



PROPOSAL

Re: Amendment and supplementation of the Company Charter

To: The 2026 Annual General Meeting of Shareholders

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented in 2022, 2025, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and amending and supplementing documents;
- Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of Binh Duong Mineral and Construction Joint Stock Company.

To comply with legal regulations and the Company's production and business operation requirements, the Board of Directors hereby submits to the General Meeting of Shareholders for approval the plan to amend and supplement the Company Charter according to the contents attached to this Proposal.

Respectfully submitted to the GMS for consideration and approval./.

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

Phan Tan Dat

Contents of the amendment and supplementation of the Charter attached to Proposal No. 09/2026/KSB/ĐHCĐ-TTr dated 29th/May/2026

Article, clause, point in the Charter	Content in the old Charter	Content amended and supplemented in the new Charter	Reason for adjustment
Clause 1, Article 1	<p>1. Definitions</p> <p><i>c. "Law on Enterprises"</i> means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;</p> <p><i>d. "Law on Securities"</i> means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;</p>	<p>1. Definitions</p> <p><i>c. "Law on Enterprises"</i> means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 1, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;</p> <p><i>d. "Law on Securities"</i> means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;</p> <p><i>g. Decree No. 245/NĐ-CP</i> means Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/NĐ-CP;</p>	Update legal documents newly amending and supplementing the Law on Enterprises, the Law on Securities, and Decree 245/2025 amending and supplementing Decree 155/2020
	<i>l) Not specified</i>	l) "Beneficial owner" means an individual meeting the criteria specified in Article 17 of the Government's Decree No. 168/2025/NĐ-CP dated June 30, 2025 on enterprise registration, and relevant amending, supplementing, or replacing documents;	l) Added pursuant to Point d, Clause 1, Article 1 of the amended Law on Enterprises 2025
	<i>o. "Insider"</i> means a person holding an important position in the Company's management and administration apparatus, including: Chairman of the Board of Directors, members of the Board of Directors, legal representative, General Director, Deputy General Director, Chief Financial Officer, Chief Accountant and equivalent management titles elected	<i>o. "Insider"</i> means a person holding an important position in the Company's management and administration apparatus, including: Chairman of the Board of Directors, members of the Board of Directors, legal representative, General Director, Deputy General Director, Chief Financial Officer, Chief Accountant and equivalent management titles elected	Technical error correction



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	by the General Meeting of Shareholders or appointed by the Board of Directors; members of the Internal Audit Committee ; company secretary, person in charge of corporate governance, person authorized to disclose information;	by the General Meeting of Shareholders or appointed by the Board of Directors; members of the Audit Committee ; company secretary, person in charge of corporate governance, person authorized to disclose information;	
	<i>p. "Shareholder"</i> means an individual or organization owning at least one share of a joint stock company;	<i>p. "Shareholder"</i> means an individual or organization owning at least one share of the Company.	Technical error correction
Clause 1, Clause 3, Article 2	Article 2. Name, form, headquarters, branches, representative offices, business locations and duration of operation of the Company 1. Company Name Abbreviated name: BIMICO 3. The Company's registered headquarters is: Address: No. 8 Nguyen Thi Minh Khai Street, Group 9, Hoa Lan 1 Quarter, Thuan Giao Ward, Thuan An City, Binh Duong Province.	Article 2. Name, form, headquarters, branches, representative offices, business locations and duration of operation of the Company 1. Company Name Abbreviated name: KSB 3. The Company's registered headquarters is: Address: No. 8 Nguyen Thi Minh Khai Street, Group 9, Hoa Lan 1 Quarter, Thuan Giao Ward, Ho Chi Minh City.	Change in accordance with the new brand identity and the Company's development strategy Update according to new administrative boundaries
Clause 5, Article 2	5. Unless terminated before the deadline according to Clause 2, Article 53 or extended according to Article 54 of this Charter, the Company's operation duration starts from the date of establishment until there is a decision to terminate operations by the General Meeting of Shareholders or termination according to the provisions of law.	5. Unless terminated before the deadline according to Clause 2, Article 54 or extended according to Article 55 of this Charter, the Company's operation duration starts from the date of establishment until there is a decision to terminate operations by the General Meeting of Shareholders or termination according to the provisions of law.	Technical error correction
Clause 5, Article 3	Article 3. Legal representative of the Company 5. The Company's legal representative shall be personally liable for damages to the Company due to violation of the	Article 3. Legal representative of the Company 4. The Company's legal representative shall be personally liable according to the provisions of law for damages to the	Amended pursuant to Clause 4, Article 1 of the

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	responsibilities specified in Clause 3 of this Article.	Company due to violation of the responsibilities specified in Clause 2 of this Article	amended Law on Enterprises 2025; Technical error correction
Clause 1, Article 4	<p>Article 4. Operational objectives of the Company</p> <p>1. The Company's business lines are:</p> <p>j. Real estate consulting, brokerage, auction, land use right auction</p> <p>Details: Real estate service business (real estate brokerage; real estate valuation; real estate trading floor; real estate consulting; real estate auction; real estate management; real estate exploitation)</p>	<p>Article 4. Operational objectives of the Company</p> <p>1. The Company's business lines are:</p> <p>j. Real estate consulting, brokerage, auction, land use right auction</p> <p>Details: Real estate service business (real estate trading floor; real estate consulting; real estate auction; real estate management; real estate exploitation)</p>	Remove real estate auction and valuation content
	<p>Article 4. Operational objectives of the Company</p> <p>1. The Company's business lines are:</p> <p>a. Mineral exploration, exploitation, and processing;</p> <p>b. Construction of traffic works; civil construction;</p> <p>c. Installation of other construction systems (Electrical, mining machinery);</p> <p>d. Production and trading of various construction materials;</p> <p>e. Groundwater exploitation; Drilling well construction; purified drinking water production;</p> <p>f. Road transport business; Waterway transport business; Inland waterway port business; Cargo loading and unloading. Do not perform any business activities related to:</p>	<p>Article 4. Operational objectives of the Company</p> <p>1. The Company's business lines are:</p> <p>The Company's main business line is industry 0810 – Mining of stone, sand, gravel, clay. Details: Mineral exploration, exploitation, and processing.</p> <p>During the operation process, the Company may adjust business lines according to operational needs and in accordance with the provisions of law. Adjustments to business lines (if any) will be disclosed on the Company's website in accordance with the provisions of law and will be updated in the List of the Company's business lines specified in Appendix 1 of this Charter.</p>	Amend the content presentation to be more scientific, attach the Charter appendix of the Company's business lines.

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	<p>- Services for establishing, operating, maintaining, and repairing maritime signals, water areas, water zones, public maritime channels, and maritime routes; survey services for water areas, water zones, public maritime channels, and maritime routes serving the publication of Maritime Notices; survey, construction, and publication services for nautical charts of water areas, seaports, maritime channels, and maritime routes; construction and publication of maritime safety documents and publications.</p> <p>- Maritime safety regulation services in water areas, water zones, and public maritime channels; maritime electronic information services.</p> <p>g. Environmental treatment (not operating at the headquarters location);</p> <p>h. Drainage and wastewater treatment</p> <p>Details: Wastewater treatment (Only allowed to treat after fully completing procedures regarding land, construction, fire prevention and fighting, environmental protection)</p> <p>i. Real estate business; investment in construction of technical infrastructure for industrial zones; investment in tourism zone business (implemented according to planning), (do not perform any business activities related to: "Investment in construction of infrastructure, cemeteries, graveyards to transfer land use rights attached to infrastructure");</p>		



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	<p>j. Real estate consulting, brokerage, auction, land use right auction</p> <p>Details: Real estate service business (real estate trading floor; real estate consulting; real estate auction; real estate management; real estate exploitation))</p> <p>k. Environmental consulting;</p> <p>l. Rental of boarding houses, rooms;</p> <p>m. Repair of machinery and equipment (excluding metal treatment, coating, and plating);</p> <p>n. Cultivation and production of agricultural and food products;</p> <p>o. Forestry planting; Agricultural planting.</p>		
Point g, Clause 2, Article 10	<p>Article 10. Share buyback</p> <p>2. Share buyback according to the company's decision:</p> <p>g. In case the company buys back shares from employees according to the company's share issuance regulations for employees, the following provisions shall be implemented:</p> <ul style="list-style-type: none"> - The total number of shares of employees bought back by the company to reduce charter capital must be reported at the annual General Meeting of Shareholders; - The company must carry out procedures to reduce charter capital corresponding to the total par value of the shares bought back by the company within 10 (ten) days from the date of reporting to the annual General Meeting of 	<p>Article 10. Share buyback</p> <p>2. Share buyback according to the company's decision:</p> <p>g. In case the company buys back shares from employees according to the company's share issuance regulations for employees, the following provisions shall be implemented:</p> <ul style="list-style-type: none"> - The total number of shares of employees bought back by the company must be reported at the most recent annual General Meeting of Shareholders; - The company is not required to carry out procedures to reduce charter capital for the shares bought back by the company. 	Amended pursuant to the provisions of Clause 13, Article 1, Law No. 56 dated November 29, 2024

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	Shareholders.		
Article 13	<p>Article 13. Rights of shareholders</p> <p>Not specified</p>	<p>Article 13. Rights of shareholders (adding Clause 4 after Clause 3)</p> <p>4. The request to convene a General Meeting of Shareholders specified in Clause 3 of this Article must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for shareholders who are individuals; name, enterprise code or legal document number of the organization, headquarters address for shareholders who are organizations; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the company, grounds and reasons for requesting to convene the General Meeting of Shareholders. Attached to the request to convene the meeting must be documents and evidence of violations by the Board of Directors, the extent of the violation, or decisions exceeding 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 General Meeting of Shareholders.</p>	<p>Added pursuant to Clause 18, Article 1 of the amended Law on Enterprises 2025</p>
Point a, Clause 2, Article 19	<p>Article 19. Convening meetings, meeting agenda and notification of General Meeting of Shareholders</p> <p>2. The person convening the General Meeting of Shareholders must perform the following tasks:</p> <p>a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 (ten) days</p>	<p>Article 19. Convening meetings, meeting agenda and notification of General Meeting of Shareholders</p> <p>2. The person convening the General Meeting of Shareholders must perform the following tasks:</p> <p>a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the company's share register and securities owner register. The list of shareholders</p>	<p>Added pursuant to Clause 21, Article 1 of the amended Law on Enterprises 2025</p>

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	before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the final registration date;	entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the invitation to the General Meeting of Shareholders. The company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the final registration date;	
Clause 2, Article 23	Not specified	In case of sending documents and related instruments via electronic means, the Board of Directors may attach instructions for Shareholders on how to access, receive or download documents, submit voting ballots to the Company, and other issues related to electronic methods.	Added provisions on sending documents and voting ballots via electronic means, and other related issues.
Point a, Clause 4, Article 26	<p>Article 26. Candidacy and nomination of members of the Board of Directors</p> <p>4. Members of the Board of Directors must meet the following standards and conditions:</p> <p>a. A member of the Board of Directors may only simultaneously be a member of the Board of Directors at a maximum of 05 (five) other companies;</p>	<p>Article 26. Candidacy and nomination of members of the Board of Directors</p> <p>4. Members of the Board of Directors must meet the following standards and conditions:</p> <p>a. A member of the Board of Directors may only simultaneously be a member of the Board of Directors or the Board of Members at a maximum of 05 (five) other companies;</p>	Pursuant to Clause 78, Article 1 of Decree No. 245/2025/NĐ-CP
Clause 2, Article 27	<p>Article 27. Composition and term of the Board of Directors</p> <p>2. The term of members of the Board of Directors is not more than 05 (five) 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 no more than 02 (two) consecutive terms. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the</p>	<p>Article 27. Composition and term of the Board of Directors</p> <p>2. The term of members of the Board of Directors is not more than 05 (five) 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 the Company for no more than 02 (two) consecutive terms. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members</p>	Technical error correction

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	Board of Directors until new members are elected to replace them and take over the work, unless the Company Charter provides otherwise.	of the Board of Directors until new members are elected to replace them and take over the work, unless the Company Charter provides otherwise.	
Point a, Clause 3, Article 27	<p>Article 27. Composition and term of the Board of Directors</p> <p>3. The structure of the Board of Directors is as follows:</p> <p>a. The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members.</p>	<p>Article 27. Composition and term of the Board of Directors</p> <p>3. The structure of the Board of Directors is as follows:</p> <p>a. The structure of the Company's Board of Directors must ensure that at least 02 members of the Board of Directors are non-executive members.</p>	Pursuant to Clause 79, Article 1 of Decree No. 245/2025/NĐ-CP
Clause 2, Article 28	<p>Article 28. Powers and obligations of the Board of Directors</p> <p>2. The powers 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 powers and obligations:</p>	<p>Article 28. Powers and obligations of the Board of Directors</p> <p>2. The powers 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 powers and obligations:</p> <p>p. Implement dividend payments to shareholders in accordance with the provisions of law after being approved by the annual General Meeting of Shareholders;</p> <p>q. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General Director (Director), person in charge of corporate governance, and other managers of the company</p> <p>(added immediately after Point o, Clause 2)</p>	Added pursuant to Clause 81, Article 1 of Decree No. 245/2025/NĐ-CP

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Point d, Clause 3, Article 28	<p>3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities and ensure the following contents:</p> <p>d. Activities of independent members of the Board of Directors and the evaluation results of independent members regarding the activities of the Board of Directors (for listed companies);</p>	<p>3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities and ensure the following contents:</p> <p>d. Activities of independent members of the Board of Directors and the evaluation results of each independent member regarding the activities of the Board of Directors (for listed companies);</p>	Amended pursuant to Clause 80, Article 1 of Decree No. 245/2025/NĐ-CP
Point h, Clause 3, Article 30	<p>Article 30. Chairman of the Board of Directors</p> <p>3. The Chairman of the Board of Directors has the following powers and obligations:</p> <p>h. Other powers and obligations as prescribed by law, this Charter, Internal Governance Regulations, the Company's internal regulations, resolutions of the General Meeting of Shareholders, and the Board of Directors. In case the Chairman of the Board of Directors resigns or is dismissed or removed, the Board of Directors must elect a replacement within 10 (ten) days from the date of receiving the resignation letter or being dismissed or removed.</p>	<p>Article 30. Chairman of the Board of Directors</p> <p>3. The Chairman of the Board of Directors has the following powers and obligations:</p> <p>h. Other powers and obligations as prescribed by law, this Charter, Internal Governance Regulations, the Company's internal regulations, resolutions of the General Meeting of Shareholders, and the Board of Directors.</p>	Technical error correction
Point b, Clause 3, Article 36	<p>Article 36. Appointment, dismissal, duties and powers of the General Director</p> <p>3. The term of the General Director is not more than 05 (five) years and may be re-appointed for an unlimited number of terms and must meet the following conditions:</p> <p>b. Must not be a person with family relations with the enterprise manager;</p>	<p>Article 36. Appointment, dismissal, duties and powers of the General Director</p> <p>3. The term of the General Director is not more than 05 (five) years and may be re-appointed for an unlimited number of terms and must meet the following conditions:</p> <p>b. Must not be a related person of the enterprise manager.</p>	Amended pursuant to Clause 83, Article 1 of Decree No. 245/2025/NĐ-CP
Clause 1, Article 38	<p>Article 38. Composition of the Audit Committee</p> <p>1. The Audit Committee has 02 (two) or more members. The Chairman of the Audit Committee must be an independent</p>	<p>Article 38. Composition of the Audit Committee</p> <p>1. The Audit Committee has 02 (two) or more members. The Chairman of the Audit Committee must be an independent</p>	Technical error correction

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	<p>member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.</p>	<p>member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.</p>	
<p>Clause 1, Clause 2, Article 41</p>	<p>Article 41. Reporting on activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders</p> <p>1. Independent members of the Board of Directors in the Audit Committee are responsible for reporting on activities at the annual General Meeting of Shareholders.</p> <p>2. The report on activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must ensure the following contents:</p>	<p>Article 41. Reporting on activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders</p> <p>1. Independent members of the Board of Directors in the Audit Committee are responsible for reporting on activities at the annual General Meeting of Shareholders.</p> <p>2. The report on activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must ensure the following contents:</p>	<p>Technical error correction</p>