



No. 10/2026/KSB/ĐHCĐ-TTr

Thuan Giao, May 29, 2026

PROPOSAL

Re: **Amendment and supplementation of the Internal Regulations on Corporate Governance**

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 and 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 the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of Binh Duong Mineral and Construction Joint Stock Company;
- Pursuant to the Internal Regulations on Corporate Governance of Binh Duong Mineral and Construction Joint Stock Company dated June 9, 2023.

To align with legal regulations and the Company's production and business requirements, the Board of Directors hereby submits to the General Meeting of Shareholders for approval the plan to amend and supplement the Internal Regulations on Corporate Governance as detailed in the attachment 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 amendments and supplements to the Internal Regulations on Corporate Governance attached to Proposal No. 10/2026/KSB/ĐHCD-TTr dated May 29th 2026

1. Amendment and supplementation

Article, Clause, Point	Regulatory content in the old Regulations	Amendment and supplementation content in the new Regulations	Reason for adjustment
Legal Basis Section	<p>- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;</p> <p>- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;</p>	<p>- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 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>- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;</p> <p>- Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025, of the Government, amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020;</p>	Update legal documents amending and supplementing the Law on Enterprises, the Law on Securities, and Decree 245/2025 amending and supplementing Decree 155/2020
Point k, Clause 2, Article 2	<p>Article 2. Interpretation of terms</p> <p>2. The following terms shall be understood as follows:</p> <p>k. “<i>Related person</i>” means an individual or organization as defined in Clause 23, Article 4 of the Law on Enterprises, and Clause 46, Article 6 of the Law on Securities;</p>	<p>Article 2. Interpretation of terms</p> <p>2. The following terms shall be understood as follows:</p> <p>k. “<i>Related person</i>” means an individual or organization as defined in Clause 23, Article 4 of the Law on Enterprises, and Clause 46, Article 4 of the Law on Securities;</p>	Correction of technical errors
Clause 3, Article 4	<p>Article 4. Authority to convene the GMS</p> <p>3. A request to convene a General Meeting of Shareholders as prescribed in Clause 2 of this Article must be in writing and include the following: full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise</p>	<p>Article 4. Authority to convene the GMS</p> <p>3. A request to convene a General Meeting of Shareholders as prescribed in Clause 2 of this Article must be in writing and include the following: full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise</p>	Supplemented in accordance with Clause 18, Article 1 of the 2025 amended Law on Enterprises

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	<p>identification number or legal identification number, and head office address for institutional shareholders; the number of shares and time of share registration of each shareholder, the total number of shares of the group of shareholders, and the ownership ratio in the total number of shares of the company; and the basis and reasons for requesting the convocation of the General Meeting of Shareholders. The request to convene the meeting must be accompanied by documents and evidence regarding the Board of Directors' violations, the severity of the violations, or decisions made beyond their authority.</p>	<p>identification number or legal identification number, and head office address for institutional shareholders; the number of shares and time of share registration of each shareholder, the total number of shares of the group of shareholders, and the ownership ratio in the total number of shares of the company; and the basis and reasons for requesting the convocation of the General Meeting of Shareholders. The request to convene the meeting must be accompanied by documents and evidence regarding the Board of Directors' violations, the severity of the violations, or decisions made beyond their authority. Shareholders or groups 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 the convocation of the General Meeting of Shareholders.</p>	
Clause 1, Article 5	<p>Article 5. Preparation of the list of shareholders entitled to attend the meeting</p> <p>1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Company's share register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 (ten) days before the date of sending the invitation to the General Meeting of Shareholders, unless the Company's Charter provides for a shorter period.</p>	<p>Article 5. Preparation of the list of shareholders entitled to attend the meeting</p> <p>1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Company's share register and the register of securities holders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 (ten) days before the date of sending the invitation to the General Meeting of Shareholders, unless the Company's Charter provides for a shorter period.</p>	Supplemented in accordance with Clause 21, Article 1 of the 2025 amended Law on Enterprises
Clause 1, Article 13	<p>Article 13. Voting methods at the GMS</p> <p>1. Upon shareholder registration, the Company shall provide each shareholder or authorized representative with voting rights a ballot, which shall state the registration number, full name of the shareholder, full</p>	<p>Article 13. Voting methods at the GMS</p> <p>1. The methods of voting, vote counting, and announcement of vote-counting results shall be specifically prescribed in the Working Regulations of the General Meeting of Shareholders, which are decided by the Board of Directors and approved by the General Meeting of Shareholders.</p>	Revised to align with regulations on electronic voting and balloting.

	<p>name of the authorized representative, and the number of votes of that shareholder. When voting at the meeting, ballots in favor of the resolution shall be collected first, followed by ballots against the resolution, and finally, the total number of votes in favor or against shall be counted to make a decision. The total number of votes in favor, against, abstentions, or invalid votes for each issue shall be announced by the Chairperson immediately after the vote on that issue. The meeting shall elect individuals responsible for vote counting or supervising the vote counting as proposed by the Chairperson. The number of members of the vote-counting committee shall be decided by the GMS based on the proposal of the meeting Chairperson.</p>		
Clause 2, Article 14	<p>Article 14. Vote counting methods</p> <p>2. The election of members of the Board of Directors must be conducted in accordance with Clause 3, Article 144 of the Law on Enterprises.</p>	<p>Article 14. Vote counting methods</p> <p>2. The election of members of the Board of Directors must be conducted in accordance with Clause 3, Article 148 of the Law on Enterprises.</p>	Correction of technical errors
Clause 8, Article 22	<p>Article 22. Rights and obligations of the Board of Directors</p> <p>8. Within the scope of the Board of Directors' authority under the Law on Enterprises and this Charter, the Board of Directors shall decide on the implementation, amendment, and cancellation of the Company's contracts; decide on the approval of purchase, sale, borrowing, lending, and other contracts and transactions valued at 50% or less of the total asset value recorded in the most recent financial statements of the Company, and other contracts and transactions within the authority of the General Meeting of Shareholders, except in cases</p>	<p>Article 22. Rights and obligations of the Board of Directors</p> <p>8. Within the scope of the Board of Directors' authority under the Law on Enterprises and the Company's Charter, the Board of Directors shall decide on the implementation, amendment, and cancellation of the Company's contracts; decide on the approval of purchase, sale, borrowing, lending, and other contracts and transactions valued at 50% or less of the total asset value recorded in the most recent financial statements of the Company, and other contracts and transactions within the authority of the General Meeting of Shareholders, except</p>	Correction of technical errors

	requiring approval/passing by the General Meeting of Shareholders as follows:	in cases requiring approval/passing by the General Meeting of Shareholders as follows:	
Article 22	Article 22. Rights and obligations of the Board of Directors	Article 22. Rights and obligations of the Board of Directors 15. Execute dividend payments to shareholders in accordance with legal regulations after approval by the Annual General Meeting of Shareholders; 16. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director, the person in charge of corporate governance, and other managers of the Company. (added immediately after Clause 14)	Supplemented in accordance with Clause 81, Article 1 of Decree 245/2025
Point c, Clause 2, Article 23	Article 23. Organizational structure, standards, and conditions for members of the Board of Directors 2. Members of the Board of Directors must meet the following standards and conditions: c. A member of the Board of Directors may simultaneously serve as a member of the Board of Directors at a maximum of 05 (five) other companies;	Article 23. Organizational structure, standards, and conditions for members of the Board of Directors 2. Members of the Board of Directors must meet the following standards and conditions: c. A member of the Board of Directors may simultaneously serve as a member of the Board of Directors or the Board of Members at a maximum of 05 (five) other companies;	Amended in accordance with Clause 78, Article 1 of Decree 245/2025
Clause 1, Article 41	Article 41. Standards for members of the Audit Committee 1. The Audit Committee shall have 02 (two) or more members. The Chairperson of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee	Article 41. Standards for members of the Audit Committee 1. The Audit Committee shall have 02 (two) or more members. The Chairperson of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.	

	must be non-executive members of the Board of Directors.		
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2. In addition to the amendments and supplements in Section 1, the new Regulations include detailed revisions to sentence structure, wording, terminology, and certain references to ensure consistency in form and content (without changing the meaning).
3. Following the removal or addition of certain clauses, the order and sequence of some clauses in the new Regulations have been adjusted accordingly.
4. In the event that provisions of the Charter and/or laws related to the Company's operations are not mentioned in these Regulations, or in the event that new legal provisions differ from the clauses herein, such provisions of the Charter and/or laws shall automatically apply and govern the Company's operations.

