



Thuan Giao, May 29, 2026

**PROPOSAL**  
**Res. Amendment and supplementation of the Regulations on Operation of the Board of Directors of the Company**

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 Regulations on Operation of the Board of Directors of Binh Duong Mineral and Construction Joint Stock Company dated May 12, 2025.

To comply with legal regulations and the Company's production and business operational needs, the Board of Directors hereby submits to the General Meeting of Shareholders for approval the plan to amend and supplement the Regulations on Operation of the Board of Directors of the Company 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 amendment and supplementation to the Regulations on Operation of the Board of Directors attached to Proposal No. 11/2026/KSB/ĐHCĐ-TTr dated May 29<sup>th</sup>, 2026**

1. Amendment and supplementation

<b>Article, Clause, Point</b>	<b>Regulatory content in the old Regulations</b>	<b>Content of amendment and supplementation in the new Regulations</b>	<b>Reason for adjustment</b>
Basis section	<p>Pursuant to the Law on Enterprises No. 59/2020/QH14 issued on June 17, 2020;</p> <p>Pursuant to the Law on Securities No. 54/2019/QH14 issued on 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 01, 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>	Update legal documents newly amending and supplementing the Law on Enterprises and the Law on Securities
	Not provided	Decree No. 245/2025/NĐ-CP is Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree 155/2020/NĐ-CP dated December 31, 2020.	Add the basis as Decree 245/2025 dated September 11, 2025 amending and supplementing Decree 155/2020
Clause 7, Article 3	<p><b>Article 3. Rights and obligations of members of the Board of Directors</b></p> <p>7. Independent members of the Board of Directors must prepare a report evaluating the activities of the Board of Directors</p>	<p><b>Article 3. Rights and obligations of members of the Board of Directors</b></p> <p><b>7. Each</b> independent member of the Board of Directors must prepare a report evaluating the activities of the Board of Directors</p>	Amended according to Clause 80, Article 1 of Decree 245/2025-NĐ/CP
Clause 2, Article 5	<p>Article 5. Term and number of members of the Board of Directors</p> <p>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</p>	<p>Article 5. Term and number of members of the Board of Directors</p> <p>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</p>	Correction of technical errors

	Board of Directors of a company for no more than 02 consecutive terms.	member of the Board of Directors of a Company for no more than 02 consecutive terms.	
Point c, Clause 1, Article 6	<p>Article 6. Standards and conditions for members of the Board of Directors</p> <p>1. Members of the Board of Directors must meet the following standards and conditions:</p> <p>c. A member of the Board of Directors of the Company may only simultaneously be a member of the Board of Directors of a maximum of 05 (five) other companies;</p>	<p>Article 6. Standards and conditions for members of the Board of Directors</p> <p>1. Members of the Board of Directors must meet the following standards and conditions:</p> <p>c. A member of the Board of Directors of the Company may only simultaneously be a member of the Board of Directors or <b>the Board of Members</b> at a maximum of 05 other companies.</p>	Amended according to Clause 78, Article 1 of Decree 245/2025
Clause 2, Article 6	<p>2. <b>An independent member of the Board of Directors</b> according to the provisions at Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:</p>	<p>2. <b>An independent member of the Board of Directors</b> according to the provisions at Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:</p>	Correction of technical errors
Point h, Clause 2, Article 12	<p><b>Article 12. Rights and obligations of the Board of Directors</b></p> <p>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 BOD has the following powers and obligations:</p> <p>h. Within the scope of the authority of the Board of Directors under the Law on Enterprises and <b>this Charter</b>, the Board of Directors decides on the implementation, amendment, and cancellation of the Company's contracts; decides on the approval of contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 50% or less of the total asset value recorded in the Company's most recent financial statements; and other contracts and transactions within the authority of the General Meeting of Shareholders, except for</p>	<p><b>Article 12. Rights and obligations of the Board of Directors</b></p> <p>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 BOD has the following powers and obligations:</p> <p>h. Within the scope of the authority of the Board of Directors under the Law on Enterprises and the <b>Company's Charter</b>, the Board of Directors decides on the implementation, amendment, and cancellation of the Company's contracts; decides on the approval of contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 50% or less of the total asset value recorded in the Company's most recent financial statements; 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:</p> <p>- Contracts and transactions specified at Point i, Clause 1, Article 16 of the <b>Company's Charter</b>;</p>	Correction of technical errors

	<p>cases that must be approved/passed by the General Meeting of Shareholders as follows:</p> <ul style="list-style-type: none"> <li>- Contracts and transactions specified at Point i, Clause 1, Article 16 of <b>this Charter</b>;</li> <li>- Contracts and transactions specified at Point k, Clause 1, Article 16 of <b>this Charter</b>;</li> <li>- Contracts and transactions for borrowing, lending, or selling assets with a value greater than 10% of the total asset value of the enterprise recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares or a related person of such shareholder.</li> </ul>	<ul style="list-style-type: none"> <li>- Contracts and transactions specified at Point k, Clause 1, Article 16 of the <b>Company's Charter</b>;</li> <li>- Contracts and transactions for borrowing, lending, or selling assets with a value greater than 10% of the total asset value of the enterprise recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares or a related person of such shareholder.</li> </ul>	
Clause 2, Article 12	Not provided	<p>p. Implement dividend payments to shareholders in accordance with the 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, the General Director (Director), the person in charge of corporate governance, and other managers of the company (added immediately after <b>point o, clause 2</b>)</p>	Added according to Clause 81, Article 1 of Decree 245/2025
Clause 2, Article 14	<p><b>Article 14. Responsibility of the Board of Directors in convening an extraordinary General Meeting of Shareholders</b></p> <p>2. Convening an extraordinary General Meeting of Shareholders</p> <p>The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors or independent members of the Board of Directors is less than the minimum number of members as prescribed by the Company's Charter or</p>	<p><b>Article 14. Responsibility of the Board of Directors in convening an extraordinary General Meeting of Shareholders</b></p> <p>2. Convening an extraordinary General Meeting of Shareholders</p> <p>a. The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors or independent members of the Board of Directors is less than the minimum number of members as prescribed by the Company's Charter or upon receiving a request as prescribed at Point c and Point d, Clause 1 of this Article;</p>	Amended according to the provisions of Article 140, Clause 4a of the Law on Enterprises as amended and supplemented in 2025

	upon receiving a request as prescribed at Point c and Point d, Clause 1 of this Article;	b. In case the Board of Directors fails to convene a General Meeting of Shareholders as prescribed at Point a, Clause 2 of this Article, then within the next 30 days, the shareholder or group of shareholders as prescribed at Clause 2, Article 115 of this Law shall have the right to represent the company to convene the General Meeting of Shareholders in accordance with the provisions of this Law. Reasonable expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the company.	
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2. In addition to the amendments and supplementations in Section 1, the new Regulations include detailed revisions to sentence structure, phrasing, terminology, and certain references within the Regulations to ensure consistency in form and content (without changing the meaning).
3. After deleting or adding certain provisions, the order and sequence of some provisions in the new Regulations have also been changed 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 provisions in these Regulations, such provisions of the Charter and/or laws shall automatically apply and govern the Company's operations.
5. In the event that the Charter or legal provisions related to the operations of the Company's Board of Directors are not mentioned in these Regulations, or in the event that new legal provisions differ from the provisions in these Regulations, such legal provisions shall automatically apply and govern the Company's operations.

