

***DRAFT:***



**REGULATIONS**  
**ON THE OPERATION OF THE BOARD OF DIRECTORS**  
**BINH DUONG MINERAL AND CONSTRUCTION JOINT STOCK**  
**COMPANY**

**Binh Duong, April ..., 2025**

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# **REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS**

*(Issued together with Resolution No...../2025/NQ-DHDCD dated April 25, 2025*

*of the 2025 Annual General Meeting of Shareholders)*

- Pursuant to the Law on Securities No. 59/2019/QH14 passed on November 26, 2019;
- Pursuant to the Law on Enterprises 54/2020/QH14 passed on June 17, 2020;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government, detailing the implementation of several articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance, guiding several articles on corporate governance applied to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government, detailing the implementation of several articles of the Law on Securities;
- Pursuant to Resolution No. 01/NQ-DHDCD dated June 9, 2023 of the 2023 Annual General Meeting of Shareholders;
- Pursuant to the Charter of Binh Duong Mineral and Construction Joint Stock Company,

The Board of Directors promulgates the Regulations on Operation of the Board of Directors of Binh Duong Mineral and Construction Joint Stock Company, including the following contents:

## **CHAPTER I. GENERAL PROVISIONS**

### **Article 1. Governing scope and applicable entities**

1. Governing scope: The Regulations on Operation of the Board of Directors stipulate the organizational structure of personnel, operating principles, rights, and obligations of the Board of Directors and its members to operate in accordance with the Law on Enterprises, the Company's Charter, and other relevant legal regulations.

2. Applicable entities: This Charter applies to the Board of Directors and its members.

### **Article 2. Operating principles of the Board of Directors**

1. The Board of Directors operates on the principle of collective leadership. Members of the Board of Directors are individually 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 General Director the responsibility of organizing the implementation of the resolutions and decisions of the Board of Directors.

## **CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS**

### **Article 3. Rights and obligations of the Member 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's Charter, including the right to be provided with information and documents on the financial status and business activities of the Company and its units.

2. Exercise the rights and responsibilities as prescribed in Chapter II of this Charter.

3. Implement the Resolutions and decisions of the Board of Directors and accept the assignment and delegation of the Chairman of the Board of Directors, and be personally responsible to the Board of Directors for the results of their work.

4. Participate in discussing and voting on issues at meetings of the Board of Directors. Participate in discussing and voting on issues at meetings of the Committees under the Board of Directors if assigned to participate as members of the committees.

5. Request other members of the Board of Directors or request the General Director, departments, units, and subsidiaries of the Company to provide information and documents related to their duties.

6. Be responsible for monitoring and evaluating the Company's operations to develop company strategies.

Members of the Board of Directors have obligations as stipulated in the Company's Charter and the following obligations:

a. Perform their duties honestly and prudently in the best interests of the shareholders and the Company;

b. Fully attend meetings of the Board of Directors and provide opinions on issues raised for discussion;

c. Report promptly and fully to the Board of Directors all remunerations received from subsidiaries, affiliated companies, and other organizations;

d. Report to the Board of Directors at the nearest meeting all transactions between the Company, subsidiaries, other companies in which the Company holds a controlling interest of 35% or more of the charter capital with a Member of the Board of Directors and related persons of that member; transactions between the Company and companies in which the Member of the Board of Directors is a founding member or business manager within the last 03 years prior to the transaction;

e. Disclose information when conducting transactions of the Company's shares as prescribed by law.

7. Independent members of the Board of Directors must prepare an evaluation report on the activities of the Board of Directors.

#### **Article 4. Right to be provided with information of the Member of the Board of Directors**

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial status 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 order and procedures for requesting and providing information are specified in the Company's Charter.

#### **Article 5. Term and number of members of the Board of Directors**

1. The Board of Directors has 06 (six) members, including 02 (two) Independent members of the Board of Directors.

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 of a company for a maximum of 02 consecutive terms.

3. In the event that 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 stipulated in the Company's Charter.

4. The Company's Charter specifies the number, rights, obligations, methods of organization, and coordination of activities of the Independent members of the Board of Directors.

#### **Article 6. Standards and conditions for members of the Board of Directors**

1. Members of the Board of Directors must meet the following standards and conditions:

- a. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b. Have professional qualifications and experience in business administration or in the Company's business field, industry, or profession, and not necessarily be a shareholder of the Company, unless otherwise specified in the Company's Charter;
- c. A Member of the Board of Directors of the Company may only concurrently be a member of the Board of Directors of a maximum of 05 (five) other companies;
- d. Other standards and conditions according to the Company's Charter.

2. Independent members of the Board of Directors as prescribed in point b, clause 1, Article 137 of the Enterprise Law must meet the following standards and conditions:

a. Not be a person currently working for the Company, the parent company, or a subsidiary of the Company; not be a person who has worked for the Company, the parent company, or a subsidiary of the Company for at least 03 consecutive years prior;

b. Not be a person receiving salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to as regulated;

c. Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; is a manager of the Company or a subsidiary of the Company;

d. Not be a person directly or indirectly owning at least 01% of the total voting shares of the Company;

e. Not be a person who has been a Member of the Board of Directors of the Company for at least 05 consecutive years prior, except in the case of being appointed for 02 consecutive terms;

f. Other standards and conditions according to the Company's Charter.

3. Independent members of the Board of Directors must notify the Board of Directors of no longer meeting the standards and conditions specified in Clause 2 of this Article and are no longer independent members of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must notify the case of an independent member of the Board of Directors no longer meeting the standards and conditions at the nearest General Meeting of Shareholders or convene a GMS to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent member of the Board of Directors.

#### **Article 7. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board works full-time and is generally responsible for organizing the Board's operations. The Chairman of the Board plays a leadership role in the Board's activities.

3. The Chairman of the Board of Directors of the Company shall not concurrently hold the position of General Director.

4. The Chairman of the Board of Directors has the following rights and obligations:

a. Implement the resolutions of the General Meeting of Shareholders and the Board of Directors, the business plan and investment plan of the Company approved by the GMS and the Board of Directors;

b. Decide on matters that do not require approval by the GMS or the Board of

Directors. Decide on the signing, implementation, amendment, and supplementation of contracts and agreements to which the Company is a party, except for cases that must be approved by the GMS or the Board of Directors;

c. Appoint and dismiss the person authorized by the Company to act as the Company's lawyer;

d. Establish the program and plan of activities of the Board of Directors; Prepare the program, content, and documents for the meeting; convene, preside over, and chair the Board of Directors meetings; Organize the approval of resolutions and decisions of the Board of Directors; Supervise the implementation of the Board's resolutions and decisions;

e. Preside over the General Meeting of Shareholders;

f. Ensure that the Board of Directors sends the annual financial statements, the Company's activity report, the audit report, and the Board of Directors' inspection report to shareholders at the GMS.

g. Perform other tasks outside the competence of the General Meeting of Shareholders and the Board of Directors.

h. Other rights and obligations as prescribed by law, this Charter, the Internal Governance Regulations, the company's internal regulations, resolutions of the General Meeting of Shareholders, and the Board of Directors.

5. In the event the Chairman of the Board resigns or is removed, the Board of Directors must elect a replacement within 10 (ten) days from the date of receipt of the resignation letter or removal. If the Chairman of the Board is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and obligations of the Chairman of the Board according to the principles specified in the company's Charter. In case there is no authorized person, the remaining members shall elect one person among the members to hold the position of Chairman of the Board of Directors on the principle of a majority of the remaining members agreeing until there is a new decision of the Board of Directors.

6. When deemed necessary, the Board of Directors shall appoint a company secretary. The company secretary has the following rights and obligations:

a. Support the organization of meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes.

b. Support members of the Board of Directors in performing their assigned rights and obligations.

c. Support the Board of Directors in applying and implementing corporate governance principles.



d. Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with information provision obligations, information disclosure, and administrative procedures.

e. Other rights and obligations as stipulated in the company's Charter.

**Article 8. Relieving from duty, removing, replacing, and supplementing members of the Board of Directors**

1. The General Meeting of Shareholders shall relieve members of the Board of Directors from duty in the following cases:

a. Not having sufficient qualifications and conditions as prescribed in Article 155 of the Law on Enterprises;

b. Submitting a resignation letter and being approved;

c. Other cases specified in the company's Charter.

2. The General Meeting of Shareholders shall remove members of the Board of Directors in the following cases:

a. Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure.

b. Other cases specified in the company's Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; relieve from duty and remove members of the Board of Directors in addition to the cases specified in Clause 1 and Clause 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional 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 compared to the number specified in the company's Charter. In this case, the Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third.

b. The number of independent members of the Board of Directors decreases, not ensuring the ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises.

c. Except for the cases specified in Point a and Point b 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 removed at the nearest meeting.

## **Article 9. Procedures for Electing, relieving from duty, removing members of the Board of Directors**

1. Shareholders or a group of Shareholders owning 10% or more of the total common shares are entitled to nominate individuals to the Board of Directors. The nomination process for the Board of Directors is as follows:

a. Common shareholders forming a group to nominate individuals to the Board of Directors must notify the attending shareholders of the group meeting 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 has the right to nominate one or more individuals, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors. In the event that the number of candidates nominated by the shareholder or group of shareholders is less 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 the event that the number of Board of Directors candidates through nomination and self-nomination is still insufficient as prescribed in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates or organize the nomination process as stipulated in the Company's Charter, Internal Regulations on Corporate Governance, and the Board of Directors' Operating Regulations. 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 to elect members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to cast all or part of their total votes for one or several candidates. The elected members of the Board of Directors shall be determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members stipulated in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the last member of the Board of Directors, a re-election will be held among the candidates with the same number of votes or the selection will be based on the criteria of the election regulations or the Company's Charter.

4. The election, dismissal, and removal 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, Dismissal, and Removal of Board of Directors Members**

1. In the case where the Board of Directors candidates have been identified, the Company must publish information related to the candidates 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. Board of Directors candidates must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be published includes:

- a. Full name, Date of birth;
- b. Qualification;
- c. Work experience;
- d. Other management positions (including Board of Directors positions at other companies);
- e. Interests related to the Company and related parties of the Company;
- f. Other information (If any) as stipulated in the Company's Charter;
- g. Public companies are responsible for disclosing information about the companies in which the candidates are holding positions as members of the Board of Directors, other management positions, and interests related to the candidate's company (If any).

2. The notification of the results of the election, dismissal, and removal of members of the Board of Directors shall comply with the guiding regulations on information disclosure.

#### **Article 11. Sub-committees assisting the Board of Directors**

1. The Board of Directors may establish subordinate sub-committees to be in charge of development policy, human resources, compensation, internal audit, and risk management. The number of members of the sub-committee is decided by the Board of Directors, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority in the Committee, and one of these members is appointed as Chairman of the Committee by decision of the Board of Directors. The Committee's operations must comply with the regulations of the Board of Directors. Resolutions of the Committee are only valid when approved by a majority of the members present and voting at the Committee meeting.

2. The implementation of decisions of the Board of Directors, or of the Committees under the Board of Directors, must comply with current legal regulations and the provisions of the Company's Charter and Internal Regulations on Corporate Governance.

## **CHAPTER III. BOARD OF DIRECTORS**

### **Article 12. 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 exercise the rights and obligations of the company, except for the 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's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a. Decide on the Company's strategy, medium-term development plan, and annual business plan;

b. Recommend the types of shares and the total number of shares offered for sale for each type;

c. Decide on the sale of unsold shares within the scope of the authorized number of shares offered for sale for each type; decide on additional capital mobilization in other forms; Propose the issuance of convertible bonds and bonds with warrants;

d. Decide the selling price of the Company's shares and bonds;

e. Decide to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Enterprise Law;

f. Decide on investment plans and investment projects within the authority and limits prescribed by law;

g. Decide on solutions for market development, marketing, and technology; Establish branches or representative offices of the company; Establish subsidiaries of the Company;

h. Within the authority of the Board of Directors according to the Enterprise Law and this Charter, the Board of Directors decides on the implementation, amendment, and cancellation of the Company's Contracts; decides on the approval of purchase, sale, loan, borrowing contracts, and other transactions with a value of up to 50% of the total asset value recorded in the Company's most recent financial statement; and other contracts and transactions within the authority of the General Meeting of Shareholders, except for cases that must be approved/passed by the General Meeting of Shareholders as follows:

- Contracts and transactions stipulated in Point i, Clause 1, Article 16 of this Charter;

- Contracts and transactions stipulated in Point k, Clause 1, Article 16 of this Charter;

- Loan, borrowing, and asset sale contracts with a value greater than 10% of the total asset value of the enterprise recorded in the most recent financial statement between the Company and a shareholder owning 51% or more of the total voting shares

or a related person of that shareholder.

i. Approve purchase, sale, loan, borrowing contracts, and other transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, excluding contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in Point m, Clause 2, Article 16 of the Company's Charter and Clause 1, Clause 3, Article 167 of the Enterprise Law;

j. Elect, relieve from duty, remove the President of the Board of Directors; appoint, relieve from duty, sign contracts, terminate contracts with the Director or General Director and other important managers as stipulated in the company's charter; decide salaries, remuneration, bonuses, and other benefits for these managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders at other companies, decide on the remuneration and other benefits for these individuals;

k. Supervise and direct the Director or General Director and other managers in the daily business operations of the Company;

l. Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, and capital contribution and share purchase in other enterprises;

m. Approve the program and content of documents for the general meeting of shareholders, convene the general meeting of shareholders, or obtain 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 rate to be paid; decide on the time limit and procedures for paying dividends or handling losses incurred during business operations;

p. Propose the reorganization or dissolution of the Company; request bankruptcy of the Company;

q. Decide to issue the Board of Directors' operating regulations, internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decide to issue the operating regulations of the Audit Committee under the Board of Directors and the Company's information disclosure regulations;

r. Other rights and obligations as prescribed by the Law on Enterprises, the Securities Law, other legal provisions, and the company's charter.

3. The Board of Directors shall pass resolutions and make decisions by voting at meetings, obtaining opinions in writing, or other forms as prescribed by the company's charter. Each Member of the Board of Directors has one vote.

4. In the event that a resolution or decision passed by the Board of Directors violates the provisions of law, the resolution of the General Meeting of Shareholders, or

the company's charter, causing damage to the Company, the members who approve such resolution or decision shall be jointly and severally liable for such resolution or decision and shall compensate the Company for the damage; members who object to the passing of the aforementioned resolution or decision shall be exempted from liability. In this case, the Company's shareholders have the right to request the Court to suspend the implementation or annul the aforementioned resolution or decision.

5. The Board of Directors must report to the General Meeting of Shareholders the results of the Board of Directors' activities as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated 2020-12-31 of the Government detailing the implementation of certain articles of the Securities Law.

### **Article 13. Duties and powers of the Board of Directors in approving and signing transaction contracts**

1. The Board of Directors approves contracts and transactions with a value of less than 35% or transactions leading to a total transaction value arising within 12 (twelve) months from the date of the first transaction with a value of less than 35% of the total asset value recorded on the latest financial statements or another smaller ratio or value as stipulated in the company's charter between the Company and one of the following entities:

- a. Members of the Board of Directors, General Director, other managers, and related persons of these entities;
- b. Shareholders, authorized representatives of shareholders owning more than 10% of the total ordinary share capital of the Company and their related persons;
- c. Enterprises related to the entities specified in Clause 2, Article 164 of the Law on Enterprises.

2. The Company's representative signing a contract or transaction must notify the Board of Directors of the related persons with respect to such contract or transaction and enclose the draft contract or the main contents 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 notification, unless the company's Charter stipulates a different time limit; members of the Board of Directors with interests related to the parties to the contract or transaction shall not have the right to vote.

### **Article 14. Responsibilities of the Board of Directors in convening 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 benefit of the Company;
- b. The number of remaining members of the Board of Directors 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 shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;

d. Other cases as prescribed by law and the company's 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, independent members of the Board of Directors is less than the minimum number of members as prescribed in the company's Charter or upon receiving a request as prescribed in Point c and Point d, Clause 1 of this Article;

3. The convener of the General Meeting of Shareholders must perform the following tasks:

a. Prepare the list of shareholders entitled to attend the meeting;

b. Provide information and resolve complaints related to the list of shareholders;

c. Establish the agenda and content of the meeting;

d. Prepare documents for the meeting;

e. Draft resolutions of the General Meeting of Shareholders according to the intended content of the meeting; list and details of candidates in case of election of members of the Board of Directors;

f. Determine the time and place of the meeting;

g. Send a notice of the meeting to each shareholder entitled to attend the meeting as prescribed by the Law on Enterprises;

h. Other tasks serving the meeting.

## **CHAPTER IV. MEETING OF THE BOARD OF DIRECTORS**

### **Article 15. Meeting of the Board of Directors**

1. The Chairman of the Board 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 such 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 highest and equal number of votes or percentage of votes, the members shall elect by majority vote to select 01 person among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairman of the Board shall convene a meeting of the Board of Directors in the following circumstances:

- a. At the request of an independent member of the Board of Directors;
- b. At the request of the General Director or at least five other managers;
- c. At the request of at least two members of the Board of Directors;
- d. Other circumstances as stipulated in the company's 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 within the authority of the Board of Directors.

5. The Chairman of the Board must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In the event that the Chairman of the Board fails to convene a meeting as requested, the Chairman shall be liable for any damages incurred by the Company; the requesting party has the right to replace the Chairman of the Board in convening the meeting of the Board of Directors.

6. The Chairman of the Board or the person convening the meeting of the Board of Directors must send a meeting invitation no later than 03 working days before the meeting date. The invitation must clearly specify the time and location of the meeting, the agenda, the issues to be discussed, and decisions to be made. The meeting invitation must be accompanied by documents to be used at the meeting and the members' ballots.

The notice of the Board of Directors meeting can be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated in the company's Charter and ensuring delivery to the contact address of each Member of the Board of Directors registered with the Company.

8. A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members are present. If a meeting convened under the provisions of this clause does not have the required number of members present, a second meeting shall be convened within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors are present.

9. Members of the Board of Directors are considered to be present and voting at the meeting in the following cases:

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend the meeting and vote as stipulated in Clause 11 of this Article;
- c. Attend and vote/elect via online conference, electronic voting, or other electronic formats.
- d. Submit voting/election ballots to the meeting via mail, fax, or email.



e. Submitting ballots by other means as prescribed in the company's Charter.

10. In the case of submitting ballots to the meeting by mail, the ballots must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board no later than 01 hour before the commencement of the meeting. Ballots shall only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors. Members may authorize another person to attend the meeting and vote if approved by a majority of the members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members present at the meeting; in case of a tie, the final decision rests with the Chairman of the Board.

### **Article 16. Minutes of the Board of Directors Meeting**

1. All meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, video-recorded, and stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:

a. The notice of invitation to the meeting must include the name, address of the head office, and the enterprise code;

b. Time and venue;

c. Purpose, agenda, and content of the meeting;

d. Full name of each attendee or authorized representative and their method of attendance; full name of absent members and the reasons for their absence;

e. Matters discussed and voted upon at the meeting;

f. Summarizing the opinions expressed by each attendee, following the chronological order of the meeting;

g. Voting results, clearly indicating members who voted in favor, against, and abstained;

h. Matters approved and their corresponding approval rates;

i. Full name and signature of the chairperson and the minute-taker, except as provided in Clause 2 of this Article.

2. In cases where the chairperson or minute-taker refuses to sign the minutes, but all other members of the Board of Directors in attendance agree to approve and sign the minutes, and the minutes contain all the information as prescribed in points a, b, c, d, dd, e, g, and h of Clause 1 of this Article, the minutes shall be valid. The minutes shall clearly state the refusal of the chairperson or minute-taker to sign. The signatory of the minutes shall be jointly responsible for the accuracy and truthfulness of the content of the minutes of the Board of Directors meeting. The chairperson and minute-taker shall

be personally liable for any damages incurred by the enterprise due to their refusal to sign the minutes as prescribed by the Law on Enterprises, the company's charter, and relevant laws. 3. The chairperson, minute-taker, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the content of the minutes of the Board of Directors meeting.

4. The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's head office.

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy in content between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.

## **CHAPTER V. REPORTING AND DISCLOSURE OF BENEFITS**

### **Article 17. Annual Report Submission**

1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

- a. Report on the Company's business performance;
- b. Financial statements;
- c. Report evaluating the management and administration of the Company.

### **Article 18. Remunerations, bonuses and other benefits of members of the Board of Directors**

1. The Company has the right to pay remunerations 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 remunerations and bonuses. Remunerations are calculated based on the number of working days required to complete the duties of a Member of the Board of Directors and the remuneration rate per day. The Board of Directors shall estimate the remuneration for each member based on the principle of unanimity. The total remunerations and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remunerations of each Member of the Board of Directors shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, shall be 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 on sub-committees of the Board of Directors or performing other tasks outside the normal duties of a Member of the Board of Directors, may be paid additional remunerations in the form of a lump-sum payment, salary,

commission, percentage of profits, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, meal, lodging, and other reasonable expenses incurred in carrying out 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 insured by the Company for liability after approval by the General Meeting of Shareholders. This insurance does not include coverage for liabilities of the Members of the Board of Directors relating to violations of law and the company's Charter.

7. Board of Directors' members are obligated to promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies, and other organizations.

#### **Article 19. Disclosure of Related Interests**

Unless otherwise specified in the company's Charter, the disclosure of interests and related persons of the Company shall be carried out as follows:

1. Members of the Board of Directors of the Company must declare to the company their related interests, including:

a. Name, enterprise registration number, head office address, business lines of the enterprise in which they have ownership of capital contribution or shares; the percentage and time of ownership of such capital contribution or shares;

b. Name, enterprise registration number, head office address, and business lines of the enterprise in which their related persons jointly or separately own a capital contribution or shares exceeding 10% of the charter capital.

2. The declaration stipulated in Clause 1 of this Article must be made within 07 (seven) working days from the date the related interest arises; amendments and supplements must be notified to the Company within 07 (seven) working days from the date of the corresponding amendment or supplement.

3. Any Member of the Board of Directors acting in their personal capacity or on behalf of another person to perform any work 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 proceed with it upon the approval of the majority of the remaining Members of the Board of Directors; if carried out without declaration or without the approval of the Board of Directors, all income derived from such activity belongs 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 collaborative one, and Members of the Board of Directors are responsible for informing each other of relevant matters in the course of handling assigned tasks.

2. During the course of handling tasks, the assigned Member of the Board of Directors who is primarily responsible must proactively coordinate the handling, if there are issues related to the area under the responsibility of another Member of the Board of Directors. In the event that there is a difference of opinion between Members of the Board of Directors, the primarily responsible member shall report to the Chairman of the Board of Directors for consideration and decision according to their authority, or organize a meeting or obtain the opinions of the Members of the Board of Directors in accordance with the law, the company's Charter, and these Regulations.

3. In the event of re-assignment between Members of the Board of Directors, the Members of the Board of Directors must hand over the relevant work, records, and documents. This handover must be documented in writing, and the Chairman of the Board of Directors must be informed of the handover.

### **Article 21. Relationship with the Audit Committee**

1. The relationship between the Board of Directors and the Audit Committee is a collaborative one. The working relationship between the Board of Directors and the Audit Committee is based on the principles of equality and independence, while closely coordinating and supporting each other in the performance of their duties.

2. Upon receiving inspection reports or summary reports from the Audit Committee, the Board of Directors is responsible for studying and directing relevant departments to develop plans and implement timely corrective actions.

### **Article 22. Relationship with the Board of Management**

In its governance role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. Simultaneously, the Board of Directors inspects and supervises the implementation of these resolutions.

### **Article 23. Principles of Coordination between the Board of Directors and the General Director**

1. The Board of Directors and the General Director shall coordinate their activities in accordance with the following principles:

a. Always act in the common interest and ensure the smooth and efficient operation of the Company;

b. Comply with relevant regulations of the law, the Charter, internal regulations on Corporate Governance, these Regulations, and other regulations of the Company;

c. Implement the principles of independence, openness, and transparency, with no secret activities in the relationship between the Board of Directors and the General Director;

d. Coordinate work with the highest sense of responsibility, honesty, cooperation, and proactively collaborate to resolve difficulties and obstacles;

e. The Board of Directors and the General Director must coordinate their activities in a spirit of ensuring unity in the management and administration of the Company; ensuring internal solidarity and enhancing mutual support in leadership and direction for the development of the Company and in accordance with the law and the Company's Charter;

f. Board of Directors' members may directly work, question, and exchange information with the General Director to understand the implementation of assigned tasks. The time for working, questioning, and exchanging information must be planned at least 03 (three) days in advance so as not to affect the General Director's daily operations;

g. The Board of Directors is responsible for directing and supervising the General Director in the regular business operations of the company. However, Board of Directors' members may not directly interfere in the General Director's daily operations in the name of the Board of Directors.

## 2. Coordination between the Board of Directors and the General Director

a. The Board of Directors issues resolutions for the General Director and the Board of Management to implement. Concurrently, the Board of Directors inspects and supervises the implementation of these resolutions;

b. In the event of force majeure leading to the Company's inability to implement and/or interruption of the implementation of resolutions and decisions of the Board of Directors, the General Director is responsible for explaining and taking responsibility to the Board of Directors and proposing remedial solutions. Force majeure events are considered to be objectively occurring incidents that are unintended, unforeseen, and beyond the control of the General Director and the Board of Management;

c. The General Director is obligated to inform the Board of Directors of all potential conflicts of interest with the Company's interests that they may benefit from through other legal entities, transactions, or individuals;

d. For the organization of the Annual General Meeting of Shareholders, the Board of Directors must inform the General Director about coordination and resource utilization at least 60 (sixty) days in advance;

e. The Board of Directors' resolutions shall be sent to the General Director within fifteen (15) days from the date of establishment.

f. When necessary, the Board of Directors (possibly through the Chairman of the Board of Directors) reserves the right to request the General Director and company's management personnel to provide information regarding the company's operations.

g. The Board of Directors, through its specialized committees, shall exercise control, operational supervision, and oversight among the Board of Directors' members and the Executive Board members, in accordance with their specific duties.

h. The Board of Directors shall commend or discipline Board of Directors' members and Executive Board members for their completion or non-completion of resolutions and other delegated matters, based on policies, processes, and procedures for evaluating the performance, completion of duties, and responsibilities of each member and the collective Board of Directors and Executive Board.

i. The Board of Directors may suspend or cancel the implementation of the General Director's decisions if deemed unlawful or in violation of the Charter, Resolutions, and Decisions of the Board of Directors and the General Meeting of Shareholders.

j. Other responsibilities of the General Director are stipulated in the Company Charter and shall be specified in the labor contract signed between the General Director and the Chairman of the Board of Directors.

k. Any Board of Directors' members or General Director who, in their personal capacity or on behalf of another person, conducts any work related to the Company's business activities in any form, must disclose the nature and content of such work to the Board of Directors and may only proceed upon approval by the majority of the remaining Board of Directors' members; if conducted without declaration or approval of the Board of Directors, all income derived from such activity shall belong to the company.

## **Article 24. Division of Authority between the Board of Directors and the General Director**

1. Principle of Decentralization: The General Director is proactive and has full authority to decide on all matters related to the conduct of routine transactions and ensure the smooth daily operation of the company and its member units in accordance with and within the limits of the authority and authorization of the Board of Directors as stipulated in the Company Charter, these Regulations, the Financial Regulations, other regulations of the Company; the authorization documents of the Board of Directors, and the Chairman of the Board of Directors issued for each project, program, each stage and in special cases.

2. In the field of capital mobilization:

2.1 The Board of Directors has the authority as prescribed in the Company Charter, particularly the following rights:

- a. Propose the types of shares and the total number of shares offered for sale for each type;
- b. Decide on the sale of unsold shares within the authorized offering limit for each share type; decide on raising additional capital through other means;
- c. Decide on the selling price of the company's shares and bonds;
- d. Decide on raising additional capital through other means;
- e. Propose the issuance of bonds convertible into shares and warrants allowing the holder to purchase shares at a predetermined price;
- f. Decide on the offering price of bonds, shares, and convertible securities;
- g. Decide on the plan to repurchase or redeem shares;
- h. Decide on divestment from enterprises.

2.2 The Board of Directors may issue resolutions delegating authority to the General Director to exercise one or more of the above rights.

2.3 The General Director is responsible for reporting to the Board of Directors and the Chairman of the Board of Directors on the progress and results of the implementation of the tasks assigned under the Resolutions of the Board of Directors.

2.4 Other provisions in the Company's Charter.

3. In the field of investment outside the company:

3.1 Within the framework of the provisions of law and the Company's Charter, the Board of Directors shall decide on contributing capital to establish joint-stock companies, limited liability companies, joint ventures, contributing capital to participate in business cooperation to purchase shares of other enterprises (hereinafter referred to as joint ventures or companies in which the Company has capital contribution).

3.2 The General Director of the company is responsible for managing and organizing the effective monitoring of the use of these capital contributions at member companies and associated joint ventures. The General Director and the personnel nominated to participate as members of the Board of Directors/Members' Council/Executive Board of the Company are responsible for reporting to the Chairman of the Board of Directors/Board of Directors periodically at meetings or upon request regarding the situation and effectiveness of production and business activities at member companies and associated joint ventures in which the Company has a capital contribution.

3.3 Other provisions in the Company's Charter.

4. In the field of investment in the Company's assets:

4.1 The Board of Directors shall consider and approve investment plans and investment projects with a total investment of less than 35% of the total asset value recorded in the Company's most recent financial statement.

4.2 The Chairman of the Board of Directors may decide to establish an Investment Council chaired by the General Director to consider and propose to the Board of Directors for decision: Approving all investment procedures, including: investment reports, bidding/quotation plans, Contracts, designs, estimates, total estimates, incurred costs, investment settlement and other tasks in the investment preparation, implementation and completion stages, and putting the project into operation.

a. Approve adjustments to the total project investment with incurred costs up to 05% (five) outside the approved investment budget;

b. Approve cost overruns of Contracts during project implementation exceeding the General Director's approval authority.

4.3 For ongoing projects and Contracts, the General Director has the right to approve and is responsible for related incurred costs, and the total incurred costs must not exceed 5% of the contract value and must be reported in writing to the Board of Directors/Chairman of the Board of Directors immediately afterward.

4.4 Other provisions in the Company's Charter.

5. In the field of Contracts:

5.1 The Board of Directors shall approve purchase, sale, loan, borrowing 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 statements, except for Contracts that must be approved by the General Meeting of Shareholders according to the Company's Charter.

5.2 The General Director shall use bank credit lines as approved, issue bank guarantees/letters of credit.

5.3 Annually, based on the company's production and business plan, the General Director shall prepare a proposal for the use of credit limits at all banks that will provide the Company and member units with various guarantees and working capital loans for submission to the Board of Directors for review and approval.

5.4 The General Director is responsible for signing Contracts approved by the Board of Directors or the General Meeting of Shareholders.

5.5 Other provisions in the Company's Charter.

6. In the field of procurement, management, liquidation, and sale of assets:

6.1 The Board of Directors decides:

a. Deciding the disposal of assets, leasing of assets with a value of less than 35% of the total assets recorded in the Company's most recent financial statements, except for the sale of assets whose value falls within the competence of the General Meeting of Shareholders;

b. Approving the Company's annual asset purchase, repair, and disposal plan and asset purchases, repairs, and disposals not included in or exceeding the approved annual plan and budget;



c. Other provisions in the Company's Charter.

## 6.2 The General Director decides:

a. Directing the organization and implementation of all investment, procurement, management, repair, and disposal of assets according to the plan approved by the Board of Directors. Taking responsibility for the plan, sequence, bidding procedures, and contractor/supplier selection, presiding over the settlement of investment capital for completed projects within the investment and procurement plan approved by the Board of Directors or the General Meeting of Shareholders;

b. The General Director has the right to decide on the disposal and assignment of assets according to the plan approved by the Board of Directors. Establishing, changing, or dissolving the Asset Valuation Council and the Asset Disposal Council to manage and monitor the disposal of assets when there is a decision to handle assets. Disposal of assets is understood as the process of destroying or selling assets that have lost their value or still have value but are damaged, lost quality... no longer in use and have been decided to be disposed of;

c. In addition to complying with the provisions of this Charter and the Company's Charter, the investment, procurement, management, repair, and disposal of assets must comply with relevant legal regulations;

d. Other provisions in the Company's Charter.

## 7. In the field of organization – human resources:

### 7.1 Regarding the organizational structure:

a. The Board of Directors decides on the organizational structure of the Company; the establishment of subsidiaries, branches, representative offices, and capital contribution and purchase of shares of other enterprises; approving the Company's total annual salary fund and salary expenses as proposed by the General Director;

b. The General Director of the Company signs decisions to establish or dissolve the Company's functional departments in accordance with the Company's general organizational structure approved by the Board of Directors; issuing regulations on the functions, tasks, and powers of the Company's departments and boards;

c. Other provisions in the Company's Charter.

### 7.2 Regarding human resources:

a. The Board of Directors decides on the appointment, dismissal, and removal of management positions, including the Chairman of the Board of Directors, Heads of Subcommittees, General Director, Deputy General Directors, Chief Accountant, Secretary/Company Secretariat, and the person in charge of corporate governance;

b. The Board of Directors issues regulations on nominating personnel to participate in the Board of Directors/Members' Council/Board of Supervisors/Management Board of the Company at subsidiaries and joint venture

companies. The General Director issues a Decision approving the list of personnel participating in the Board of Directors/Members' Council/Board of Supervisors/Management Board of the Company at subsidiaries and joint venture companies;

c. The General Director decides on other management positions besides those under the authority of the Board of Directors. The General Director decides on the number of employees, recruitment, signing, and termination of labor contracts with the Company's employees;

d. The General Director carries out the recruitment of employees, implements commendation, discipline, and dismissal of employees in accordance with labor law regulations, the Company's Charter, and internal regulations;

e. In necessary circumstances, the Chairman of the Board of Directors shall direct the General Director to recruit and retain qualified, competent, and ethical management personnel for the Company. Professional ethics and expertise must be prioritized when the General Director selects management personnel.

f. Other provisions in the Company's Charter.

7.3 Regarding assigning personnel for business trips or training domestically or internationally (as mandated or according to the Company's plan).

a. The General Director decides to assign Deputy General Directors, Chief Accountants, and other Company management personnel for business trips or training domestically or internationally as required by work or by mandatory regulations.

b. The Chairman of the Board of Directors decides to assign the General Director, Board members, and Heads of sub-committees for business trips/training domestically or internationally as required by work or mandatory regulations.

c. Other provisions in the Company's Charter.

8. Regarding reporting responsibilities to the General Meeting of Shareholders and competent regulatory authorities.

8.1 The Board of Directors (or the Audit Committee, if authorized) reports and explains to the General Meeting of Shareholders regarding the annual, periodic Financial Statements.

8.2 As requested by the Board of Directors, the General Director reports and explains to the Board of Directors and the General Meeting of Shareholders regarding:

a. The implementation status of strategic orientations, medium-term development plans, and quarterly/annual production and business plans based on the implementation of strategic documents, annual and medium-term production and business plans approved by the Board of Directors.

b. The status of capital utilization for procurement, pledging, leasing, liquidation, and transfer of fixed assets, labor utilization, and other matters within the authority of the General Director as stipulated in the Company's Charter.

c. Reports as regulated/requested by agencies and authorities at all levels regarding security, occupational safety and health, environmental hygiene, as well as other social activities of the Company.

d. The General Director may decide on emergency measures in urgent circumstances such as natural disasters, enemy attacks, fires, force majeure events, etc., and is responsible for these decisions and must report to the Chairman of the Board of Directors as soon as objectively possible.

e. Other provisions in the Company's Charter.

#### **Article 25. Communication, Use of Company Seal, and Seeking Opinions.**

1. The preferred tool for communication and information exchange between the Board of Directors and the General Director is email. Reports or requests for decisions from the Board of Directors or the Chairman, if sent via email, must be sent from an address associated with the Company's domain (@bimico.com.vn); emails sent from other addresses are considered invalid.

2. The General Director is responsible for the safekeeping and use of the Company's round seal in accordance with the Charter and current legal regulations. Documents issued and signed by the Chairman of the Board of Directors, the General Director, or an authorized person are permitted to use the Company's round seal.

3. Transactions and contracts requiring approval from the Board of Directors must be submitted to the Board of Directors at least 03 (three) working days before the signing or execution date. For other matters, the minimum time required for the Board of Directors to give its opinion is 01 (one) day.

4. The Chairman of the Board of Directors shall communicate his/her decisions in writing, via email, or, if necessary, temporarily verbally, followed by written confirmation. In any case, the silence of the Chairman of the Board of Directors shall not be construed as approval or disapproval.

#### **Article 26. Violations and handling of violations of the regulations**

1. Within their authority, except in cases of risks causing losses to the Company where the Board of Directors member and the General Director are concluded to have no intention of causing losses to the Company and are compensated by the insurance agency according to the Insurance Contract. Members of the Board of Directors and the General Director are only personally liable and have the obligation to compensate the company for decisions and actions that are intentional or due to their negligence that cause damage.

2. The Board of Directors can dismiss the General Director when a majority of the Board of Directors members vote in favor (in this case, the vote of the General Director,

if also a member of the Board of Directors, is not counted) and appoint a new General Director to replace.

#### **Article 27. Evaluation, commendation, and discipline of the General Director**

1. Performance Evaluation: The Chairman of the Board of Directors, on behalf of the Board of Directors, evaluates the qualities, capabilities, results, and operational efficiency of the General Director every 6 months and annually based on the evaluation of the Company's business performance results.

2. Commendation: The Board of Directors decides on specific commendations for the General Director according to the Company's policy; this cost is accounted for in the Company's management expenses.

3. Discipline: The General Director is subject to the supervision of the Board of Directors, is responsible to the General Meeting of Shareholders, the Board of Directors, and before the law for the performance of assigned rights and duties. The General Director may be disciplined or relieved of duty, dismissed in cases specified in the Company's Charter, these Regulations, and as prescribed by law.

### **CHAPTER VII. IMPLEMENTATION CLAUSES**

#### **Article 28. Effect**

The Regulations on Operation of the Board of Directors of Binh Duong Mineral and Construction Joint Stock Company include 07 chapters, 28 articles and take effect from ....., 2025 and replace the Regulations on Operation of the Board of Directors issued on June 9, 2023.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

**Phan Tan Dat**