors shall report the results of its activities to the General Meeting of Shareholders in accordance with current law.

#### **Article 24. Term and number of members of the Board of Directors**

1. The number of members of the Board of Directors is five (05) persons.

2. The term of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors for a maximum of 02 consecutive terms. In the event that all members of the Board of Directors finish their term at the same time, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work.

#### **Article 25. Structure, standards, and conditions of members of the Board of Directors**

1. The structure of the Board of Directors is as follows:

The structure of the Board of Directors of the Company must ensure there is at least



01 non-executive member. The Company shall limit the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

2. Members of the Board of Directors must meet the following standards and conditions:

a) Not fall into the categories prescribed in Clause 2, Article 17 of the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and Clause 6, Article 1 of Law No. 76/2025/QH15 dated June 17, 2025, amending and supplementing the Law on Enterprises.

b) Possess professional qualifications and experience in business administration or in the business field, industry, or profession of the Company and are not necessarily shareholders of the Company, unless the Company Charter provides otherwise;

c) A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.

#### **Article 26. Nomination and candidacy of members of the Board of Directors**

1. A shareholder or group of shareholders holding from 10% of the total number of common shares or more has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares has the right to nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to less than 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% may nominate a maximum of eight (08) candidates.

2. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient according to the Company Charter, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the law and the Company Charter. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

#### **Article 27. Method of electing members of the Board of Directors**

Voting for the election of members of the Board of Directors must be conducted using the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed by the

Company Charter is reached. In the event that two (02) or more candidates receive the same number of votes for the final member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or a selection shall be made according to the criteria prescribed in the election regulations or the Company Charter.

In the event that only 01 (one) member of the Board of Directors is to be elected and there is only 01 (one) candidate, that candidate shall be considered elected if they receive more than 50% of the total votes of shareholders with voting rights present in person or through authorized representatives at the General Meeting of Shareholders.

**Article 28. Cases of relief of duty, removal from office, and supplementation of members of the Board of Directors**

The relief of duty, removal from office, and supplementation of members of the Board of Directors shall be carried out in accordance with Article 160 of the Law on Enterprises and the Company Charter.

**Article 29. Notification of the election, relief of duty, and removal from office of members of the Board of Directors**

1. The election, appointment, relief of duty, and removal from office of members of the Board of Directors must be disclosed in accordance with the laws on securities and the stock market.

2. The Company must disclose extraordinary information within twenty-four (24) hours on the website of the Company, The State Securities Commission, and The Stock Exchange where the Company is listed/registered for trading from the time of any change, new appointment, re-appointment, relief of duty, or removal from office of a member of the Board of Directors.

**Article 30. Method of introducing candidates for members of the Board of Directors**

In the event that candidates have been identified in advance, information related to the candidates for the Board of Directors shall be included in the documents for the General Meeting of Shareholders and announced at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the published personal information and must commit to performing their duties honestly if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes at least the following contents:

1. Full name, date, month, and year of birth.
2. Qualification.
3. Work history.

4. Companies where the candidate currently holds the position of member of the Board of Directors and other management titles.

5. Evaluation report on the candidate's contribution to the Company, in the event that the candidate is currently a member of the Board of Directors of the Company.

6. Interests related to the Company (if any).

7. Full name of the shareholder or group of shareholders nominating that candidate (if any).

8. Other information (if any).

### **Article 31. Election, removal from office, and relief of duty of the Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, relieved of duty, or removed from office by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that there is more than one member with the same highest number of votes or percentage of votes, the members shall elect by majority principle to choose one (01) person among them to convene the meeting of the Board of Directors.

3. In the event that the Chairman of the Board of Directors resigns or is relieved of duty or removed from office, the Board of Directors shall elect a replacement within 10 days from the date of receiving the resignation letter or the decision on relief of duty or removal from office.

### **Article 32. Remuneration, salary, bonuses, and other benefits of members of the Board of Directors**

Remuneration, salary, bonuses, and other benefits of members of the Board of Directors shall be implemented in accordance with Article 28 of the Company Charter, the Law on Enterprises, and relevant provisions of the law.

### **Article 33. Minimum number of Board of Directors meetings**

The Board of Directors shall meet at least once per quarter and may hold extraordinary meetings.

### **Article 34. Cases requiring the convening of extraordinary Board of Directors meetings**

1. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) There is a request from the Board of Supervisors;

b) There is a request from the Director of the Company or at least 05 other



management personnel;

c) There is a request from at least 02 members of the Board of Directors.

2. The request must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

### **Article 35. Notice of Board of Directors meeting**

1. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors shall send a notice of the meeting at least 03 working days before the meeting date. The meeting notice must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The meeting notice must be accompanied by documents to be used at the meeting and the voting ballots of the members.

2. The notice of the BOD meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods, ensuring it reaches the contact address of each BOD member registered with the Company.

### **Article 36. Right of Supervisors to attend BOD meetings;**

Supervisors have the right to attend BOD meetings; they have the right to discuss but not to vote.

### **Article 37. Conditions for convening BOD meetings;**

A BOD meeting shall be conducted when at least 3/4 of the total members are present. In case the meeting convened according to this Article does not have sufficient members as prescribed, it shall be reconvened within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the BOD members are present.

### **Article 38. Voting methods**

1. A BOD member shall be considered as attending and voting at the meeting in the following cases:

a) Attending and voting directly at the meeting;

b) Authorizing another person to attend and vote if approved by the majority of BOD members.

c) Attending and voting via online conference, electronic voting, or other electronic forms;

d) Sending voting ballots to the meeting via mail, fax, or email;

e) Sending voting ballots by other means as prescribed in the Company Charter.

2. BOD members shall not vote on transactions that provide benefits to themselves or their affiliated persons in accordance with the Law on Enterprises and the Company Charter.

### **Article 39. Method of passing BOD resolutions**

1. The BOD passes decisions and issues resolutions based on the approval of the majority of BOD members present. In case the number of affirmative and negative votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the BOD.

2. Resolutions in the form of written consultation shall be passed based on the affirmative opinion of the majority of BOD members with voting rights. This resolution shall have the same effect and validity as a resolution passed at a meeting.

### **Article 40. Authorization for others to attend meetings by BOD members**

1. BOD members may authorize others to attend and vote if approved by the majority of BOD members.

2. The authorization must be made in writing, with confirmation signatures between the BOD member (the authorizer) and the authorized person.

### **Article 41. Minutes of BOD meetings**

1. The preparation of BOD meeting minutes shall be carried out in accordance with Clause 1, Article 158 of the Law on Enterprises and the Company Charter.

2. In case the chairperson or the minute-taker refuses to sign the meeting minutes, but if all other BOD members attending and agreeing to pass the minutes sign them and they contain full content as prescribed, these minutes shall be effective. The meeting minutes shall clearly state the refusal of the chairperson or minute-taker to sign. The persons signing the minutes shall be jointly responsible for the accuracy and truthfulness of the content of the BOD meeting minutes. The chairperson and minute-taker shall be personally responsible for damages occurring to the enterprise due to their refusal to sign the minutes as prescribed by the Law on Enterprises, the Company Charter, and relevant laws.

3. The chairperson, the minute-taker, and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the BOD meeting minutes.

4. BOD meeting minutes and documents used in the meeting shall be kept at the Company's headquarters.

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

### **Article 42. Notification of BOD resolutions and decisions.**

Resolutions and decisions of the BOD shall be notified to relevant parties in accordance with the law and the Company Charter.

#### **Article 43. Subcommittees under the BOD**

1. When deemed necessary, the BOD may establish subcommittees to support the BOD's operations. The establishment and organization of the subcommittees shall be carried out in accordance with the law and the Company Charter.

2. The BOD shall specify the responsibilities of each subcommittee and the responsibilities of subcommittee members; subcommittee operations must comply with BOD regulations. Subcommittee resolutions shall only be effective when the majority of members attending and voting at the subcommittee meeting are BOD members.

3. The implementation of decisions by the BOD, or by subcommittees under the BOD, or by persons holding the status of a BOD subcommittee member must comply with current legal regulations, provisions in the Company Charter, and the subcommittee's operating regulations.

#### **Article 44. Person in charge of Corporate Governance**

1. The appointment of the person in charge of Corporate Governance shall be carried out in accordance with the law and the Company Charter.

2. The BOD shall select a person with competence, expertise, understanding of the industry/business, and experience in corporate governance to be appointed as the person in charge of Corporate Governance

3. The notification of the appointment or dismissal of the Corporate Governance Officer shall be carried out in accordance with the provisions of the law on information disclosure of public companies.

4. The rights and obligations of the person in charge of Corporate Governance shall be exercised in accordance with the law, the Company Charter, and the Company's regulations and rules.

### **CHAPTER IV: BOARD OF SUPERVISORS**

#### **Article 45. Role, rights, and obligations of the BOS, and responsibilities of Supervisors**

The role, rights, and obligations of the BOS, and the responsibilities of the Company's Supervisors shall be implemented in accordance with Article 39 of the Company Charter and relevant legal provisions.

#### **Article 46. Term, number, composition, and structure of Supervisors**

The number of Supervisors of the Company is 03. The term of an BOS member shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

#### **Article 47. Standards and conditions for Supervisors**

The standards and conditions for Supervisors shall be implemented in accordance with Clause 2, Article 37 of the Company Charter and legal provisions.



#### **Article 48. Nomination and self-nomination of Supervisors;**

1. Shareholders or groups of shareholders holding 10% or more of the total common shares have the right to nominate candidates for the BOS in accordance with the Law on Enterprises and the Company Charter. Shareholders or groups of shareholders holding from 10% to less than 30% of the total voting shares have the right to nominate one (01) candidate; from 30% to less than 50% may nominate a maximum of two (02) candidates; from 50% or more may nominate a maximum of three (03) candidates.

2. In case the number of BOS candidates through nomination and self-nomination is insufficient, the incumbent BOS may nominate additional candidates or organize nominations in accordance with the Company Charter, the Regulations on Corporate Governance, and the BOS's Operating Regulations. The introduction of additional candidates by the incumbent BOS must be clearly announced before the GMS votes to elect Supervisors as prescribed by law.

#### **Article 49. Method of electing Supervisors**

The voting to elect Supervisors must be carried out using the cumulative voting method, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the BOS, and shareholders have the right to pool all or part of their total votes for one or more candidates. The elected Supervisors are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is reached. In case 02 or more candidates receive the same number of votes for the last member of the BOS, a re-election shall be conducted among the candidates with equal votes or selection shall be made according to criteria prescribed in the election regulations or the Company Charter.

In case only 01 (one) member of the Board of Supervisors is to be elected and there is only 01 (one) candidate, that candidate shall be considered elected if they receive more than 50% of the total votes of shareholders with voting rights present in person or through authorized representatives at the GMS meeting.

#### **Article 50. Cases of relief of duty and removal from office of Supervisors**

1. An BOS member shall be relieved of duty in the following cases:
  - a) No longer meeting the standards and conditions to be an BOS member as prescribed in Clause 2, Article 37 of the Company Charter;
  - b) Submitting a resignation letter and it is accepted.
2. An BOS member shall be removed from office in the following cases:
  - a) Failing to complete assigned tasks and duties;
  - b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
  - c) Repeatedly violating or seriously violating the obligations of an BOS member as prescribed by the Law on Enterprises and the Company Charter;
  - d) Other cases as per the GMS resolution.

**Article 51. Notification of election, relief of duty, and removal from office of Supervisors;**

1. The election, appointment, relief of duty, and removal from office of Supervisors must be disclosed in accordance with the laws on securities and the securities market.

2. The Company must disclose extraordinary information within twenty-four (24) hours on the Company's website, the State Securities Commission, and the Stock Exchange where the Company is listed/registered for trading, from the time of any change, new appointment, re-appointment, relief of duty, or removal from office of an BOS member.

**Article 52. Salary and other benefits of Supervisors.**

The salary, remuneration, bonuses, and other benefits of Supervisors shall be implemented in accordance with Article 41 of the Company Charter and relevant legal provisions.

**CHAPTER V: COMPANY EXECUTIVES**

**Article 53. Standards for the Company's executives**

1. The Company's management system shall ensure that the management apparatus is accountable to the Board of Directors (BOD) and is subject to the supervision and direction of the BOD in the Company's daily business operations. The Company's executives include: the Director, Deputy Directors, Chief Accountant, and other management positions appointed by the BOD. The appointment, relief of duty, and removal from office of the aforementioned positions shall be approved by a resolution or decision of the BOD.

2. The Company's executives shall meet the standards prescribed by law, the Company Charter, and possess professional qualifications and experience in the Company's business administration.

**Article 54. Director of the Company**

1. The BOD shall appoint one (01) member of the BOD or hire another person to serve as the Director of the Company. The term of the Director shall not exceed 05 years and may be reappointed for an unlimited number of terms.

2. The Director is the person who manages the daily business operations of the Company; is subject to the supervision of the BOD; and is accountable to the BOD and before the law for the performance of assigned rights and obligations.

3. The rights and obligations of the Director of the Company shall be exercised in accordance with Clause 4, Article 35 of the Company Charter and relevant provisions of law.

4. The BOD may relieve the Director of duty when a majority of the BOD members with voting rights present at the meeting approve, and may appoint a new Director as a replacement.

### **Article 55. Appointment of other executives of the Company**

1. Upon the proposal of the Director and with the approval of the BOD, the Company may recruit other executives with numbers and standards suitable to the structure and management regulations of the Company as prescribed by the BOD.

2. The Deputy Directors are persons who assist the Director in managing and operating certain areas of the Company's activities as assigned or authorized by the Director, and they shall report and be accountable to the Director and before the law for the tasks assigned or authorized by the Director.

3. The Chief Accountant assists the Director in directing the implementation of the Company's accounting and financial work and has rights and duties as prescribed by law.

4. The signing of labor contracts with business executives shall be in accordance with labor laws and the Company Charter.

5. The BOD may relieve other executives of the Company of their duties upon the Director's proposal when a majority of the BOD members with voting rights present at the meeting approve.

### **Article 56. Notification of appointment and relief of duty of Company executives**

The appointment, relief of duty, and removal from office of the Company's executives shall be notified and announced in accordance with the Company Charter and the provisions of law on securities and the securities market.

### **Article 57. Salaries and bonuses of the Director and other executives of the Company**

1. The Director and other executives of the Company shall be paid salaries and bonuses. The salaries and bonuses of the Director and other executives of the Company shall be decided by the BOD.

2. The salaries of executives shall be included in the Company's business expenses in accordance with the law on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and shall be reported to the GMS at the annual meeting.

## **CHAPTER VI: COORDINATION OF ACTIVITIES BETWEEN THE BOD, THE BOARD OF SUPERVISORS, AND THE EXECUTIVE BOARD OF THE COMPANY**

### **Article 58. Principles of activity coordination**

1. Always act in the common interest of the Company.

2. Always comply with the relevant provisions of law and the Company Charter.

3. Work with the highest sense of responsibility, honesty, cooperation, and regular exchange to aim for common goals together.

4. All members have the right to reserve their opinions, whether in agreement or disagreement with a specific content, and have the responsibility to explain that position when requested.



#### **Article 59. Coordination of activities between the BOD and the Board of Supervisors**

1. The Chairman of the BOD shall ensure that the Board of Supervisors is invited to attend all regular or extraordinary meetings of the BOD. The agenda, content, documents, and information for these meetings shall be sent to the Board of Supervisors at the same time and in the same manner as for members of the BOD.

2. In addition to periodic reports, the Board of Supervisors has the right to request the BOD to provide other information related to the management, administration, and production and business activities of the Company.

3. When the Board of Supervisors proposes the selection of an independent audit firm to audit the Company's financial statements, the BOD shall respond in writing within seven (07) working days if there is a differing opinion.

4. The BOD shall ensure that all financial information and other information provided to members of the BOD are provided to the Supervisor at the same time.

#### **Article 60. Coordination of activities between the BOD and the Executive Board**

1. The BOD shall lead and supervise all activities of the Executive Board on the basis of creating the best conditions regarding mechanisms, policies, human resources, and facilities to help the Executive Board complete its assigned tasks.

2. Periodically, on a quarterly and annual basis, the Director shall send a written report on the business performance and future direction of the Company to the BOD.

3. The Executive Board and other managers may be invited to attend BOD meetings to report, answer, or explain issues related to management and administration (if any) but shall not participate in voting at BOD meetings (except for members of the Executive Board who are also members of the BOD).

4. For research and survey programs, negotiations, and contract signings of the Company related to the functions and duties of the BOD, the Director has the responsibility to report to the Chairman of the BOD to appoint a BOD member to attend.

#### **Article 61. Coordination of activities between the Board of Supervisors and the Executive Board**

1. In case it is deemed necessary, the Director may invite the Head of the Board of Supervisors or a member of the Board of Supervisors to attend meetings of the Executive Board and other meetings chaired by the Director. The content of the meeting shall be recorded in minutes and one (01) copy shall be sent to the Board of Supervisors.

2. The Supervisor has the right to request the Director to facilitate access to records and documents related to the Company's production and business activities. The Director is responsible for creating all favorable conditions for the Head of the Board of Supervisors and members of the Board of Supervisors to access information and reports as quickly as possible.

3. In case of detecting risks that may significantly affect the reputation or/and production and business activities of the Company or if incidents arise that are deemed

necessary, the Director has the responsibility to report immediately to the Board of Supervisors for direct monitoring.

4. Reports from the Director submitted to the BOD shall be sent to the Board of Supervisors at the same time and in the same manner as for members of the BOD.

## **CHAPTER VII: PREVENTION OF CONFLICTS OF INTEREST**

### **Article 62. Duty of care**

Members of the BOD, members of the Board of Supervisors, the Director, and other executives have the responsibility to perform their duties, including duties as members of BOD sub-committees, honestly and carefully in the interest of the Company.

### **Article 63. Duty of honesty and avoidance of conflicts of interest**

Implementation shall be in accordance with Article 42 of the Company Charter and relevant provisions of law.

### **Article 64. Liability for damages and compensation**

Implementation shall be in accordance with Article 43 of the Company Charter and relevant provisions of law.

## **CHAPTER VIII: PERFORMANCE EVALUATION, REWARDS, AND DISCIPLINE**

### **Article 65. Performance evaluation**

1. In accordance with the Company Charter and provisions of law; or when requested, the performance evaluation of members of the BOD, Supervisors, and members of the Executive Board may be conducted through the following methods:

- a) Self-assessment;
- b) Annual performance evaluation;
- c) Organizing annual or extraordinary polls and confidence votes;
- d) Other methods selected by the BOD from time to time.

2. The BOD shall conduct performance evaluations of members of the BOD and members of the Executive Board.

3. The Board of Supervisors shall conduct performance evaluations of Supervisors.

4. The Executive Board shall conduct performance evaluations of other management positions under the appointment authority of the Company's Director.

### **Article 66. Rewards**

1. Members of the BOD, the Board of Supervisors, and the Executive Board who have achievements in managing and operating the Company and in assigned tasks shall be considered for rewards in accordance with the provisions of law and the Company.

2. Standards, forms, and sequences and procedures for rewards shall be implemented in accordance with the Company's Reward and Discipline Regulations from time to time.

## **Article 67. Discipline**

1. Members of the BOD, the Board of Supervisors, and the Executive Board who fail to complete their tasks or violate the provisions of the Company Charter or relevant laws during the performance of their duties shall be disciplined according to the nature, severity, and consequences, in accordance with the provisions of law and the Company. In case of causing damage to the interests of the Company, shareholders, employees, and related organizations, they shall be liable for compensation in accordance with the provisions of law.

2. The BOD and the Director have the authority to decide on forms of discipline for positions under their appointment authority.

3. Principles for handling disciplinary violations, and the forms, sequences, and procedures for handling disciplinary violations shall be implemented in accordance with the Company's Reward and Discipline Regulations from time to time.

## **CHAPTER IX: AMENDMENTS TO THE REGULATIONS ON CORPORATE GOVERNANCE**

### **Article 68. Amendments to the Regulations on Corporate Governance**

1. Any amendment, supplementation, or replacement of these Regulations shall be submitted to the GMS for approval and issued by the BOD.

2. In the event that legal provisions related to the Company's operations are not yet mentioned in these Regulations, or in the event that new legal provisions differ from the terms of these Regulations, such legal provisions shall automatically apply and govern the Company's operations.

## **CHAPTER X: EFFECTIVE DATE**

### **Article 69. Effective Date**

1. These Regulations consist of 10 chapters and 69 articles, approved by the GMS on June 16, 2026.

2. These Regulations are the sole and official regulations of the Company.

3. Copies or extracts of the Internal Regulations on Corporate Governance must be signed by the Chairman of the BOD or at least 1/2 of the total number of Board of Directors' members to be valid./.

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

**Huỳnh Xuân Đạo**



*Dong Nai, June , 2026.*

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

### **BIEN HOA BUILDING MATERIALS PRODUCTION AND CONSTRUCTION JOINT STOCK COMPANY**

*Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;*

*Pursuant to the Law No. 56/2024/QH15 dated November 29, 2024 amending and supplementing a number of articles of the Law on Securities;*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*

*Pursuant to the Law No. 03/2022/QH15 dated January 11, 2022 and the Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises;*

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

*Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*

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

*Pursuant to the Charter of Bien Hoa Building Materials Production and Construction Joint Stock Company;*

*Pursuant to the Resolution of the General Meeting of Shareholders No. 01/2026/ĐHĐCĐ dated June 16, 2026;*

*The Board of Directors issues the Regulations on Operation of the Board of Directors of Bien Hoa Building Materials Production and Construction Joint Stock Company including the following Content:*

#### **Chapter I**

#### **GENERAL PROVISIONS**

##### **Article 1. Scope of regulation and subjects of application**

1. Scope of regulation: The Regulations on Operation of the Board of Directors stipulate the organizational structure, personnel, operating principles, powers, and

obligations of the Board of Directors and members of the Board of Directors in order to operate in accordance with the Law on Enterprises, the Company Charter, and other relevant legal provisions.

2. Subjects of application: These Regulations apply to the Board of Directors and members of the Board of Directors of Bien Hoa Building Materials Production and Construction Joint Stock Company.

### **Article 2. Operating principles of the Board of Directors**

1. The Board of Directors works on a collective basis. Members of the Board of Directors are personally responsible for their assigned tasks and jointly responsible before the General Meeting of Shareholders and before the law for the Resolutions and Decisions of the Board of Directors regarding the development of the Company.

2. The Board of Directors assigns the Director the responsibility to organize and execute the implementation of the Resolutions and Decisions of the Board of Directors.

## **Chapter II**

### **MEMBER OF THE BOARD OF DIRECTORS**

#### **Article 3. Rights and obligations of members of the Board of Directors**

1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant laws, and the Company Charter, including the right to be provided with information and documents regarding the financial situation and business operations of the Company and its units.

2. Members of the Board of Directors have obligations as prescribed by the Company Charter and the following obligations:

a) Perform their duties honestly and carefully for the best interests of shareholders and the Company;

b) Fully attend meetings of the Board of Directors and express opinions on issues discussed;

c) Report promptly and fully to the Board of Directors on remuneration received from subsidiaries, associate companies, and other organizations (If any);

d) Report to the Board of Directors at the nearest meeting on transactions between the Company, the Company's subsidiaries, and other companies in which the Company holds control of 50% or more of the charter capital with the member of the Board of Directors and affiliated persons of such member; transactions between the Company and companies in which the member of the Board of Directors is a founding member or a business manager within the 03 years immediately preceding the time of transaction;

e) Disclose information when executing transactions involving the Company's shares in accordance with the law.

#### **Article 4. Right of members of the Board of Directors to be provided with information**

1. Members of the Board of Directors have the right to request the Director, Deputy Director, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units.

2. The requested manager must provide information and documents promptly, fully, and accurately as requested by the member of the Board of Directors. The sequence and procedures for requesting and providing information shall be as prescribed by the Company Charter.

#### **Article 5. Term of office and number of members of the Board of Directors**

1. The Company's Board of Directors has 05 members.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms.

3. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace and take over the work, unless otherwise provided by the Company Charter.

#### **Article 6. Standards and conditions for members of the Board of Directors**

Members of the Board of Directors must meet the following standards and conditions:

a) Not fall into the categories specified in Clause 2, Article 17 of the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and Clause 6, Article 1 of the Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing the Law on Enterprises;

b) Have professional qualifications and experience in business administration or in the Company's business fields, sectors, or trades, and are not necessarily shareholders of the Company, unless otherwise provided by the Company Charter;

c) A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.

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

1. The Chairman of the Board of Directors is elected, relieved from duty, or dismissed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors of the Company shall not concurrently serve as the Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

a) Develop the program and operation plan of the Board of Directors;



- b) Prepare the program, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
- c) Organize the approval of Resolutions and Decisions of the Board of Directors;
- d) Supervise the process of organizing the implementation of Resolutions and Decisions of the Board of Directors;
- e) Chair meetings of the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.

4. In case the Chairman of the Board of Directors submits a resignation or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation or dismissal. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors according to the principles prescribed by the Company Charter. In case there is no authorized person or the Chairman of the Board of Directors is deceased, missing, in temporary detention, serving a prison sentence, serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education institution, has escaped from their place of residence, has limited or lost civil act capacity, has difficulty in perception and behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new Decision is issued by the Board of Directors.

5. When deemed necessary, the Board of Directors shall decide to appoint a Company secretary; or assign a Person in charge of corporate governance to concurrently serve as the Company secretary. The Company secretary has the following rights and obligations:

- a) Assist in organizing the convening of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
- b) Assist members of the Board of Directors in performing their assigned rights and obligations;
- c) Assist the Board of Directors in applying and implementing the principles of corporate governance;
- d) Assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with obligations to provide information, disclose information, and administrative procedures;
- e) Other rights and obligations as assigned by the Board of Directors of the Company.

**Article 8. Relieving from duty, dismissing, replacing, and supplementing members of the Board of Directors**

1. The General Meeting of Shareholders shall relieve a member of the Board of Directors from duty in the following cases:

- a) Failing to meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises;
- b) Submitting a resignation which is accepted;
- c) Other cases as prescribed by the Company Charter.

2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- a) Failing to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) Other cases as prescribed by the Company Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; relieve from duty or dismiss members of the Board of Directors beyond the cases specified in Clause 1 and Clause 2 of this Article.

4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to conduct a supplementary election of members of the Board of Directors in the following cases:

- a) The number of members of the Board of Directors is reduced by more than one-third of the number prescribed in the Company Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
- b) Except for the case specified at Point a of this Clause, the General Meeting of Shareholders shall elect new members to replace the members of the Board of Directors who have been relieved from duty or dismissed at the nearest meeting.

**Article 9. Methods of electing, relieving from duty, and dismissing members of the Board of Directors**

1. A shareholder or a group of shareholders holding 10% or more of the total ordinary share capital has the right to nominate candidates to the Board of Directors. The nomination of candidates to the Board of Directors shall be carried out as follows:

- a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this Clause is entitled to nominate one or more persons as decided by the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as

decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required by the Company Charter, the incumbent Board of Directors shall introduce additional candidates or organize the nomination in accordance with the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

3. The voting for members of the Board of Directors must be conducted by the cumulative voting method, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to accumulate all or part of their total votes for one or more candidates. The elected members of the Board of Directors shall be determined by the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is reached. In case there are 02 or more candidates receiving the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or selected according to the criteria of the election regulations or the Company Charter.

In case only 01 (one) member of the Board of Directors is to be elected and there is only 01 (one) candidate, that candidate shall be considered elected if they receive over 50% of the total votes of the shareholders with voting rights present in person or through an authorized representative at the General Meeting of Shareholders.

4. The election, relief from duty, and dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders based on the principle of voting.

#### **Article 10. Notification of election, relief from duty, and dismissal of members of the Board of Directors**

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interest of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth;
- b) Qualification;
- c) Work history;



d) Other management positions (including Board of Directors positions in other companies);

đ) Interests related to the Company and related persons of the Company;

e) Other information (if any);

g) Public companies must be responsible for disclosing information about companies where the candidate is holding the position of a member of the Board of Directors, other management positions, and interests related to the company of the candidate for the Board of Directors (if any).

2. The notification of the results of the election, relief from duty, and dismissal of members of the Board of Directors shall be carried out in accordance with the regulations guiding information disclosure.

### **Chapter III**

#### **BOARD OF DIRECTORS**

##### **Article 11. Rights and obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide and perform the rights and obligations of the Company, except for rights and obligations under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a) Decide on the strategy, medium-term development plan, and annual business plan of the Company;

b) Propose the types of shares and the total number of shares authorized to be offered for each type;

c) Decide on the sale of unsold shares within the scope of shares authorized to be offered for each type; decide on raising additional capital in other forms;

d) Decide on the selling price of shares and bonds of the Company;

đ) Decide on the share buyback in accordance with Clause 1 and Clause 2 of Article 133 of the Law on Enterprises;

e) Decide on investment plans and investment projects within its authority and limits as prescribed by law;

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

h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the latest financial statement of the Company, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

i) Elect, relieve from duty, and dismiss the Chairman of the Board of Directors; appoint, relieve from duty, sign contracts, and terminate contracts with the Director and other key managers as prescribed by the Company Charter; decide on salaries, remuneration, bonuses, and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits of those persons;

k) Supervise and direct the Director and other managers in the daily business operations of the Company;

l) Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of the Company's subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;

m) Approve the program and content of documents serving the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect opinions for the General Meeting of Shareholders to pass resolutions;

n) Submit the audited annual financial statements to the General Meeting of Shareholders;

o) Propose the dividend payout ratio; decide on the time limit and procedures for dividend payment or handling of losses incurred during the business process;

p) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;

q) Decide on the issuance of the Regulations on Operation of the Board of Directors and the Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decide on the issuance of the Company's Information Disclosure Regulations;

r) Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the Director, the Person in charge of corporate governance, and other managers of the Company;

s) Execute dividend payments to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders;

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

3. The Board of Directors shall pass resolutions and decisions by voting at meetings, collecting written opinions, or other forms prescribed by the Company Charter.

4. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders, or the Company Charter, causing damage to the Company, the members who voted in favor of passing such resolution or decision shall be jointly and personally liable for that resolution or decision and must compensate the Company for the damage; members who opposed the passing of the aforementioned resolution or decision shall be

exempted from liability. In this case, shareholders of the Company have the right to request the Court to suspend the implementation or cancel the aforementioned resolution or decision.

**Article 12. Duties and powers of the Board of Directors in approving and signing contracts and transactions**

1. The Board of Directors shall approve contracts and transactions with a value of less than 35% or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of less than 35% of the total asset value recorded in the latest financial statement between the Company and one of the following subjects:

- Member of the Board of Directors, member of the Board of Supervisors, Director, other managers, and related persons of these subjects;
- Shareholders, authorized representatives of shareholders owning over 10% of the total ordinary share capital of the Company and their related persons;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The person representing the Company to sign contracts or transactions must notify members of the Board of Directors and members of the Board of Supervisors of the related subjects involved in such contracts or transactions and attach the draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notice; members of the Board of Directors who have interests related to the parties in the contract or transaction shall not have the right to vote.

**Article 13. Responsibility of the Board of Directors in convening an extraordinary General Meeting of Shareholders**

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The remaining number of members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must have sufficient signatures of the relevant shareholders or the written request must be made in multiple copies and collected with sufficient signatures of the relevant shareholders; the request to convene the meeting must be accompanied by documents and evidence of the violations of the Board of Directors, the extent of the violations, or the decision exceeding their authority. The shareholder or group of shareholders shall be fully responsible before the law for the accuracy and honesty of the documents and evidence provided to the competent authority when requesting to convene a General Meeting of Shareholders;
- d) At the request of the Board of Supervisors;



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

## 2. Convening an extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed in the Company Charter or upon receiving the request as prescribed in Point c and Point d, Clause 1 of this Article;

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

a) Prepare a list of shareholders entitled to attend the meeting;

b) Provide information and resolve complaints related to the list of shareholders;

c) Prepare the agenda and content of the meeting;

d) Prepare documents for the meeting;

e) Draft the Resolution of the General Meeting of Shareholders according to the expected content of the meeting; the list and detailed information of candidates in case of electing members of the Board of Directors or members of the Board of Supervisors;

f) Determine the time and location of the meeting;

g) Send the meeting invitation notice to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;

h) Other tasks to serve the meeting.

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

1. The Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, and risk management. The number of members of the committee shall be decided by the Board of Directors and shall have at least 03 people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors shall constitute the majority in the committee, and one of these members shall be appointed as the Head of the committee according to the decision of the Board of Directors. The operation of the committee must comply with the regulations of the Board of Directors. A Resolution of the committee shall only be effective when there is a majority of members attending and voting for approval at the committee meeting.

2. The implementation of decisions of the Board of Directors or of the sub-committees under the Board of Directors must be in accordance with the current provisions of law and the provisions in the Company Charter and the Regulations on Corporate Governance.

## **Chapter IV**

### **BOARD OF DIRECTORS MEETING**

#### **Article 15. Board of Directors meeting**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the same highest number of votes or percentage of votes, the members shall elect by majority principle to choose 01 person among them to convene the Board of Directors meeting.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

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

- a) At the request of the Board of Supervisors or an independent member of the Board of Directors;
- b) At the request of the Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;
- d) Other cases as prescribed by the Company Charter.

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

5. The Chairman of the Board of Directors must convene a Board of Directors meeting within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In case the Board of Directors meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for damages occurring to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the Board of Directors meeting.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send the meeting invitation notice at least 03 working days before the meeting date. The meeting invitation notice must specifically determine the time and location of the meeting, the agenda, and the issues to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and the voting ballots of the members.

The Board of Directors meeting invitation notice may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company Charter and must ensure it reaches the contact address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation notice and accompanying documents to members of the Board of Supervisors as for members of the Board of Directors.

Members of the Board of Supervisors have the right to attend Board of Directors meetings; they have the right to discuss but not to vote.

8. A Board of Directors meeting shall be conducted when there are 3/4 of the total number of members or more attending. In case the meeting convened according to the provisions of this Clause does not have enough members to attend as prescribed, it shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.

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

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

10. In case of sending voting ballots to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

11. Members must fully attend Board of Directors meetings. A member may authorize another person to attend and vote if approved by the majority of members of the Board of Directors.

12. Resolutions and Decisions of the Board of Directors shall be passed if approved by the majority of members attending the meeting; in case of a tie, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

13. A Resolution in the form of written opinion collection shall be passed based on the approval of the majority of members of the Board of Directors with voting rights. This Resolution shall have the same effect and validity as a resolution passed by members of the Board of Directors at a meeting convened and organized in accordance with standard practice.

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

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

- a) Name, address of head office, and enterprise identification number;
- b) Time and location of the meeting;
- c) Purpose, agenda, and content of the meeting;



d) Full name of each member attending or the person authorized to attend the meeting and the method of attendance; full names of members not attending and the reasons;

e) Issues discussed and voted on at the meeting;

f) Summary of opinions of each member attending in the order of the meeting proceedings;

g) Voting results, clearly stating the members who approved, disapproved, and had no opinion;

h) Matters already approved and the corresponding voting rate;

i) Full name and signature of the Chairman and the minute taker, except for the case specified in Clause 2 of this Article.

2. In case the Chairman or the minute taker refuses to sign the meeting minutes, such minutes shall still be effective if they are signed by all other members of the Board of Directors who attended and agreed to approve the minutes, and contain full content as prescribed in points a, b, c, d, e, f, g, and h of Clause 1 of this Article. The meeting minutes shall clearly state the refusal of the Chairman or the minute taker to sign. The signatories of the meeting minutes shall be jointly liable for the accuracy and truthfulness of the content of the Board of Directors meeting minutes. The Chairman and the minute taker shall be personally liable for damages occurring to the enterprise due to their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Company Charter, and relevant laws.

3. The Chairman, the minute taker, and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

4. The Board of Directors meeting minutes and documents used in the meeting shall be kept at the Company's head office.

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case there is a discrepancy in content between the Vietnamese and foreign language versions, the content in the Vietnamese version shall apply.

## **Chapter V**

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

#### **Article 17. Submission of annual reports**

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

a) Report on the Company's business results;

b) Financial statements;

c) Report on the assessment of the Company's management and administration;

d) Appraisal report of the Board of Supervisors.

2. The reports specified in points a, b, and c of Clause 1 of this Article shall be sent to the Board of Supervisors for appraisal at least 30 days before the opening date of the annual General Meeting of Shareholders.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors, and the audit report shall be kept at the Company's head office at least 10 days before the opening date of the annual General Meeting of Shareholders unless the Company Charter provides for a longer period. Shareholders who have continuously owned shares of the Company for at least 01 year have the right to personally or together with a lawyer, accountant, or auditor holding a practicing certificate directly examine the reports specified in this Article.

#### **Article 18. Salaries, remuneration, bonuses, and other benefits of members of the Board of Directors**

1. The Company has the right to pay salaries, remuneration, and bonuses to members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors are entitled to salary (in case of full-time employment), work remuneration, and bonuses. The Board of Directors shall estimate the salary and remuneration for each member based on the principle of consensus. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors working at committees of the Board of Directors or performing other tasks outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses that they have incurred while performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after obtaining approval from the General Meeting of Shareholders. This insurance does not include insurance for the liabilities of members of the Board of Directors related to violations of the law and the Company Charter.

#### **Article 19. Disclosure of related interests**

In case the Company Charter does not have stricter provisions, the disclosure of interests and related persons of the Company shall be carried out in accordance with the following provisions:

1. Members of the Board of Directors of the Company must declare to the Company their related interests, including:

a) Name, enterprise identification number, address of head office, and business lines of the enterprise in which they own capital contributions or shares; the percentage and time of ownership of such capital contributions or shares;

b) Name, enterprise identification number, address of head office, and business lines of the enterprise in which their related persons jointly or separately own capital contributions or shares exceeding 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendments or supplements must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Directors acting in their own name or in the name of others to perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and may only perform it when approved by the majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from such activities shall belong to the Company.

## **Chapter VI**

### **RELATIONSHIP OF THE BOARD OF DIRECTORS**

#### **Article 20. Relationship between members of the Board of Directors**

1. The relationship between members of the Board of Directors is a cooperative relationship; members of the Board of Directors are responsible for informing each other about related issues during the process of handling assigned tasks.

2. During the process of handling tasks, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling if there are issues related to the field under the charge of another member of the Board of Directors. In case there are still different opinions among members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision according to their authority, or organize a meeting or collect opinions from members of the Board of Directors in accordance with the law, the Company Charter, and these Regulations.

3. In case of reallocation of duties among members of the Board of Directors, the members of the Board of Directors must hand over related work, files, and documents. This handover must be made in writing and reported to the Chairman of the Board of Directors regarding such handover.

#### **Article 21. Relationship with the Board of Management**

In the role of governance, the Board of Directors issues Resolutions for the Director and the management apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of the Resolutions.



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

1. The relationship between the Board of Directors and the Board of Supervisors is a cooperative relationship. The working relationship between the Board of Directors and the Board of Supervisors follows the principle of equality and independence, while coordinating closely and supporting each other in the process of performing tasks.

2. Upon receiving inspection minutes or general reports from the Board of Supervisors, the Board of Directors is responsible for studying and directing relevant departments to build plans and implement timely rectifications.

**Chapter VII****IMPLEMENTATION PROVISIONS****Article 23. Effectiveness**

The Regulations on Operation of the Board of Directors of Bien Hoa Building Materials Production and Construction Joint Stock Company consist of 7 chapters, 23 articles, and shall take effect from June 16, 2026./.

**OBO. THE BOARD OF DIRECTORS  
CHAIRMAN**

**Huỳnh Xuân Đạo**

**DRAFT**

*Dong Nai, Date June 2026*

## **OPERATING REGULATIONS OF THE BOARD OF SUPERVISORS**

*Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019;*

*Pursuant to the Law No. 56/2024/QH15 dated 29/11/2024 amending and supplementing a number of articles of the Law on Securities;*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020;*

*Pursuant to the Law No. 03/2022/QH15 dated 11/01/2022 and the Law No. 76/2025/QH15 dated 17/06/2025 amending and supplementing a number of articles of the Law on Enterprises;*

*Pursuant to Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to Decree No. 245/2025/ND-CP dated 11/09/2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated 31/12/2020 detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to Circular No. 116/2020/TT-BTC dated 31/12/2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to the Company Charter of Bien Hoa Building Materials Production and Construction Joint Stock Company;*

*Pursuant to the Resolution of the General Meeting of Shareholders No. 01/2026/NQ-ĐHCD dated 16/06/2026;*

*The Board of Supervisors issues the Operating Regulations of the Board of Supervisors of Bien Hoa Building Materials Production and Construction Joint Stock Company, including the following contents:*

### **Chapter I GENERAL PROVISIONS**

#### **Article 1. Scope of regulation and subjects of application**

1. Scope of regulation: The Operating Regulations of the Board of Supervisors stipulate the organizational structure, personnel, standards, conditions, rights, and obligations of the Board of Supervisors and its members in accordance with the Law on Enterprises, the Company Charter, and other relevant regulations.

2. Subjects of application: The Operating Regulations of the Board of Supervisors apply to the Board of Supervisors and its members.

### **Article 2. Operating principles of the Board of Supervisors**

The Board of Supervisors works on a collective basis. Members of the Board of Supervisors are personally responsible for their assigned tasks and are jointly responsible before the General Meeting of Shareholders and before the law for the work and decisions of the Board of Supervisors.

## **Chapter II**

### **MEMBERS OF THE BOARD OF SUPERVISORS (SUPERVISORS)**

### **Article 3. Rights, obligations, and responsibilities of members of the Board of Supervisors**

1. Comply strictly with the law, the Company Charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations.

2. Exercise assigned rights and obligations honestly, carefully, and in the best manner to ensure the maximum legitimate interests of the Company.

3. Be loyal to the interests of the Company and shareholders; do not abuse their position, title, or use information, know-how, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.

4. Other obligations as prescribed by the Law on Enterprises and the Company Charter.

5. In case of violation of the provisions in Clauses 1, 2, 3, and 4 of this Article, which causes damage to the Company or others, the member of the Board of Supervisors must be personally or jointly liable to compensate for such damage. Income and other benefits obtained by the member of the Board of Supervisors due to the violation must be returned to the Company.

6. In case a member of the Board of Supervisors is discovered to have committed a violation in the exercise of their assigned rights and obligations, they must notify the Board of Supervisors in writing, requiring the person committing the violation to cease the violation and remedy the consequences.

### **Article 4. Term and number of members of the Board of Supervisors**

1. The Board of Supervisors has 03 members; the term of a member of the Board of Supervisors shall not exceed 05 years and may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors are not necessarily shareholders of the Company.

3. The Board of Supervisors shall have more than half of its members residing in Vietnam.

4. In case the term of all members of the Board of Supervisors ends at the same time and new members have not yet been elected, the members whose term has expired shall



continue to exercise their rights and obligations until new members are elected and take office.

### **Article 5. Standards and conditions for members of the Board of Supervisors**

1. Members of the Board of Supervisors must meet the following standards and conditions:

a) Not being a subject specified in Clause 2, Article 17 of the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 and Clause 6, Article 1 of the Law No. 76/2025/QH15 dated 17/06/2025 amending and supplementing the Law on Enterprises;

b) Having been trained in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major suitable for the Company's business activities;

c) Not being a family member of a member of the Board of Directors, the Director of the Company, or other managers;

d) Not being a manager of the Company; they are not necessarily a shareholder or employee of the Company;

đ) Not working in the accounting or finance department of the Company;

e) Not being a member or employee of an approved auditing firm that has audited the Company's financial statements in the 03 preceding consecutive years;

g) Other standards and conditions as prescribed by other relevant laws.

2. In addition to the standards and conditions specified in Clause 1 of this Article, members of the Board of Supervisors of a public company as prescribed in Point b, Clause 1, Article 88 of the Law on Enterprises must not be a family member of the Company's managers or the parent company's managers; the capital representative of the enterprise, or the state capital representative at the parent company and at the Company.

### **Article 6. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major related to the enterprise's business activities.

2. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall be based on the majority principle.

3. The rights and obligations of the Head of the Board of Supervisors are stipulated by the Company Charter.

### **Article 7. Nomination and candidacy for members of the Board of Supervisors**

1. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Supervisors. The nomination of candidates for the Board of Supervisors shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate candidates for the Board of Supervisors must notify the group formation to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Supervisors, the shareholder or group of shareholders specified in this Clause has the right to nominate one or more candidates as decided by the General Meeting of Shareholders. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is still insufficient as required by the Company Charter, the incumbent Board of Supervisors shall introduce additional candidates or organize nominations in accordance with the Company Charter, the Regulations on Corporate Governance, and the Operating Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

3. Shareholders holding voting shares have the right to aggregate their voting rights to nominate candidates for the Board of Supervisors. A shareholder or group of shareholders holding from 10% to less than 30% of the total voting shares has the right to nominate one (01) candidate; from 30% to less than 50% may nominate a maximum of two (02) candidates; from 50% or more may nominate a maximum of three (03) candidates.

#### **Article 8. Method of election, dismissal, and removal of members of the Board of Supervisors**

1. The election, dismissal, and removal of members of the Board of Supervisors fall under the authority of the General Meeting of Shareholders.

2. The voting for members of the Board of Supervisors must be carried out by the cumulative voting method, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and shareholders have the right to aggregate all or part of their total votes for one or more candidates. The elected members of the Board of Supervisors are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is reached. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes or selection will be made based on criteria specified in the election regulations or the Company Charter.

In case of electing only 01 (one) member of the Board of Supervisors and there is only 01 (one) candidate, that candidate is considered elected if they receive over 50% of the total votes of shareholders with voting rights present in person or through authorized representatives at the General Meeting of Shareholders.

#### **Article 9. Cases of dismissal and removal of members of the Board of Supervisors**

1. The General Meeting of Shareholders dismisses a member of the Board of Supervisors in the following cases:

a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Article 169 of the Law on Enterprises;

b) Having submitted a resignation letter and it has been accepted;

c) Other cases as prescribed by the Company Charter.

2. The General Meeting of Shareholders removes a member of the Board of Supervisors in the following cases:

a) Failure to complete assigned tasks or duties;

b) Failure to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;

c) Repeated or serious violations of the obligations of a member of the Board of Supervisors in accordance with the Law on Enterprises and the Company Charter;

d) Other cases as per the resolution of the General Meeting of Shareholders.

### **Article 10. Notification of election, dismissal, and removal of members of the Board of Supervisors**

1. In case candidates for the Board of Supervisors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Supervisors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a member of the Board of Supervisors. Information related to candidates for the Board of Supervisors to be disclosed includes:

a) Full name, date, month, and year of birth;

b) Qualification;

c) Work history;

d) Other management positions held;

e) Interests related to the Company and related persons of the Company;

f) Other information (if any) as prescribed by the Company Charter;

g) The Company is responsible for disclosing information about companies where the candidate currently holds management positions and the interests of the Board of Supervisors candidate related to the Company (if any).

2. Notification of the results of the election, dismissal, and removal of members of the Board of Supervisors shall be carried out in accordance with regulations on information disclosure.

## **Chapter III BOARD OF SUPERVISORS**

### **Article 11. Rights, obligations, and responsibilities of the Board of Supervisors**



1. The Board of Supervisors shall supervise the Board of Directors and the Director of the Company in the management and administration of the Company.

2. Inspect the reasonableness, legality, truthfulness, and level of prudence in the management and administration of business activities; and the systematic, consistent, and appropriate nature of accounting, statistics, and financial statement preparation.

3. Appraise the completeness, legality, and truthfulness of the business performance reports, annual and 06-month financial statements of the Company, and the report evaluating the management of the Board of Directors, and submit the appraisal report at the annual General Meeting of Shareholders. Review contracts and transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations on contracts and transactions requiring approval from the Board of Directors or the General Meeting of Shareholders.

4. Review, inspect, and evaluate the effectiveness and efficiency of the internal control, internal audit, risk management, and early warning systems of the Company.

5. Examine accounting books, accounting records, and other documents of the Company, as well as the management and administration of the Company's activities when deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.

6. Upon the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Board of Supervisors shall conduct an inspection within 07 working days from the date of receiving the request. Within 15 days from the date of completing the inspection, the Board of Supervisors must report on the requested inspection issues to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Board of Supervisors as prescribed in this Clause shall not hinder the normal operations of the Board of Directors or disrupt the administration of the Company's business activities.

7. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for management, supervision, and administration of the Company's business activities.

8. Upon discovering that a member of the Board of Directors or the Director of the Company has violated the provisions of Article 165 of the Law on Enterprises, the Board of Supervisors must immediately notify the Board of Directors in writing, requesting the violating person to cease the violation and implement measures to remedy the consequences.

9. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.

10. Utilize independent consultants and the Company's internal audit department to perform assigned tasks.

11. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

12. Inspect specific issues related to the management and administration of the Company's activities at the request of shareholders.

13. Request the Board of Directors to convene an extraordinary General Meeting of Shareholders.

14. Replace the Board of Directors in convening the General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises.

15. Request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

16. Review, extract, and copy part or all of the content of the declared List of related persons and related interests as prescribed in Clause 1 and Clause 2, Article 164 of the Law on Enterprises.

17. Propose and recommend the General Meeting of Shareholders to approve the list of approved auditing firms to audit the Company's financial statements; and approved auditing firms to inspect the Company's activities when deemed necessary.

18. Be responsible to shareholders for its supervisory activities.

19. Supervise the Company's financial situation and the compliance with the law by members of the Board of Directors, the Director of the Company, and other managers in their activities.

20. Ensure coordination with the Board of Directors, the Director of the Company, and shareholders.

21. In case of discovering acts of violation of the law or the Company Charter by members of the Board of Directors, the Director of the Company, or other business managers, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violating person to cease the violation and implement measures to remedy the consequences.

22. Develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

23. Witness the Board of Directors organizing the vote counting and preparing the vote counting minutes if requested by the Board of Directors in the case of collecting shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders.

24. The Head of the Board of Supervisors shall preside over the election of a meeting chairperson by the General Meeting of Shareholders in cases where the Chairman is absent or temporarily unable to work and the remaining members of the Board of Directors cannot elect a chairperson. In this case, the person with the highest number of votes shall serve as the meeting chairperson.

25. Perform other rights and obligations as prescribed by the Law on Enterprises, the Company Charter, and Resolutions of the General Meeting of Shareholders.

## **Article 12. Right of the Board of Supervisors to be provided with information**

1. Documents and information must be sent to members of the Board of Supervisors at the same time and in the same manner as to members of the Board of Directors, including:

a) Meeting invitations, ballots for collecting opinions of members of the Board of Directors, and accompanying documents;

b) Resolutions, decisions, and meeting minutes of the General Meeting of Shareholders and the Board of Directors;

c) Reports of the Director of the Company submitted to the Board of Directors or other documents issued by the Company.

2. Members of the Board of Supervisors have the right to access records and documents of the Company kept at the head office, branches, and other locations; and have the right to visit the workplaces of the Company's managers and employees during working hours.

3. The Board of Directors, members of the Board of Directors, the Director of the Company, and other managers must provide full, accurate, and timely information and documents regarding the management, administration, and business activities of the Company at the request of members of the Board of Supervisors or the Board of Supervisors.

### **Article 13. Responsibility of the Board of Supervisors in convening an extraordinary General Meeting of Shareholders**

1. The Board of Supervisors is responsible for replacing the Board of Directors in convening the General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene the General Meeting of Shareholders in the following cases:

a) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the number of members prescribed by law;

b) At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders or the written request may be made in multiple copies and collect sufficient signatures of the relevant shareholders; the request to convene the meeting must be accompanied by documents and evidence of violations by the Board of Directors, the extent of the violations, or decisions exceeding their authority. Shareholders or groups of shareholders shall be fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting to convene the General Meeting of Shareholders;

c) When there is a request to convene an extraordinary General Meeting of Shareholders from the Board of Supervisors but the Board of Directors fails to do so.

2. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate for damages incurred by the Company.

3. Expenses for convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Company.



## **Chapter IV**

### **MEETINGS OF THE BOARD OF SUPERVISORS**

#### **Article 14. Meetings of the Board of Supervisors**

1. The Board of Supervisors shall meet at least two (02) times per year, with at least two-thirds (2/3) of the members of the Board of Supervisors in attendance.

2. The Board of Supervisors has the right to request members of the Board of Directors, the Director of the Company, and representatives of the approved auditing firm to attend and respond to issues requiring clarification.

#### **3. Procedures for organizing and conducting meetings of the Board of Supervisors**

a) All periodic or extraordinary meetings must have prepared content. The Head of the Board of Supervisors shall, based on the purpose of the meeting, assign members of the Board of Supervisors and relevant departments to prepare the content and documents for the meeting.

b) The Head of the Board of Supervisors or an authorized person shall send a notice of the meeting to the members of the Board of Supervisors. The meeting notice shall be sent 3 working days in advance (via written document, fax, email, or telephone) and must specify the agenda, time, and location of the meeting, and must be accompanied by necessary documents related to the meeting and the voting ballots of the Supervisor.

c) In case of inability to attend the meeting, a member of the Board of Supervisors has the right to send their voting ballot to the meeting via mail, fax, or email to the Head of the Board of Supervisors before the meeting takes place.

d) A meeting of the Board of Supervisors shall be conducted when at least 2/3 (two-thirds) of the members of the Board of Supervisors are directly in attendance.

đ) In case a meeting of the Board of Supervisors is convened but does not have the required number of members, the Head of the Board of Supervisors must convene a second meeting within 7 days from the date of the originally intended first meeting.

#### **4. Passing decisions of the Board of Supervisors**

a) Each member of the Board of Supervisors participating in the meeting of the Board of Supervisors shall have one vote at the meeting. A member of the Board of Supervisors who has a related interest in an issue brought before the Board of Supervisors for decision shall not be permitted to vote on that issue.

b) If any doubt arises at a meeting regarding the interests of a member of the Board of Supervisors or regarding the voting rights of a member of the Board of Supervisors, and such doubt is not voluntarily resolved by that member of the Board of Supervisors by agreeing to waive their voting right, the doubt shall be referred to the Head of the Board of Supervisors or the member of the Board of Supervisors authorized by the Head of the Board of Supervisors to chair the meeting. The ruling of the meeting chair shall be final and conclusive, except in cases where the nature or extent of the interest of the relevant member of the Board of Supervisors is not yet known.

c) A decision of the Board of Supervisors is passed if approved by over 50% of the members of the Board of Supervisors with voting rights present at the meeting. In the

event of a tie, the final decision shall rest with the side that includes the opinion of the Head of the Board of Supervisors or the member of the Board of Supervisors authorized by the Head of the Board of Supervisors to chair the meeting.

d) In case the Board of Supervisors seeks opinions in writing to pass a decision on an issue, the decision shall be considered as having the same validity as a decision passed by the members of the Board of Supervisors at a meeting convened and organized in the normal manner.

đ) The Head of the Board of Supervisors shall decide to organize the collection of written opinions from members of the Board of Supervisors if deemed necessary. The opinion ballot, along with documents regarding the issue requiring an opinion, shall be sent via a secure method to the contact address of each member of the Board of Supervisors a reasonable time in advance so that the members of the Board of Supervisors have time to review and provide their opinions.

e) A decision passed in the form of collecting written opinions from members of the Board of Supervisors is effective if it receives written consensus from over 50% of the members of the Board of Supervisors with voting rights on the issue submitted for opinion.

f) The opinion ballot must contain the following main contents:

- Name, address of the head office, and date of issuance of the Business Registration Certificate of the Company.

- Purpose of collecting opinions.

- Full name and contact address of the member of the Board of Supervisors.

- Issue requiring an opinion.

- Voting options, including: approve, disapprove, and no opinion.

- Deadline for sending the completed opinion ballot back to the Company.

- Full name and signature of the Head of the Board of Supervisors.

5. Recommendations of the Board of Supervisors must be submitted for collective opinion within the Board of Supervisors and concluded by majority. Each member has the right to reserve their opinion in the report of the Board of Supervisors.

### **Article 15. Meeting minutes of the Board of Supervisors**

1. The meeting minutes of the Board of Supervisors shall be prepared in detail and clearly. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the meeting minutes. The meeting minutes of the Board of Supervisors must be kept to determine the responsibility of each member of the Board of Supervisors.

2. The meeting minutes of the Board of Supervisors shall be prepared in Vietnamese and approved immediately after the meeting. The Head of the Board of Supervisors or the person authorized to chair the meeting shall appoint a member to act as the meeting secretary to prepare the meeting minutes for each session.

3. The meeting chair is responsible for arranging the preparation and sending of the meeting minutes of the Board of Supervisors to the members of the Board of Supervisors, and such minutes shall be considered conclusive evidence of the work conducted at those

meetings, except in cases where there are complaints regarding the content of those minutes within 10 (ten) days from the date of sending the minutes.

## **Chapter V**

### **REPORTS AND DISCLOSURE OF INTERESTS**

#### **Article 16. Submission of annual reports**

The reports of the Board of Supervisors at the Annual General Meeting of Shareholders shall include the following contents:

1. Report on the business results of the Company, and on the performance of the Board of Directors and the Director of the Company to be submitted to the General Meeting of Shareholders for approval at the Annual General Meeting of Shareholders.

2. Self-assessment report on the performance of the Board of Supervisors and its members.

3. Remuneration, operating expenses, and other benefits of the Board of Supervisors and each member of the Board of Supervisors.

4. Summary of the meetings of the Board of Supervisors and the conclusions and recommendations of the Board of Supervisors; results of monitoring the operational and financial situation of the Company.

5. Assessment report on transactions between the Company, its subsidiaries, and other companies controlled by the Company with over fifty percent (50%) or more of the Charter capital, with members of the Board of Directors, the Director of the Company, and related persons of such members; transactions between the Company and companies in which a member of the Board of Directors is a founding member or a manager of the enterprise within the 03 years immediately preceding the time of the transaction.

6. Results of monitoring the Board of Directors, the Director of the Company, and other enterprise executives.

7. Results of assessing the coordination of activities between the Board of Supervisors and the Board of Directors, the Director of the Company, and shareholders.

8. Proposals and recommendations to the General Meeting of Shareholders to approve the list of approved auditing firms to audit the Financial statements of the Company; and approved auditing firms to inspect the activities of the Company when deemed necessary.

#### **Article 17. Salary and other benefits**

The salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following regulations:

1. Members of the Board of Supervisors shall be paid salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the total annual operating



budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operating expenses of the Board of Supervisors shall be included in the business expenses of the Company in accordance with the laws on corporate income tax and other relevant laws, and must be recorded as a separate item in the annual Financial statements of the Company.

#### **Article 18. Disclosure of related interests**

1. Members of the Board of Supervisors of the Company must declare their related interests to the Company, including:

a) Name, enterprise identification number, address of head office, business lines of the enterprise that they own or possess capital contributions or shares; the percentage and time of owning or possessing such capital contributions or shares;

b) Name, enterprise identification number, address of head office, business lines of the enterprise that their related persons own, jointly possess, or individually possess capital contributions or shares exceeding 10% of the Charter capital.

2. The declaration as prescribed in Clause 1 of this Article shall be made within 07 working days from the date the related interest arises; any amendments or supplements shall be notified to the Company within 07 working days from the date of such corresponding amendment or supplement.

3. Members of the Board of Supervisors and their related persons shall only use information obtained through their positions to serve the interests of the Company.

4. Members of the Board of Supervisors have the obligation to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, or other companies controlled by the Company with over fifty percent (50%) of the Charter capital, and the member of the Board of Supervisors or their related persons, in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information regarding these resolutions in accordance with the securities laws on information disclosure.

5. Members of the Board of Supervisors and their related persons shall not use or disclose internal information to others to execute related transactions.

### **Chapter VI RELATIONSHIPS OF THE BOARD OF SUPERVISORS**

#### **Article 19. Relationships among members of the Board of Supervisors**

The members of the Board of Supervisors have an independent relationship, not dependent on each other, but coordinate and collaborate in common work to ensure the effective performance of the responsibilities, rights, and duties of the Board of Supervisors in accordance with the law and the Company Charter.

The Head of the Board of Supervisors is the coordinator of the common work of the Board of Supervisors but does not have the power to dominate the members of the Board of Supervisors.

#### **Article 20. Relationship with the Board of Management**

The Board of Supervisors has an independent relationship with the Board of Management of the Company and is the unit that performs the function of supervising the activities of the Board of Management.

#### **Article 21. Relationship with the Board of Directors**

The Board of Supervisors has an independent relationship with the Board of Directors of the Company and is the unit that performs the function of supervising the activities of the Board of Directors.

### **Chapter VII IMPLEMENTATION PROVISIONS**

#### **Article 22. Effectiveness**

The Operating Regulations of the Board of Supervisors of Bien Hoa Building Materials Production and Construction Joint Stock Company consists of 7 chapters, 22 articles, and takes effect from 16/06/2026.

### **OBO. THE BOARD OF SUPERVISORS HEAD OF THE BOARD**