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

*Thuan Giao, date ..... month..... year 2026*



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

*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;*

*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;*

*Pursuant to 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;*

*Decree No. 245/2025/NĐ-CP is the Government's 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.*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance, guiding a number of articles on corporate governance applicable to public companies under 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 Resolution No. .../NQ-ĐHĐCĐ dated June 19, 2026, of the 2026 Annual General Meeting of Shareholders;*

*Pursuant to the Charter of Binh Duong Mineral and Construction Joint Stock Company,*

The Board of Directors hereby issues 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. Scope of adjustment and subjects of application**

1. Scope of adjustment: The Regulations on Operation of the Board of Directors regulate the organizational structure, personnel, operating principles, powers, and obligations of the Board of Directors and members of the Board of Directors in order to operate in accordance with the provisions of the Law on Enterprises, the Company's Charter, and other relevant legal provisions.

2. Subjects of application: This Charter applies to the Board of Directors and members of the Board of Directors.

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

1. The Board of Directors works on the principle of collective decision-making. Members of the Board of Directors are personally responsible for their assigned tasks and collectively responsible before the General Meeting of Shareholders and 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 to organize and execute the resolutions and decisions of the Board of Directors.

## **Chapter II**

### **MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 3. Rights and obligations of members 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 regarding the financial situation and business operations of the Company and its units.

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

3. Implement the resolutions and decisions of the Board of Directors and accept the assignments and responsibilities of the Chairman of the Board of Directors, and be personally responsible to the Board of Directors for their work results.

4. Participate in discussions and voting on issues at meetings of the Board of Directors. Participate in discussions and voting on issues at meetings of committees under the Board of Directors if assigned as a member of such committees.

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

6. Have the responsibility to monitor and evaluate the Company's operations to develop the Company's development strategy.

Members of the Board of Directors have obligations as prescribed 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. Attend all meetings of the Board of Directors and provide opinions on issues discussed;

c. Report promptly and fully to the Board of Directors on remuneration received from subsidiaries, associate companies, and other organizations;

d. Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, and other companies controlled by the Company with over 35% of charter capital and the member of the Board of Directors and their related persons; transactions between the Company and a company in which the member of the Board of Directors is a founding member or a manager within the last 03 years prior to the transaction;

e. Disclose information when trading the Company's shares in accordance with the law.

7. Each independent member of the Board of Directors must prepare an evaluation report on the operations of the Board of Directors.

#### **Article 4. Right to be provided with information of members 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 regarding the financial situation 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 prescribed by 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 no more than 02 consecutive terms.

3. 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 Board of Directors until new

members are elected to replace them and take over the work, unless otherwise provided by the Company's Charter.

4. The Company's Charter specifies the number, rights, obligations, and methods of organization and coordination of activities of 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 fall into the categories specified in 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 trade, and do not necessarily have to be a shareholder of the Company, unless otherwise provided by the Company's Charter;

c. A member of the Board of Directors of the Company may only simultaneously be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies;

d. Other standards and conditions as per the Company's Charter.

2. An independent member of the Board of Directors as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:

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

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 receive as prescribed;

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

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 the 05 preceding consecutive years, except in the case of being appointed for 02 consecutive terms;

f. Other standards and conditions as per the Company's Charter.

3. An independent member of the Board of Directors must notify the Board of Directors if they no longer meet the standards and conditions specified in Clause 2 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date they no longer meet such standards and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member 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, or removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors works on a full-time basis and is generally responsible for organizing the operations of the Board of Directors. The Chairman of the Board of Directors plays a leading role in the activities of the Board of Directors.

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, and the Company's business and investment plans approved by the General Meeting of Shareholders and the Board of Directors;

b. Decide on matters that do not require approval by the General Meeting of Shareholders 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 General Meeting of Shareholders or the Board of Directors;

c. Appoint and dismiss the person authorized by the Company to act as the

Company's Lawyer;

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

e. Chair meetings of the General Meeting of Shareholders;

f. Ensure that the Board of Directors sends the annual financial statements, the Company's operation report, the audit report, and the Board of Directors' inspection report to shareholders at the General Meeting of Shareholders;

g. Perform other tasks outside the scope of authority of the General Meeting of Shareholders and the Board of Directors;

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

5. In case the Chairman of the Board of Directors resigns or is removed, the Board of Directors must elect a replacement within 10 (ten) days from the date of receiving the resignation or removal. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Company's Charter. In case there is no authorized person, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors based on the principle of majority consent of the remaining members until a new decision is made by the Board of Directors.

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

a. Assist in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;

b. Assist members of the Board of Directors in exercising their assigned rights and obligations;

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

d. Assist the Company in building shareholder relations and protecting the legal rights and interests of shareholders; compliance with obligations to provide information, disclose information, and administrative procedures;

e. Other rights and obligations as prescribed in the Company's Charter.

**Article 8. Dismissal, removal, replacement, and supplementation of members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a. Does not meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises;

b. Has submitted a resignation letter and it has been accepted;

c. Other cases as prescribed in the Company's Charter.

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

a. Does not participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

b. Other cases as prescribed in the Company's Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; dismiss or remove a member of the Board of Directors in cases other than those 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 prescribed in the Company's Charter. In this case, the Board of Directors must convene a 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, failing to ensure 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 members of the Board of Directors who have been dismissed or removed at the nearest meeting.

**Article 9. Methods of electing, dismissing, and removing members of the Board of Directors**

1. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates to the Board of Directors. The nomination of candidates to the Board of Directors shall be carried out as follows:

a. Common shareholders forming a group to nominate candidates to the Board of Directors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this Clause have the right to nominate one or more persons as decided by the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower 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 case the number of candidates for the Board of Directors through nomination and self-nomination is still not sufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, Internal Corporate Governance Regulations, and Regulations on Operation of the Board of Directors. 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. Voting to elect members of the Board of Directors must be carried out by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to aggregate all or part of their total votes for one or more candidates. The elected members of the Board of Directors are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company's Charter is reached. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or selection shall be made 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 members of the Board of Directors**

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 (ten) 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. Candidates for the Board of Directors must have 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 candidates for the Board of Directors to be disclosed includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other management positions (including Board of Directors positions at other companies);
- e. Interests related to the Company and the Company's related parties;
- f. Other information (if any) as prescribed in the Company's Charter;
- g. Public companies must be responsible for disclosing information about companies where the candidate is currently holding the position of member of the Board of Directors, other management positions, and interests related to the company of the candidate for the Board of Directors (if any).

2. Notification of the results of the election, dismissal, and removal of members of the Board of Directors shall be carried out in accordance with the regulations guiding information disclosure.

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

1. The Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of the sub-committee shall be 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 account for the majority in the Committee, and one of these members shall be appointed as the Chairman of the Committee according to the decision of the Board of Directors. The activities of the Committee must comply with the regulations of the Board of Directors. Resolutions of the Committee are only effective when a majority of members attend and vote in favor at the Committee meeting.

2. The implementation of decisions of the Board of Directors or of the sub-committees under the Board of Directors must be in accordance with current legal regulations and the provisions of the Company's Charter and Internal Corporate Governance Regulations.

### **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 in the name of the Company to decide and exercise the rights and obligations of the Company, except for 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 powers and obligations:

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

b. Recommend the types of shares and the total number of shares authorized to be offered for each type;

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

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

e. Decide on share buybacks as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

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 scope of authority of the Board of Directors under the Law on Enterprises and the Company's Charter, the Board of Directors decides 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 Company's most recent financial statements; and other contracts and transactions within the scope of 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 specified in Point i, Clause 1, Article 16 of the Company's Charter;

- Contracts and transactions specified in Point k, Clause 1, Article 16 of the Company's Charter;

- Contracts and transactions for borrowing, lending, or selling assets valued at more 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.

i. Approve purchase, sale, borrowing, lending, and other contracts and transactions valued at 35% or more of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions under the authority of the General Meeting of Shareholders as prescribed in Point m, Clause 2, Article 16 of the Company's Charter and Clause 1, Clause 3, Article 167 of the Law on Enterprises;

j. Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts with the Director or General Director and other important managers as prescribed by the Company's Charter; decide on the salary, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders at other companies, and decide on the remuneration and other benefits of such persons;

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

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l. Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, and capital contribution or 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 collect opinions for the General Meeting of Shareholders to pass resolutions;

n. Submit the audited annual financial statements to the General Meeting of Shareholders;

o. Recommend the dividend payout level; decide on the time limit and procedures for dividend payment or handling losses incurred during business operations;

p. Execute dividend payments to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders;

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;

r. Recommend the reorganization or dissolution of the Company; request the bankruptcy of the Company;

s. Decide on the issuance of the Regulations on Operation of the Board of Directors and Internal Corporate Governance Regulations after being approved by the General Meeting of Shareholders; decide on the issuance of the Regulations on Operation of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulations;

t. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal provisions, and the Company's Charter.

3. The Board of Directors passes resolutions and decisions by voting at meetings, collecting written opinions, or other forms prescribed by the Company's Charter. Each member of the Board of Directors has one vote.

4. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of the law, the resolution of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who voted in favor of passing such resolution or decision shall be jointly and personally responsible for such resolution or decision and must compensate the Company for the damage; members who opposed the passing of the aforementioned resolution or decision shall be exempted from responsibility. In this case, shareholders of the Company have the

right to request the Court to suspend the implementation or cancel the aforementioned resolution or decision.

5. The Board of Directors must report the results of the Board of Directors' operations to the General Meeting of Shareholders in accordance with Article 280 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.

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

1. The Board of Directors approves contracts and transactions valued at less than 35% or transactions leading to a total transaction value arising within 12 (twelve) months from the date of the first transaction valued at less than 35% of the total asset value recorded in the most recent financial statements or another smaller ratio or value as prescribed in the Company's Charter between the Company and one of the following subjects:

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

2. The person representing the Company to sign contracts or transactions must notify the Board of Directors about the related subjects for such contracts or transactions and attach the draft contract or the main content of the transaction. The Board of Directors decides on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless the Company's Charter provides for a different time limit; members of the Board of Directors who have interests related to the parties in the contract or transaction do not have the right to vote.

**Article 14. Responsibility of the Board of Directors in convening extraordinary General Meetings 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 interests 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 shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the related shareholders, or the request document may be made in multiple copies and collected with sufficient signatures of the related shareholders;

d. Other cases as prescribed by law and the Company's Charter.

## 2. Convening an extraordinary General Meeting of Shareholders

a. 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 or 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 the request specified in Point c and Point d, Clause 1 of this Article;

b. In case the Board of Directors does not convene a General Meeting of Shareholders as prescribed in Point a, Clause 2 of this Article, then within the next 30 days, shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of this Law have the right to represent the company to convene a General Meeting of Shareholders in accordance with this Law. Reasonable expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the company.

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

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

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

c. Prepare the program and content of the meeting;

d. Prepare documents for the meeting;

e. Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of electing members of the Board of Directors;

f. Determine the time and location of the meeting;

g. Send meeting invitations to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;

h. Other tasks serving the meeting.

## Chapter IV

### MEETINGS OF THE BOARD OF DIRECTORS

#### Article 15. Meetings of the Board of Directors

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting is convened and presided over by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest and equal number of votes or percentage of votes, the members shall elect by majority principle to choose 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 of Directors convenes meetings of the Board of Directors in the following cases:

- a. At the request of an independent member of the Board of Directors;
- b. At the request of the General Director or at least 05 other managers;
- c. At the request of at least 02 members of the Board of Directors;
- d. Other cases as prescribed by 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 under the authority of the Board of Directors.

5. The Chairman of the Board of Directors 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 case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors must be responsible for the damages incurred to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the program, and the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the voting ballots of the members.

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The meeting invitation for the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods prescribed by the Company's Charter and must ensure it reaches the contact address of each member of the Board of Directors registered at the Company.

8. A meeting of the Board of Directors is conducted when 3/4 or more of the total number of members attend. In case the meeting convened in accordance with this Clause does not have enough members to attend as prescribed, it shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting is conducted if more than half of the members of the Board of Directors attend.

9. A member of the Board of Directors is considered to have attended and voted at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c. Attending and voting through an online conference, electronic voting, or other electronic forms;
- d. Sending voting ballots to the meeting via mail, fax, or email;
- e. Sending voting ballots by other means as prescribed in the Company's Charter.

10. In case of sending voting ballots to the meeting via mail, the voting ballot must be placed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

11. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend 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 attending the meeting; in case of an equal number of votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

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

1. Meetings of the Board of Directors must be recorded in minutes and may be recorded, filmed, and stored in other electronic forms. The minutes must be prepared

in Vietnamese and may be prepared in a foreign language, including the following main contents:

- a. Name, address of the head office, enterprise code;
- b. Time and location of the meeting;
- c. Purpose, program, and content of the meeting;
- d. Full name of each member attending or authorized person attending and the method of attendance; full name of members not attending and the reason;
- e. Issues discussed and voted on at the meeting;
- f. Summary of opinions of each member attending in the order of the meeting's proceedings;
- g. Voting results, clearly stating the members who voted in favor, against, and abstained;
- h. Issues passed and the corresponding voting ratio;
- i. Full name and signature of the chair and the minute taker, except for cases prescribed in Clause 2 of this Article.

2. In case the chair or the minute taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending and agreeing to pass the meeting minutes sign and have full content as prescribed in Points a, b, c, d, đ, e, g, and h of Clause 1 of this Article, the minutes shall be effective. The meeting minutes shall clearly state the refusal of the chair or the minute taker to sign the meeting minutes. The person signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the content of the minutes of the meeting of the Board of Directors. The chair and the minute taker shall be personally responsible for damages incurred to the enterprise due to refusing to sign the meeting minutes in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.

3. The chair, the minute taker, and those signing the minutes must be responsible for the truthfulness and accuracy of the content of the minutes of the meeting of the Board of Directors.

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

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



## Chapter V

### REPORTING AND DISCLOSURE OF INTERESTS

#### Article 17. Annual reporting

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

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

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration for each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and 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 subcommittees of the Board of Directors or performing other tasks outside the scope of the normal duties of a Board member may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. The Company may purchase liability insurance for members of the Board of Directors upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities of members of the Board of Directors related to violations of the law and the Charter.

7. Members of the Board of Directors have the obligation to report promptly and fully to the Board of Directors on remuneration received from subsidiaries, affiliated companies, and other organizations.

### **Article 19. Disclosure of related interests**

Unless the Company's Charter provides otherwise more strictly, the disclosure of interests and related persons of the Company shall be implemented in accordance with the following regulations:

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

a. Name, enterprise identification number, head office address, and business lines of the enterprise in which they own capital contributions or shares; the ratio and time of ownership of such capital contributions or shares;

b. Name, enterprise identification number, head office address, and business lines of the enterprise in which their related persons jointly or individually own capital contributions or shares of over 10% of the charter capital.

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

3. Members of the Board of Directors acting in their own name or on behalf of others to perform work in any form 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 perform it when approved by the majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from such activities shall belong 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 cooperative one; members of the Board of Directors are responsible for informing each other of relevant issues during the process of handling assigned tasks.

2. In the process of handling tasks, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling if there are issues related to the field under the charge of another member of the Board of Directors. In case there are still differing opinions among members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision according to their authority, or organize a meeting or solicit opinions from members of the Board of Directors in accordance with the law, the Company's Charter, and This Charter.

3. In case of reassignment among members of the Board of Directors, the members of the Board of Directors must hand over related work, files, and documents. This handover must be made in writing and reported to the Chairman of the Board of Directors regarding such handover.

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

1. The relationship between the Board of Directors and the Audit Committee is a cooperative one. The working relationship between the Board of Directors and the Audit Committee follows the principles of equality and independence, while closely coordinating and supporting each other in the process of performing tasks.

2. Upon receiving inspection minutes 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 Executive Board**

In its governance role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of 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 according to the following principles:

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

b. Comply with relevant provisions of the law, the Charter, the Internal Regulations on Corporate Governance, This Charter, and the Company's regulations;

c. Implement the principles of independence, openness, and transparency; there shall be 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, and cooperation, and regularly and proactively coordinate to resolve obstacles and difficulties;

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

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

g. The Board of Directors has the responsibility to direct and supervise the General Director in the administration of the Company's routine business operations. However, members of the Board of Directors shall not, in the name of the Board of Directors, directly interfere in the daily administration of the General Director.

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

a. The Board of Directors issues resolutions for the General Director and the Executive Board to implement. At the same time, the Board of Directors inspects and supervises the implementation of resolutions;

b. In case of force majeure leading to the Company's inability to implement and/or interruption in the implementation of resolutions and decisions of the Board of Directors, the General Director is responsible for explaining and being accountable to the Board of Directors and proposing remedial solutions. Incidents are considered force majeure when they are objective, unintended, unforeseeable, and beyond the control of the General Director and the Executive Board;

c. The General Director has the obligation to notify the Board of Directors of all interests that may conflict with the interests of the Company that they may enjoy through economic legal entities, transactions, or other individuals;

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

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

f. In case of necessity, the Board of Directors (may be through the Chairman of the Board of Directors) has the right to request the General Director and managers in the Company to provide information about the Company's operations;

g. The Board of Directors approves committees in charge of fields to perform the role of control, supervision of administration, and supervision among members of the Board of Directors and members of the Executive Board according to the specific tasks of the aforementioned members;

h. The Board of Directors rewards or disciplines the completion or non-completion of the implementation of resolutions and other authorized matters of the Board of Directors for members of the Board of Directors and members of the Executive Board based on policies, processes, and procedures for evaluating performance, task completion, 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 decisions of the General Director if deemed contrary to the law, 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 specified by the Company's Charter and shall be concretized in the employment contract signed between the General Director and the Chairman of the Board of Directors;

k. Members of the Board of Directors and the General Director acting in their own name or on behalf of others to perform work in any form 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 perform it when approved by the majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from such activities shall belong to the Company.

**Article 24. Decentralization 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 administration 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 specified in the Company's Charter, This Charter, Financial Regulations, other regulations of the Company, and written authorizations issued by the Board of Directors and the Chairman of the Board of Directors for each project, program, phase, and in special cases.

2. In the field of capital mobilization:

2.1 The Board of Directors has the authority in accordance with the Company's Charter, and especially the following rights:

a. Propose the types of shares and the total number of shares authorized to be offered for each type;

b. Decide on the sale of unsold shares within the scope of the number of shares authorized to be offered for each type; decide on raising additional capital in other forms;

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

d. Decide on raising additional capital in other forms;

e. Propose the issuance of convertible bonds into shares and warrants allowing the owner to purchase shares at a predetermined price;

f. Decide on the offering price of bonds, shares, and convertible securities;

g. Decide on the plan for implementing the repurchase or redemption of shares;

h. Decide on divestment in enterprises.

2.2 The Board of Directors may issue a resolution authorizing the General Director to exercise one or some 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 tasks assigned according to the Resolution 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 the law and the Company's Charter, the Board of Directors decides on capital contribution to establish joint-stock companies, limited liability companies, joint ventures, and capital contribution to participate in business cooperation and purchase shares of other enterprises (hereinafter referred to as joint venture units or companies with capital contribution from the Company).

3.2 The General Director of the Company is responsible for managing and organizing the effective monitoring and management of the use of these capital contributions at member companies, joint ventures, and affiliated companies. The General Director and personnel nominated to participate as members of the Board of Directors/Board of Members/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 efficiency of production and business activities at member companies, joint ventures, and affiliated companies with capital contributions from the Company.

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 considers and approves investment plans and investment projects with a total investment amount of less than 35% of the total asset value recorded in the Company's most recent financial statements.

4.2 The Chairman of the Board of Directors may decide to establish an Investment Council headed by the General Director to consider and propose to the Board of Directors for decision: Approval of all investment procedures, including: investment reports, bidding plans for offering/quotation, contracts, designs, estimates, total estimates, incurred costs, settlement of investment capital, and other tasks during the investment preparation, investment implementation, and investment completion phases and putting the project into use.

a. Approval of adjustments to the total project investment amount with incurred value up to 05% (five percent) outside the approved investment budget;

b. Approval of contract incurrences during project implementation with incurred costs exceeding the approval authority of the General Director.

4.3 For ongoing projects and contracts, the General Director has the right to approve and be 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 thereafter.

4.4 Other provisions in the Company's Charter.

5. In the field of Contracts:

5.1 The Board of Directors approves purchase, sale, borrowing, lending, 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 uses bank credit facilities according to approval, and issues bank guarantees/letters of credit.

5.3 Annually, based on the Company's production and business plan, the General Director prepares a proposal for the use of credit limits at all banks that will provide services to the Company and member units for various types of guarantees and additional working capital loans to submit to the Board of Directors for consideration and approval.

5.4 The General Director is responsible for signing contracts that have been 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 disposal of assets:

6.1 The Board of Directors decides:

a. Decide on the sale of assets and 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 with a value within the authority of the General Meeting of Shareholders;

b. Approve the annual procurement, repair, and liquidation plan for the Company's assets and procurement, repair, and liquidation items that are not in the plan or exceed the annual approved plan and budget;

c. Other provisions in the Company's Charter.

6.2 The General Director decides:

a. Direct the organization and implementation of all investment, procurement, management, repair, and liquidation of assets according to the plan approved by the Board of Directors. Be responsible for the plan, sequence, bidding procedures, and selection of contractors/suppliers, and preside over the settlement of investment capital for completed projects that are in 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 liquidation and disposal of assets according to the plan approved by the Board of Directors. Establish, change, or dissolve the Asset Valuation Council and Asset Liquidation Council to manage and monitor the liquidation of assets when there is a decision to handle assets. Asset liquidation is understood as conducting the destruction or sale of assets that are fully depreciated or still have value but are damaged, degraded, etc., no longer in use, and for which there is a liquidation decision;

c. In addition to complying with the provisions of This Charter and the Company's Charter, the investment, procurement, management, repair, and liquidation of assets must comply with relevant provisions of the law;

d. Other provisions in the Company's Charter.

7. In the field of organization – personnel:

7.1 Regarding organizational structure:

a. The Board of Directors decides on the Company's organizational structure; the establishment of subsidiaries, branches, and representative offices; and capital contribution and purchase of shares of other enterprises; approves the total salary fund and salary-related expenses annually for the Company at the proposal of the General Director;

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

c. Other provisions in the Company's Charter.

7.2 Regarding personnel:

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 Director, Chief Accountant, Company Secretary/Secretariat, and Person in charge of corporate governance;

b. The Board of Directors issues Regulations on nominating personnel to participate in the Board of Directors/Board of Members/Supervisory Board/Executive Board of the Company at subsidiaries, joint ventures, and affiliated companies. The General Director issues a Decision approving the list of personnel participating in the Board of Directors/Board of Members/Supervisory Board/Executive Board of the Company at subsidiaries, joint ventures, and affiliated companies;

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

d. The General Director carries out employee recruitment, rewards, discipline, and dismissal of employees in accordance with the provisions of labor law, the Charter, and the Company's Internal Rules;

e. In case of necessity, the Chairman of the Board of Directors directs the General Director to recruit and retain managers with good qualifications, competence, and ethics for the Company. Criteria regarding professional ethics and professional qualifications must be prioritized when the General Director selects managers;

f. Other provisions in the Company's Charter.

7.3 Regarding sending officers on business trips or training domestically or abroad (according to mandatory regulations or the Company's plan).

a. The General Director decides to send Deputy General Directors, the Chief Accountant, and other managers of the Company on business trips or training domestically or abroad according to work requirements or mandatory regulations;

b. The Chairman of the Board of Directors decides to send the General Director, members of the Board of Directors, and Heads of Subcommittees on business trips/training domestically or abroad according to work requirements or mandatory regulations;

c. Other provisions in the Company's Charter.

8. Regarding the fulfillment of reporting responsibilities to the General Meeting of Shareholders and competent management agencies.

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

8.2 At the request of the Board of Directors, the General Director reports and explains to the Board of Directors and the General Meeting of Shareholders regarding: The situation of implementing strategic directions, medium-term development plans, and quarterly/annual production and business plans based on the implementation of strategic documents and annual and medium-term production and business plans approved by the Board of Directors;

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

b. The situation of using investment capital for procurement, mortgaging, leasing, liquidation, and transfer of fixed assets, labor utilization, and other matters under the authority of the General Director in accordance with the Company's Charter;

c. Reports as prescribed/requested by agencies and authorities at all levels regarding security, environmental safety, and other social activities of the Company;

d. The General Director may decide on emergency measures in emergency cases such as: natural disasters, war, fire, force majeure, etc., and be responsible for these decisions, and must report to the Chairman of the Board of Directors as soon as objective conditions permit;

e. Other provisions in the Company's Charter.

#### **Article 25. Communication, use of the 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 of the Board of Directors, if sent via email, must be sent from an address with the Company's domain name (@ksb.vn); emails sent from other addresses are considered invalid.

2. The General Director is responsible for the preservation and use of the Company's round seal in accordance with the Charter and current provisions of the law. Documents signed and issued by the Chairman of the Board of Directors, the General Director, or authorized persons 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 time of signing or implementation. For other matters, the minimum time required for the Board of Directors to provide opinions is 01 (one) day.

4. The Chairman of the Board of Directors notifies their decision in writing, via email, or in case of necessity, may temporarily notify orally and then supplement in writing. In any case, the silence of the Chairman of the Board of Directors shall not be construed as approval or opposition.

#### **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 members of the Board of Directors 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 shall only be personally responsible and obligated to compensate the Company for decisions and acts that are intentional or due to their negligence that cause damage.

2. The Board of Directors may dismiss the General Director when the majority of members of the Board of Directors vote in favor (in this case, the vote of the General Director is not counted if they are also a member of the Board of Directors) and appoint a new General Director to replace them.

#### **Article 27. Evaluation, rewards, and discipline for the General Director**

1. Performance evaluation: The Chairman of the Board of Directors, on behalf of the Board of Directors, evaluates the qualities, competence, results, and efficiency of the General Director's administration periodically every 06 months and annually based on the evaluation of the Company's business performance.

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

3. Discipline: The General Director is under the supervision of the Board of Directors and 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, dismissed, or removed in cases specified in the Company's Charter, This Charter, and in accordance with the provisions of the law.

**Chapter VII**  
**IMPLEMENTATION PROVISIONS**

**Article 28. Effectiveness**

The Regulations on Operation of the Board of Directors of Binh Duong Mineral and Construction Joint Stock Company consist of 07 chapters and 28 articles and shall take effect from 19 June 2026 and replace the Regulations on Operation of the Board of Directors issued on June 09, 2023./.

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

**Phan Tan Dat**

