



SUSTAINABLE DEVELOPMENT



**BINH DUONG MINERAL AND CONSTRUCTION JOINT STOCK COMPANY**

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No. 05/2025/NQ-DHDCD

Thuan An, April 25, 2025

**RESOLUTION**  
**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**BINH DUONG MINERAL AND CONSTRUCTION JOINT STOCK  
COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Charter of Binh Duong Mineral and Construction Joint Stock Company;
- Pursuant to the Minutes of the Annual General Meeting of Shareholders No. 01/BBH-DHDCD on April 25, 2025.

The 2025 Annual General Meeting of Shareholders of Binh Duong Mineral and Construction Joint Stock Company.

**RESOLVES:**

**Article 1.** Approval of the Public offering plan of Binh Duong Mineral and Construction Joint Stock Company, as follows:

**I. OFFERING PURPOSE**

Binh Duong Mineral and Construction Joint Stock Company conducts a public offering of additional shares to supplement capital for fulfilling payment obligations and to increase working capital to support the company's production and business activities.

**II. OFFERING PLAN**

1. Issuer: Binh Duong Mineral and Construction Joint Stock Company ("Company").
2. Share name: Shares of Binh Duong Mineral and Construction Joint Stock Company
3. Stock code: KSB
4. Share type: Common shares

5. Par value: 10,000 VND/share

6. Offering price: 10,000 VND/share.

7. Number of shares offered: 114,443,703 shares

8. Percentage of registered shares offered over the total number of outstanding shares: 100,00%

9. Exercise Ratio: 1 : 1

*At the record date (last registration date), a shareholder owning 01 share will receive 01 purchase right and each 01 purchase right will be entitled to purchase 01 new share.*

*Example: At the record date for shareholders entitled to purchase additional shares, shareholder Nguyen Van A owns 577 shares. Then, shareholder A will be able to purchase the corresponding number of newly issued shares  $(577 : 1) \times 1 = 577$  shares (no fractional shares).*

10. Total expected mobilized capital: 1,144,437,030,000 VND.

11. Expected offering time: Authorize the Board of Directors to decide, in accordance with the approval of the competent State management agency and market conditions.

12. Distribution method: Offer to existing shareholders by way of exercising rights.

13. Transfer of purchase rights: Purchase rights are transferable 01 (one) time.

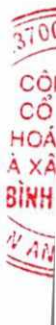
14. Plan for handling shares that existing shareholders do not register to purchase, do not pay for, fractional shares (remaining shares) as follows:

- Rounding plan, handling fractional shares arising: Because the Exercise Ratio is 1:1, there will be no fractional shares.

- Shares not sold out due to existing shareholders not registering to buy or not paying for the purchase will be authorized by the General Meeting of Shareholders to the Board of Directors to distribute to other subjects with offering conditions, terms of rights, and obligations of investors not more favorable than the offering conditions for existing shareholders (including the offering price not lower than the selling price to existing shareholders). These shares are restricted from transfer for a period of 01 (one) year from the closing date of the offering.

- In the event that there are still unallocated shares remaining and the Board of Directors cannot find other suitable recipients for distribution, these unallocated shares will be cancelled, and the Board of Directors will decide to conclude the offering.

- The handling of remaining shares ensures compliance with the provisions of Article 42, Decree No. 155/2020/ND-CP on 31/12/2020, Clause 2, Article 195 of the Law on Enterprises 59/2020/QH14 and other relevant legal regulations.





15. Plan to ensure that the share issuance complies with regulations on foreign ownership ratio: The General Meeting of Shareholders (GMS) authorizes the Board of Directors to approve the plan to ensure the share issuance meets regulations on foreign ownership ratios.

16. Implementing the listing of shares on the stock exchange system: All additional shares issued in the offering will be listed on the Ho Chi Minh City Stock Exchange (HOSE) in accordance with legal regulations.

The General Meeting of Shareholders (GMS) authorizes the Board of Directors to carry out the necessary procedures to register and deposit the offered shares at the Vietnam Securities Depository (VSDC) and list the shares on the Ho Chi Minh City Stock Exchange (HOSE) according to legal regulations.

### **III. PLAN FOR THE USE OF PROCEEDS FROM THE OFFERING**

#### **1. Plan for the use of proceeds from the public offering of additional shares:**

In case the Company successfully conducts the public offering of additional shares, the total expected proceeds from the offering is 1,144,437,030,000 VND. All proceeds from the offering will be used to:

| <b>No.</b> | <b>Purpose of Use</b>   | <b>Estimated Allocated Amount (VND)</b> |
|------------|---|---|
| 1          | Payment of principal and interest of short-term and long-term loans at the Banks of Binh Duong Mineral and Construction Joint Stock Company   | 690.000.000.000                         |
| 2          | Repurchase a portion of bonds before maturity for bond code KSBH2429001 issued by Binh Duong Mineral and Construction Joint Stock Company on June 28, 2024  | 200.000.000.000                         |
| 3          | Repay long-term loans of a subsidiary and/or pay payables/debts of the subsidiary after the merger with the Parent Company (Binh Duong Mineral and Construction Joint Stock Company) is completed, depending on the disbursement time | 225.700.000.000                         |
| 4          | Supplement working capital to serve the Company's production and business activities (Payment of share issuance costs, payment of accounts payable to suppliers, payment of taxes and other State payables, other debts....)          | 28.737.030.000                          |
|            | <b>TOTAL</b>  | <b>1,144,437,030,000</b>                |

The General Meeting of Shareholders assigns and authorizes the Board of Directors to develop a plan for the use of proceeds from the public offering of shares, including but

not limited to: Detailed allocation ratio/or specific amount allocated for each purpose of capital use, priority allocation order, and appropriate usage time for each purpose.

**2. Handling plan in case the Company does not raise enough expected capital from the share offering:**

- In the event that the expected number of shares is not fully subscribed, the General Meeting of Shareholders (GMS) authorizes the Board of Directors to develop a detailed plan for the use of the proceeds received from the subscribed shares;
- The capital shortfall will be further mobilized from other sources from the company's business activities;
- The progress of capital utilization will be reported by the Board of Directors at the General Meeting of Shareholders (GMS).

**IV. AUTHORIZATION OF THE BOARD OF DIRECTORS**

The General Meeting of Shareholders (GMS) authorizes the Board of Directors to decide on all matters related to the public offering of additional shares. Specifically:

- Select a Consulting Organization for the share offering registration dossier and complete the procedures as prescribed by law regarding the public offering of additional shares according to the plan approved by the General Meeting of Shareholders (GMS);
- Proactively select the time for the share offering, develop and explain the share offering registration dossier to submit to the competent authorities. In case these agencies request amendments or supplements, the Board of Directors is authorized to decide on amendments and supplements according to the recommendations/proposals of the competent authorities. The Company must make information disclosures as regulated for these amendments and supplements;
- Approving the plan to ensure the issuance of shares meets the regulations on foreign ownership ratio;
- Amending and approving the plan for handling fractional shares and shares that existing shareholders do not register to purchase or do not pay for (remaining shares) in accordance with legal regulations.
- Developing a plan for using the proceeds from the public offering of shares, including but not limited to the following: Detailed allocation ratio/or specific amount allocated for each purpose of capital use, priority order of allocation, and appropriate usage time for each purpose.
- Proactively selecting the disbursement implementation time; adjusting the contents of the capital usage plan; the purpose of capital use; simultaneously publicizing the changes on the Company's official website and fulfilling information disclosure obligations in accordance with legal regulations;



- Implementing changes to the contents of the Business Registration Certificate at the Binh Duong Provincial Department of Finance or the competent authority at the time of carrying out the procedures based on the actual offering results;
- Amending the provisions related to charter capital, the number of shares, and stocks in the Company's Charter after the offering ends;
- Carrying out procedures to adjust the Securities Registration Certificate at the Vietnam Securities Depository (VSDC) based on the actual offering results;
- Implementing the listing of additional offered shares on the Ho Chi Minh City Stock Exchange according to regulations based on the actual offering results;
- In addition to the aforementioned authorized contents, during the implementation of the plan to offer additional shares to the public, the General Meeting of Shareholders authorizes the Board of Directors to carry out other necessary procedures, including but not limited to supplementing, amending, and completing this Plan (including decisions on contents not presented in the Plan) as required by competent regulatory authorities and/or appropriate to actual circumstances; ensuring successful implementation of the Plan, ensuring the rights and interests of Shareholders, the Company, and complying with current legal regulations;
- Other tasks related to the public offering of additional shares.

## **Article 2. Implementation Clause**

This Resolution is approved by the General Meeting of Shareholders and takes effect from April 25, 2025. The Board of Directors, Board of Management, departments, units, and shareholders are responsible for implementing this Resolution.

**CHAIRPERSON OF THE GENERAL  
MEETING OF SHAREHOLDERS  
CHAIRMAN OF BOARD OF DIRECTORS**

*Signed*

**Phan Tan Dat**

