



SUSTAINABLE DEVELOPMENT



**BINH DUONG MINERAL AND CONSTRUCTION JOINT STOCK COMPANY**  
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No. 02/2025/KSB/DHCD-BC HDQT

Thuan An, April 4, 2025

## REPORT

### On the Activities of the Board of Directors in 2024 and the Action Plan for 2025

To: General Meeting of Shareholders

Pursuant to the functions and duties stipulated in the Charter and the Company's internal regulations on corporate governance, the Board of Directors ("BOD") of Binh Duong Mineral and Construction Joint Stock Company reports to the General Meeting of Shareholders ("GMS") on the operating results of 2024 and the action plan for 2025, as follows:

#### A. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024

##### I. BOARD OF DIRECTORS PERSONNEL IN 2024

No.	FULL NAME	POSITION
1.	Phan Tan Dat	Chairman of the Board of Directors
2.	Tran Dinh Ha	Board of Directors' members
3.	Le Hoai Nam	Board of Directors' members
4.	Tran Hoang Anh	Board of Directors' members
5.	Hoang Nguyen Binh	Independent members of the Board of Directors
6.	Ton That Dien Khoa	Independent members of the Board of Directors

The Board of Directors has developed the Company's strategic development orientation, concretized by Directives, Resolutions, and assigned tasks to Board of Directors members in a democratic spirit, promoting the collective intellectual strength; the Board of Directors members have supervised, directed, and urged the Board of Management to implement and organize the implementation of the Resolutions of the GMS and the Board of Directors during the year effectively.

##### II. OPERATING RESULTS OF THE BOARD OF DIRECTORS IN 2024

The Company's Board of Directors operates in accordance with the provisions of law, the Charter, the Board of Directors' working regulations, and the Company's internal corporate governance regulations. The Board of Directors has fully performed its rights and obligations as follows:

##### 1. Implementation of the Resolutions of the General Meeting of Shareholders

The Board of Directors directed the Board of Management to deploy and organize the implementation of the contents approved at the 2024 Annual GMS:

### **1.1 Meet the operating results and targets for 2024**

During the year, the Board of Directors directed the Board of Management on various strategies and proposed many solutions for implementing production and business activities. Despite the market situation and related legal procedures encountering many difficulties, the Board of Management has made efforts and strived in directing and operating, achieving positive results. Although the targets assigned by the 2024 GMS Resolution have not been met, they are acceptable in the current context.

No.	Indicators	Unit	Year 2024		
			Plan	Implemented	Percentage %
1	Total revenue	Million VND	750,000	546,596	72.90%
2	Profit before tax	Million VND	130,000	83,571	64.3%

### **1.2 Profit distribution for 2024**

The Board of Directors directed the Board of Management to implement the 2023 profit distribution according to the Resolution of the 2024 Annual GMS. Detailed figures are presented in Report No. 05/2025/KSB/DHCD-TTr dated 04/4/2025.

### **1.3 Other related content in the Resolutions of the GMS**

- Implementing Resolution No. 01/2024/NQ-DHDCD dated May 24, 2024, the Board of Directors decided to select Ernst & Young Vietnam Co., Ltd. as the independent auditor for the 2024 fiscal year based on the proposal of the Board of Management according to Resolution No. 25/2024/NQ-HDQT dated June 25, 2024 of the Company's Board of Directors.

- Implemented the registration of an additional legal representative; updated the Company's head office address, and amended and supplemented the Charter immediately after completing relevant procedures.

- Regarding the content of the GMS authorizing the Board of Directors to approve the total investment level of the Dat Cuoc Industrial Park expansion project, the Board of Directors issued Resolution No. 06/2025/NQ-HDQT dated 4/4/2025 on approving the policy of implementing the project of construction and business of infrastructure at the Dat Cuoc Industrial Park expansion.

- Implementing Resolution No. 03/2024/NQ-DHDCD dated May 24, 2024, on the merger of KSB Industrial Development Co., Ltd. into Binh Duong Mineral and Construction Joint Stock Company, the Board of Directors issued Resolution No. 5/2025/NQ-HDQT dated 4/4/2025 approving the merger plan. At this General Meeting, the Board of Directors submits to the General Meeting of Shareholders for approval the draft Merger Agreement and



authorization for the Board of Directors to implement the tasks as specified in Proposal No. 08/2025/KSB/DHCD-TTr dated April 4, 2025.

- Regarding the share issuance plan to increase charter capital: The share issuance plan under the employee stock ownership plan (ESOP), the share issuance plan to pay dividends, and the share issuance plan for professional securities investors were not completed in 2024 and early 2025. The Board of Directors submits to the 2025 Annual General Meeting of Shareholders for consideration to cancel these three plans according to Submission No. 08/2025/KSB/DHCD-TTr dated 04/4/2025.

- Regarding the renaming of the Company: This has not been completed in 2024 due to difficulties in amending the Company's name on mineral exploitation licenses and other types of licenses at the present time. The Board of Directors submits to the General Meeting of Shareholders for approval the cancellation of this matter. Once all necessary conditions for the renaming are fulfilled, the Board of Directors shall submit it to the General Meeting of Shareholders for approval.

## **II. STRUCTURE AND ACTIVITIES OF THE BOARD OF DIRECTORS**

### **1. Structure of the Board of Directors**

In 2024, the Company's Board of Directors had 06 members, including the Chairman, 02 independent members of the Board of Directors, 02 executive members of the Board of Directors, and 01 non-executive member of the Board of Directors.

### **2. Results of the Board of Directors' meetings**

In 2024, the Board of Directors held 28 Board of Directors meetings and 03 written consultations, promptly issuing 63 Resolutions and Decisions to orient plans, direct implementation, and Supervising the Board of Management by the Board of Directors: to implement the Resolutions of the Board of Directors well, thereby completing the contents of the Resolutions of the 2024 General Meeting of Shareholders (details are stated in the Corporate Governance Report 2024 published on the website: [www.bimico.com.vn](http://www.bimico.com.vn)).

**3. Remuneration of the Board of Directors and Committees:** Reported in the Submission on remuneration, operating budget of the Board of Directors and its affiliated Committees at the 2025 Annual General Meeting of Shareholders.

**4. Transactions with related parties:** Transactions between the company, subsidiaries, companies in which the public company holds 50% or more of the charter capital with members of the Board of Directors and their related persons; Transactions between the company and the company in which a member of the Board of Directors is a founding member or a business manager within the last 03 years before the transaction date:

Details of Transactions have been disclosed and detailed statistics in the Corporate Governance Report 2024 and the Audited Financial Statements 2024 published on the website: [www.bimico.com.vn](http://www.bimico.com.vn).

### **5. On Supervising the Board of Management by the Board of Directors:**

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- The Board of Directors regularly supervises the General Director in implementing the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.

- The Board of Directors participates in monthly, quarterly, and annual production-business management meetings to grasp the situation and provide timely direction to achieve the production-business objectives assigned by the General Meeting of Shareholders.

- Inspecting compliance with the provisions of the Law on Enterprises, the Securities Law, the Charter, and the internal regulations on corporate governance.

- The General Director has properly performed the role of directing the company's production-business activities in accordance with the orientations and directions of the Board of Directors. Despite many efforts in managing the Company's production and business, in the context of a difficult market, the General Director has not yet fulfilled the 2024 production and business plan.

- Consolidate the organizational apparatus, implement synchronous solutions to practice thrift, combat waste, focus on risk management to promptly detect and have appropriate action plans, step by step improve and enhance corporate governance capacity.

### **III. OPERATIONS OF INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS AND EVALUATION OF THE BOARD'S OPERATIONS BY INDEPENDENT MEMBERS**

#### **1. Operations of Independent Members of the Board of Directors**

In 2024, the independent members of the Board of Directors performed their duties as prescribed by law and the Company's Charter: actively participating in planning and compliance monitoring activities, providing critical opinions in developing the company's strategies and growth. They provided critical feedback and monitored operating results and targets to ensure the common interest, while also sharing knowledge with the Board of Management to support market development and business expansion.

#### **2. Evaluation of the Board's Operations by Independent Members of the Board of Directors**

- The Company's Board of Directors has worked responsibly and transparently in corporate governance, complying with regulations for public companies. Board meetings were convened promptly and conducted in accordance with the procedures stipulated in the Charter and internal regulations on corporate governance. The contents of the meetings were thoroughly and carefully discussed and evaluated by the Board members to provide orientations and solutions that bring the highest benefit to the company.

- Issues related to business strategies, market expansion, technology investment, and management system development are regularly reviewed and evaluated by the Board of Directors in periodic meetings.

- All Board Resolutions at the meetings were passed by the Board of Directors based on the majority principle, and minutes of the meetings were fully recorded in accordance with regulations.

#### **IV. OPERATIONS OF SUB-COMMITTEES UNDER THE BOARD OF DIRECTORS**

In 2024, the Sub-Committees under the Board of Directors (Audit Committee, Human Resources Committee) proactively advised and consulted the Board of Directors, operating in accordance with their functions and duties as stipulated in the Charter and Operating Regulations, thereby enhancing the effectiveness and professionalism of corporate governance.

#### **V. ACTION PLAN FOR 2025**

##### **1. Board of Directors' Action Plan for 2025**

- Directing the Board of Management to develop detailed plans and specific solutions to ensure that the targets set by the Annual General Meeting of Shareholders for 2025 are met.

- Organizing regular and irregular meetings to discuss and issue Resolutions to promptly direct the Board of Management in the management and administration of Operations with the goal of achieving the highest efficiency.

##### **2. Operating Results and Targets Plan**

It is predicted that 2025 will present many difficulties, fluctuations, changes, and rearrangements of state management agencies, which will affect the overall operations of businesses. Based on the actual operating situation and feasibility, the company has developed an operating results and targets plan for 2025 with the following main targets:

- Revenue (estimated): **687,600,000,000 VND**
- Profit before tax (estimated): **150,000,000,000 VND**

##### **3. Implementation Solutions**

- Close coordination between the Board of Directors and the Board of Management in Operations, regularly supervising the Board of Management in implementing the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.

- Improving corporate governance efficiency, implementing corporate culture, continuing to integrate core values into the company's Operations, and gradually turning the vision into reality.

- Promoting digital transformation through training, learning, and researching application software; continuing to organize training courses to develop skills related to marketing, customer care, digital transformation, etc.

- Develop and expand existing industries and research investment in new sectors and fields.





- Continue to promote the role and responsibility of the enterprise in community, social, and environmental work.

Above is the report on the Board of Directors' activities in 2024 and the action plan for 2025.

Respectfully submitted to the General Meeting of Shareholders for approval.

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

**Phan Tan Dat**