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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 and replaces the previously issued Internal Regulations on Corporate Governance.

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 16, 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 and replaces the previously issued Regulations on the Operation of the Company's Board of Directors./.

**OBO. THE BOARD OF DIRECTORS  
CHAIRMAN**



**Huỳnh Xuân Đạo**



*Dong Nai, Date 16 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, takes effect from 16/06/2026 and replaces the previously issued Regulations on the Operation of the Company's Supervisory Board.

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

  
Huynh Dicky Tu