

**DECISION**  
**Promulgating the Internal Regulation on Corporate Governance**

**THE BOARD OF DIRECTORS**  
**OF BIM SON CEMENT JOINT STOCK COMPANY**

*Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 of the National Assembly, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;*

*Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020;*

*Pursuant to the Charter on Organization and Operation of Bim Son Cement Joint Stock Company;*

*Pursuant to Resolution No. ~~2768~~...-2026/NQ-GMS dated ~~18/06/~~ 2026 of the General Meeting of Shareholders.*

**HEREBY DECIDES:**

**Article 1.** To promulgate the Internal Regulation on Corporate Governance of Bim Son Cement Joint Stock Company (attached to this Decision).

**Article 2.** This Decision shall take effect from the date of signing and shall replace Decision No. 1085/QĐ-XMBS dated May 17, 2023 of the Board of Directors promulgating the Internal Regulations on Corporate Governance.

**Article 3.** Members of the Board of Directors, the Board of General Directors, heads of units, and relevant individuals shall be responsible for implementing this Decision./.

**Recipients:**

- As stated in Article 3;
- VICEM;
- Party Committee, Board of Supervisors;
- Labor Union, the Youth Union;
- The Company's Secretary;
- Archived by: Administration Office, rganization Dept.

**ON BEHALF OF THE BOARD OF DIRECTORS**



**Le Trung Kien**

**INTERNAL REGULATION ON CORPORATE GOVERNANCE  
OF BIM SON CEMENT JOINT STOCK COMPANY**

(Attached to Decision No. ~~2.7.8.1~~/QĐ-XMBS dated ~~June.18~~, 2026 of the Board of Directors of Bim Son Cement Joint Stock Company)

**Article 1. Scope of Regulation and Applicable Subjects**

1. Scope of regulation: The Internal Regulation on Corporate Governance provides for the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; procedures for convening and conducting meetings of the General Meeting of Shareholders; nomination, self-nomination, election, dismissal and removal of members of the Board of Directors, the Supervisory Board, the General Director; and other activities in accordance with the Company Charter and prevailing laws.

2. Applicable subjects: This Regulation applies to members of the Board of Directors, the Supervisory Board, the General Director and related persons.

**Article 2. General Meeting of Shareholders**

1. Roles, rights and obligations of the General Meeting of Shareholders

a) Role of the General Meeting of Shareholders

The General Meeting of Shareholders is the highest decision-making body of the Company, comprising all shareholders with voting rights. The annual General Meeting of Shareholders shall be held once every year within four months from the end of the fiscal year. Unless otherwise provided in the Company Charter, the Board of Directors may decide to extend the convening of the annual General Meeting of Shareholders where necessary, but not exceeding six months from the end of the fiscal year. Extraordinary General Meetings of Shareholders may also be convened.

b) Rights and obligations of the General Meeting of Shareholders

- To approve the development orientation of the Company;
- To decide on classes of shares and the total number of shares of each class authorized for offering; to decide annual dividend rates for each class of shares;
- To elect, dismiss and remove members of the Board of Directors and the Supervisory Board;
- To decide on investments or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Company;
- To approve contracts and transactions entered into by the Company with entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or exceeding 35% of the total asset value of the Company recorded in the latest financial statements;
- To approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- To decide on amendments and supplements to the Company Charter;
- To approve annual financial statements;
- To decide on the repurchase of more than 10% of the total sold shares of each

class;

- To consider and handle violations committed by members of the Board of Directors and the Supervisory Board causing damage to the Company and its shareholders;

- To decide on the reorganization or dissolution of the Company;

- To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;

- To approve internal regulations on corporate governance; regulations on operation of the Board of Directors and the Supervisory Board;

- To approve the list of independent auditing firms; to decide on the independent auditing firm conducting audits of the Company's operations and to dismiss independent auditors where deemed necessary;

- Other rights and obligations in accordance with the Law on Enterprises and the Company Charter.

2. Procedures for convening and conducting meetings of the General Meeting of Shareholders and adopting resolutions by voting at meetings of the General Meeting of Shareholders, including the following principal contents:

a) Authority to convene the General Meeting of Shareholders

- The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene extraordinary meetings in the cases specified in Clause 1, Article 140 of the Law on Enterprises.

- If the Board of Directors fails to convene a General Meeting of Shareholders in accordance with Clause 2, Article 140 of the Law on Enterprises, within the following 30 days, the Supervisory Board shall replace the Board of Directors in convening the meeting in accordance with the Law on Enterprises.

- If the Supervisory Board fails to convene the meeting in accordance with Clause 3, Article 140 of the Law on Enterprises, a shareholder or group of shareholders owning at least 5% of the total ordinary shares shall have the right to represent the Company in convening the General Meeting of Shareholders in accordance with the Law on Enterprises.

b) Preparation of the list of shareholders entitled to attend the meeting

- The person convening the General Meeting of Shareholders must prepare a list of shareholders entitled to attend the meeting based on the Company's shareholder register. The list shall be prepared no more than 10 days before the date of sending invitations to the meeting.

- The list of shareholders entitled to attend the General Meeting of Shareholders must contain full name, contact address, nationality, legal document number for individual shareholders; name, enterprise code or legal document number, head office address for organizational shareholders; number of shares of each class, and date of shareholder registration of each shareholder.

- Shareholders are entitled to inspect, review, extract and copy names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; request correction of inaccurate information or supplementation of necessary information relating to themselves. Company managers must promptly provide information in the shareholder register and correct inaccurate information upon shareholders' requests; and shall be liable for damages arising from

failure to provide or untimely or inaccurate provision of shareholder registration information as requested. Procedures for requesting information from the shareholder register shall comply with the Company Charter.

c) Notice of closing the list of shareholders entitled to attend the General Meeting of Shareholders

- The Company shall disclose information on the closing date of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the final registration date.

- Notice of preparation of the list of shareholders entitled to attend the meeting shall be published on the Company's website, the State Securities Commission and the Stock Exchange.

d) Notice convening the General Meeting of Shareholders

- The person convening the General Meeting of Shareholders must send invitations to all shareholders entitled to attend the meeting at least 21 days before the opening date. The invitation notice must contain the Company's name, head office address, enterprise code; shareholder's name and contact address; time and venue of the meeting; and other requirements for attendees.

- Invitations to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to shareholders' contact addresses, and simultaneously published on the Company's website, the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading.

e) Agenda and contents of the General Meeting of Shareholders (persons responsible for preparing the agenda and contents; regulations on shareholders' proposals to be included in the meeting agenda)

- The person convening the General Meeting of Shareholders must prepare the agenda and contents of the meeting. The agenda and contents must be approved by the General Meeting of Shareholders at the opening session. The agenda must specify the time allocated for each issue in the meeting agenda.

- A shareholder or group of shareholders owning at least 5% of the total ordinary shares shall have the right to propose issues for inclusion in the meeting agenda. Such proposals must be made in writing and sent to the Company no later than three working days before the opening date. The proposal must clearly state the shareholder's name, number of shares of each class held, and the issues proposed for inclusion in the agenda.

- If the convener refuses the proposal, a written response stating the reasons must be sent no later than two working days before the opening date. The convener may refuse a proposal only in the following cases:

+ The proposal is not submitted in accordance with regulations;

+ The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders.

- The convener must accept and include valid proposals in the proposed agenda and meeting contents, except for the cases specified above; the proposal shall be officially added to the agenda and meeting contents if approved by the General Meeting of Shareholders.

f) Authorization of representatives to attend the General Meeting of Shareholders

- Shareholders and authorized representatives of institutional shareholders may attend the meeting directly, authorize in writing one or more individuals or organizations to attend the meeting, or attend through one of the methods prescribed herein.

- The power of attorney must comply with civil law regulations and clearly state the name of the authorizing shareholder, the authorized individual or organization, the number of authorized shares, contents and scope of authorization, authorization period, and signatures of both parties. Authorized attendees must present the power of attorney upon registration before entering the meeting room.

g) Registration for attendance at the General Meeting of Shareholders

- Before the opening of the meeting, the Company shall conduct shareholder registration procedures and continue registration until all attending shareholders entitled to participate have completed registration.

- Upon registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares held.

h) Conditions for conducting the meeting

- A meeting of the General Meeting of Shareholders shall be conducted when shareholders attending represent at least 51% of the total voting shares.

- If the first meeting fails to satisfy the quorum requirement specified above, notice of the second meeting must be sent within 30 days from the intended date of the first meeting. The second meeting may be conducted when shareholders attending represent at least 33% of the total voting shares.

- If the second meeting fails to satisfy the quorum requirement specified above, notice of the third meeting must be sent within 20 days from the intended date of the second meeting. The third meeting may proceed regardless of the total number of voting shares represented by attending shareholders.

i) Methods of adopting resolutions of the General Meeting of Shareholders

- The General Meeting of Shareholders shall adopt resolutions within its authority by voting at meetings or by collecting written opinions.

- Resolutions on the following matters must be adopted by voting at a meeting of the General Meeting of Shareholders:

+ Amendments and supplements to the Company Charter;

+ Development orientation of the Company;

+ Classes of shares and total number of shares of each class;

+ Election, dismissal and removal of members of the Board of Directors and the Supervisory Board;

+ Decisions on investments or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Company;

+ The Company entering into contracts or transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or exceeding 35% of the total asset value recorded in the latest financial statements of the Company;

+ To approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the

implementation of a number of articles of the Law on Securities;

- + To approve annual financial statements;
- + To decide on the reorganization or dissolution of the Company.

k) Voting method

The election of members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and shareholders may allocate all or part of their votes to one or more candidates.

l) Vote counting method

- Total votes for each voting matter; total valid votes, invalid votes, votes in favor, votes against and abstentions; and the corresponding percentages based on the total voting shares of attending shareholders;

- Matters approved and the corresponding approval ratios.

m) Conditions for adoption of resolutions

- Resolutions on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- + Classes of shares and total number of shares of each class;
- + Changes to business lines and business sectors;
- + Changes to the organizational and management structure of the Company;
- + Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Company;
- + Reorganization or dissolution of the Company.

- Other resolutions shall be adopted if approved by shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 1, 3, 4 and 6, Article 148 of the Law on Enterprises.

- The election of members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and shareholders may allocate all or part of their votes to one or more candidates. Elected members of the Board of Directors or the Supervisory Board shall be determined based on the number of votes received in descending order, starting from the candidate with the highest number of votes until the required number of members specified in the Company Charter is reached. In the event that two or more candidates receive the same number of votes for the final position on the Board of Directors or Supervisory Board, a re-election shall be conducted among those candidates or selection shall be made according to criteria specified in the Election Regulations or the Company Charter.

- Where resolutions are adopted by written opinion collection, a resolution of the General Meeting of Shareholders shall be adopted if approved by shareholders owning at least 51% of the total voting shares of all voting shareholders.

- Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the meeting within 15 days from the date of adoption; where the Company has a website, such notification may be replaced by publication on the Company's website.

- Resolutions of the General Meeting of Shareholders adversely changing the rights and obligations of preference shareholders shall only be adopted if approved by shareholders attending the meeting and representing at least 75% of the total preference shares of the same class, or by preference shareholders holding at least 75% of the total preference shares of the same class in the case of written opinion collection.

n) Announcement of vote counting results

After completion of vote counting, the Vote Counting Committee shall announce the results directly at the General Meeting of Shareholders. The announcement must clearly specify the number of votes in favor, against and abstentions for each matter.

o) Method of objecting to resolutions of the General Meeting of Shareholders (in accordance with Article 132 of the Law on Enterprises)

Shareholders voting against resolutions on reorganization of the Company or changes to shareholders' rights and obligations as prescribed in the Company Charter shall have the right to request the Company to repurchase their shares. Such request must be made in writing, clearly stating the shareholder's name and address, number of shares of each class, intended selling price, and reasons for requesting repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders adopts the relevant resolution.

p) Minutes of the General Meeting of Shareholders

Minutes of the General Meeting of Shareholders shall be prepared in accordance with Article 23 of the Company Charter.

q) Disclosure of resolutions of the General Meeting of Shareholders

Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the meeting within 15 days from the date of adoption; where the Company has a website, such notification may be replaced by publication on the Company's website.

3. Procedures for adoption of resolutions of the General Meeting of Shareholders by written opinion collection, including the following principal contents:

a) Cases where written opinion collection is permitted and prohibited

- Cases where written opinion collection is permitted:

The Board of Directors may collect shareholders' opinions in writing to adopt resolutions of the General Meeting of Shareholders where deemed necessary for the interests of the Company, except for the cases specified below.

- Cases where written opinion collection is prohibited:

+ Amendments and supplements to the Company Charter;

+ Development orientation of the Company;

+ Classes of shares and total number of shares of each class;

+ Election, dismissal and removal of members of the Board of Directors and the Supervisory Board;

+ Decisions on investments or sale of assets valued at 35% or more of the total

asset value recorded in the latest financial statements of the Company, unless otherwise provided in the Company Charter;

- + Approval of annual financial statements;
- + Reorganization or dissolution of the Company.

b) Procedures for adoption of resolutions of the General Meeting of Shareholders by written opinion collection

- The Board of Directors must prepare opinion solicitation ballots, draft resolutions of the General Meeting of Shareholders and explanatory documents for the draft resolutions. The Board of Directors must ensure that documents are sent and disclosed to shareholders within a reasonable period for consideration and voting, and no later than ten (10) days before the deadline for submission of ballots. Requirements and methods for sending opinion solicitation ballots and accompanying documents shall comply with Clause 3, Article 18 of the Company Charter.

- Opinion solicitation ballots must contain the following principal contents:

- + Name, head office address and enterprise code of the Company;
- + Purpose of the opinion solicitation;
- + Full name, contact address, nationality and legal document number for individual shareholders; name, enterprise code or establishment decision number and head office address for organizational shareholders; or full name, contact address, nationality and legal document number of the representative of an organizational shareholder; number of shares of each class and voting rights of the shareholder;
- + Matters requiring shareholders' opinions for adoption of resolutions;
- + Voting options including approval, disapproval and abstention for each matter;
- + Deadline for returning completed ballots to the Company;
- + Full name and signature of the Chairman of the Board of Directors.

- Shareholders may return completed opinion solicitation ballots to the Company by mail, fax or email as follows:

+ Where sent by mail, completed ballots must bear the signature of the individual shareholder, authorized representative or legal representative of the organizational shareholder. Ballots sent to the Company must be enclosed in sealed envelopes and must not be opened before vote counting;

+ Where sent by fax or email, ballots must be kept confidential until the vote counting time;

+ Ballots received after the prescribed deadline, or opened before vote counting in the case of mail, or disclosed before vote counting in the case of fax or email, shall be invalid. Ballots not returned shall be deemed non-participating votes.

- The Board of Directors shall conduct vote counting and prepare minutes of vote counting under the supervision of the Supervisory Board or shareholders not holding managerial positions in the Company. The minutes must contain the following principal contents:

- + Name, head office address and enterprise code of the Company;
- + Purpose and matters submitted for opinion collection to adopt resolutions;
- + Number of shareholders and total voting shares participating in voting, including valid and invalid votes and voting methods, together with an appendix listing participating shareholders;

- + Total votes in favor, against and abstentions for each matter;
- + Matters adopted and the corresponding approval ratios;
- + Full names and signatures of the Chairman of the Board of Directors, vote counters and supervisors.

Members of the Board of Directors, vote counters and supervisors shall be jointly liable for the truthfulness and accuracy of the vote counting minutes and jointly liable for damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

- Vote counting minutes and resolutions must be sent to shareholders within 15 days from the completion of vote counting. Such sending may be replaced by publication on the Company's website within 24 hours from the completion of vote counting.

- Completed opinion solicitation ballots, vote counting minutes, adopted resolutions and related documents accompanying the ballots must be archived at the Company's head office.

- A resolution adopted by written opinion collection shall be valid if approved by shareholders owning at least 51% of the total voting shares of all voting shareholders and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

4. Procedures for adoption of resolutions of the General Meeting of Shareholders through online meetings (including procedures for organizing meetings and voting)

a) Notice convening an online General Meeting of Shareholders

- The Company shall send invitations to attend the online meeting together with documents guiding shareholders on verification of shareholder status. Shareholders shall follow the instructions to register information and verify shareholder status before attending the online meeting. The Organizing Committee must notify shareholders of guidelines/regulations on registration for attendance, electronic voting and other necessary information prior to the date of the online meeting.

- Upon verification of valid shareholder status, the Company shall provide shareholders with access accounts to register attendance and conduct electronic voting on the system in accordance with the Company's instructions.

b) Registration for attendance at an online General Meeting of Shareholders

- Shareholders receiving invitations to the online meeting shall also receive instructions and access links for registration and access to meeting documents.

- Shareholders registering attendance shall access the Company's online meeting and electronic voting system via the notified link and provide shareholder information registered with the Company, and shall bear full responsibility for the registered information, including full name, phone number, ownership registration number (ID card/Citizen Identification Card number, enterprise code, etc.) and contact address.

- The online system shall send access account information, including user ID and password, to the shareholder's registered phone number after successful registration. Shareholders shall log in using the provided access account to attend the meeting.

- Shareholders who have not registered a phone number with the Company shall not be entitled to attend the online meeting but may still attend in person (if the meeting is partially online).

- Shareholders wishing to newly register/change phone numbers or other

identification information different from that registered with the Company must contact the depository member where their securities account is opened to update information before the final registration date.

- The Company shall not be responsible for the content of information updated by shareholders and shall not be liable where shareholders fail to timely update information with the depository member, resulting in outdated shareholder information in the list provided to the Company.

c) Authorization of representatives to attend an online General Meeting of Shareholders

- Authorization of representatives to attend an online General Meeting of Shareholders shall comply with Point e, Clause 2 of this Article.

- The Company must receive the original power of attorney at least five (05) working days before the official opening of the meeting.

- Once the authorization becomes effective, the authorized person shall be provided with access information for attendance and electronic voting through the phone number/information specified in the power of attorney.

d) Conditions for conducting the meeting

Implemented in accordance with Point h, Clause 2 of this Article.

e) Methods of adopting resolutions at an online General Meeting of Shareholders

The methods of adopting resolutions at an online General Meeting of Shareholders shall comply with Point i, Clause 2 of this Article.

f) Method of online voting

- Shareholders shall select one of three voting options: “approve”, “disapprove” or “abstain” for each matter submitted for voting at the meeting as configured in the system.

- Electronic voting shall only be conducted where shareholders have validly registered attendance in accordance with this Regulation.

- Electronic voting shall be conducted during the meeting and according to the progress of the meeting for each matter requiring voting under the meeting agenda. Shareholders shall vote in accordance with the direction of the chairperson/meeting moderator and the Company Charter.

- In the event that a shareholder does not vote on all matters in the agenda of the General Meeting, the matters not voted on shall be deemed as the shareholder not casting a vote on such matters and shall be considered as abstentions.

g) Method of online vote counting

- When shareholders cast votes/elections, all voting ballots and election ballots shall be recorded on the system according to the principles of votes in favor, votes against and abstentions.

- The vote counting minutes shall record the voting results of all shareholders attending the online General Meeting of Shareholders through the electronic voting system.

h) Announcement of vote counting results

Implemented in accordance with Point n, Clause 2 of this Article.

i) Minutes of the General Meeting of Shareholders

Minutes of the General Meeting of Shareholders shall be prepared in accordance

with Article 23 of the Company Charter.

k) Disclosure of resolutions of the General Meeting of Shareholders

Disclosure of resolutions of the General Meeting of Shareholders shall comply with Point q, Clause 2 of this Article.

5. Procedures for adoption of resolutions of the General Meeting of Shareholders through physical meetings combined with online meetings

a) Notice convening the General Meeting of Shareholders

Notice convening the General Meeting of Shareholders shall comply with Point d, Clause 2 of this Article, clearly stating that the meeting shall be conducted in the form of a physical meeting combined with an online meeting for shareholders to choose and register.

b) Registration for attendance at the General Meeting of Shareholders

- Shareholders attending in person shall register attendance in accordance with Point g, Clause 2 of this Article.

- Shareholders attending online shall register in accordance with Point b, Clause 4 of this Article.

c) Authorization of representatives to attend the General Meeting of Shareholders

- Implemented in accordance with Point e, Clause 2 of this Article. In case of online attendance, the Company must receive the original power of attorney at least five (05) working days before the official opening of the meeting.

- Once the authorization becomes effective, the authorized person shall be provided with access information for attendance and electronic voting through the phone number/information specified in the power of attorney.

d) Conditions for conducting the meeting

In accordance with Point h, Clause 2 of this Article.

e) Methods of adopting resolutions of the General Meeting of Shareholders

The methods of adopting resolutions at a General Meeting of Shareholders conducted in the form of a physical meeting combined with an online meeting shall comply with Point i, Clause 2 of this Article.

f) Voting methods

- Shareholders attending in person must cast votes directly at the meeting in accordance with Point k, Clause 2 of this Article.

- Shareholders attending online shall cast votes in accordance with Point e, Clause 4 of this Article.

g) Method of vote counting

Vote counting shall combine vote counting at the physical meeting as prescribed in Point l, Clause 2 with vote counting for shareholders attending online as prescribed in Point g, Clause 4 of this Article.

h) Announcement of vote counting results

Implemented in accordance with Point n, Clause 2 of this Article.

i) Minutes of the General Meeting of Shareholders

Minutes of the General Meeting of Shareholders shall be prepared in accordance with Article 23 of the Company Charter.

k) Disclosure of resolutions of the General Meeting of Shareholders

Disclosure of resolutions of the General Meeting of Shareholders shall comply with Point q, Clause 2 of this Article.

### **Article 3. Board of Directors**

1. Roles, rights and obligations of the Board of Directors; responsibilities of members of the Board of Directors

(including the right of Board members to be provided with information)

a) Roles, rights and obligations of the Board of Directors

The roles, rights and obligations of the Board of Directors shall comply with Article 27 of the Company Charter.

b) Responsibilities of members of the Board of Directors

- To perform their duties honestly and prudently for the best interests of shareholders and units within the Company;

- To fully attend meetings of the Board of Directors and provide opinions on matters discussed;

- To promptly and fully report to the Board of Directors on remuneration received from subsidiaries, affiliated companies and other organizations;

- To report and disclose information when conducting transactions involving the Company's shares in accordance with law;

- Other responsibilities as prescribed by law and the Company Charter.

2. Nomination, self-nomination, election, dismissal and removal of members of the Board of Directors, including the following principal contents:

a) Term of office and number of members of the Board of Directors

- The term of office of a member of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may only serve as an independent member of the Board of Directors of the Company for no more than two consecutive terms. In the event that all members of the Board of Directors simultaneously expire their terms, such members shall continue to act until new members are elected and assume their duties.

- The Board of Directors shall consist of no more than seven (07) members.

b) Structure, standards and conditions for members of the Board of Directors

- The structure of the Board of Directors shall be as follows:

+ At least one-third (1/3) of the total members of the Board of Directors must be non-executive members. The Company shall minimize cases where members concurrently hold executive positions in the Company in order to ensure the independence of the Board of Directors;

+ There must be at least one (01) independent member where the Board of Directors has from three (03) to five (05) members, and at least two (02) independent members where the Board of Directors has from six (06) to seven (07) members.

- Standards and conditions for members of the Board of Directors shall comply with Article 155 of the Law on Enterprises.

c) Nomination and self-nomination of members of the Board of Directors

Nomination and self-nomination of members of the Board of Directors shall comply with law and Clauses 1, 2 and 3, Article 25 of the Company Charter.

d) Method of electing members of the Board of Directors

The election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders may allocate all or part of their votes to one or more candidates. Elected members of the Board of Directors shall be determined based on the number of votes received in descending order, starting from the candidate with the highest number of votes until the required number of members prescribed in the Company Charter and this Regulation is reached. In the event that two or more candidates receive equal votes for the final position, a re-election shall be conducted among such candidates or selection shall be made according to criteria specified in the Election Regulations or the Company Charter.

e) Cases of dismissal, removal and addition of members of the Board of Directors

- A member of the Board of Directors shall be dismissed in the following cases:

+ Failing to satisfy standards and conditions prescribed in Article 155 of the Law on Enterprises;

+ Submitting a resignation letter which is accepted;

+ Suffering mental disorder and having professional evidence proving loss of legal capacity.

- A member of the Board of Directors shall be removed if he/she fails to participate in activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure.

f) Notification of election, dismissal and removal of members of the Board of Directors

The election, dismissal and removal of members of the Board of Directors must be reported to the State Securities Commission and the Stock Exchange and disclosed in accordance with securities laws.

g) Method of introducing candidates for the Board of Directors

- Shareholders or groups of shareholders owning at least 10% of the total ordinary shares shall have the right to nominate candidates to the Board of Directors as follows: shareholders or groups of shareholders owning from 10% to less than 20% of total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% or more may nominate eight (08) candidates.

- Where the number of candidates nominated and self-nominated remains insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism prescribed in this Internal Regulation. The nomination of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes on the election of Board members in accordance with law.

h) Election, removal and dismissal of the Chairman of the Board of Directors

The Chairman of the Board of Directors shall be elected, dismissed and removed

by the Board of Directors from among its members. The Chairman of the Board of Directors must not concurrently hold the position of General Director.

### 3. Remuneration and other benefits of members of the Board of Directors

Remuneration and other benefits of members of the Board of Directors shall comply with Article 28 of the Company Charter.

4. Procedures for organizing meetings of the Board of Directors, including the following principal contents:

#### a) Minimum number of meetings by month/quarter/year

The Board of Directors shall meet at least once every quarter and may convene extraordinary meetings.

#### b) Cases requiring extraordinary meetings of the Board of Directors

- The Chairman of the Board of Directors must convene a meeting of the Board of Directors without unjustified delay upon written request from one of the following persons clearly stating the purpose and matters to be discussed:

+ The Supervisory Board;

+ The General Director or at least five (05) other executives;

+ An independent member of the Board of Directors;

+ At least two (02) members of the Board of Directors;

+ Upon request of the independent auditing firm auditing the Company's financial statements, the Chairman of the Board of Directors must convene a meeting to discuss the audit report and the Company's situation.

- When the Chairman of the Board of Directors deems it necessary for the interests of the Company.

#### c) Notice of Board of Directors meetings

- The Chairman of the Board of Directors or the person convening the meeting must send notices at least three (03) working days before the meeting date. The notice must clearly specify the time and venue, agenda, matters for discussion and decision. Meeting notices must be accompanied by documents to be used at the meeting and voting ballots for members.

- Notices may be sent by invitation letter, telephone, fax, electronic means or other methods ensuring delivery to the contact addresses of Board members registered with the Company.

#### d) Right of members of the Supervisory Board to attend meetings of the Board of Directors

Members of the Supervisory Board have the right to attend meetings of the Board of Directors and participate in discussions but shall not have voting rights.

#### e) Conditions for conducting meetings of the Board of Directors

A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total members attend. If a meeting convened under this provision does not satisfy the quorum requirement, a second meeting may be convened within seven (07) days from the intended date of the first meeting. In such case, the meeting may proceed if more than one-half of the members attend.

#### f) Voting methods

- A member of the Board of Directors shall be deemed to attend and vote at a

meeting in the following cases:

- + Attending and voting directly at the meeting;
- + Authorizing another person to attend and vote in accordance with Clause 11, Article 30 of the Company Charter;
- + Attending and voting through online conferences, electronic voting or other electronic forms;
- + Sending voting ballots to the meeting by mail, fax or email;
- + Sending voting ballots by other means.
- Where voting ballots are sent by mail, such ballots must be enclosed in sealed envelopes and delivered to the Chairman of the Board of Directors at least one (01) hour before the opening of the meeting. Ballots may only be opened in the presence of all attendees.

g) Methods of adopting resolutions of the Board of Directors

- The Board of Directors shall adopt resolutions and decisions by voting at meetings, collecting written opinions or other methods prescribed in the Company Charter. Each member of the Board of Directors shall have one vote.
- Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of attending members; in the event of a tied vote, the final decision shall follow the opinion of the Chairman of the Board of Directors.

h) Authorization for another person to attend meetings by members of the Board of Directors

A member may authorize another person to attend and vote at a meeting if approved by the majority of the Board of Directors.

i) Minutes of meetings of the Board of Directors

- Meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or stored in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in foreign languages, including the following principal contents:

- + Name, head office address and enterprise code of the Company;
- + Time and venue of the meeting;
- + Purpose, agenda and contents of the meeting;
- + Full names of attending members or authorized representatives and methods of attendance; names of absent members and reasons for absence;
- + Matters discussed and voted on at the meeting;
- + Summary of opinions expressed by each attending member in chronological order of the meeting;
- + Voting results specifying members voting in favor, against and abstaining;
- + Matters adopted and corresponding approval ratios;
- + Full names and signatures of the chairperson and minute taker.
- The chairperson, minute taker and signatories of the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes.
- Minutes of meetings of the Board of Directors and documents used at meetings must be archived at the Company's head office.
- Minutes prepared in Vietnamese and foreign languages shall have equal legal

validity. In the event of discrepancies, the Vietnamese version shall prevail.

k) Cases where the chairperson and/or secretary refuse to sign the minutes of meetings of the Board of Directors

The minutes must contain the full names and signatures of the chairperson and secretary. If the chairperson and/or secretary refuse to sign the minutes, but all other attending members of the Board of Directors sign and approve the minutes containing all contents prescribed in Points a, b, c, d, dd, e, g and h, Clause 1, Article 158 of the Law on Enterprises, such minutes shall remain valid. The minutes must clearly state the refusal to sign by the chairperson and/or secretary. Persons signing the minutes shall be jointly liable for the accuracy and truthfulness of the contents. The chairperson and secretary shall bear personal liability for damages caused to the enterprise due to refusal to sign the minutes in accordance with the Law on Enterprises.

l) Disclosure of resolutions and decisions of the Board of Directors

Disclosure of resolutions and decisions of the Board of Directors shall comply with securities laws.

5. Selection, appointment and dismissal of the person in charge of corporate governance, including the following principal contents:

a) Standards of the person in charge of corporate governance

- Having knowledge of law;

- Not concurrently working for the independent auditing firm auditing the Company's financial statements;

- Other standards as prescribed by law, the Company Charter and decisions of the Board of Directors.

b) Appointment of the person in charge of corporate governance

The Board of Directors must appoint at least one (01) person in charge of corporate governance to support governance activities at the Company. The person in charge of corporate governance may concurrently act as Company Secretary.

c) Cases of dismissal of the person in charge of corporate governance

The Board of Directors may dismiss the person in charge of corporate governance where necessary, provided such dismissal does not contravene current labor laws.

d) Notification of appointment and dismissal of the person in charge of corporate governance

Notification of appointment and dismissal of the person in charge of corporate governance shall comply with securities laws.

e) Rights and obligations of the person in charge of corporate governance

- Advising the Board of Directors on organizing General Meetings of Shareholders and matters relating to the relationship between the Company and shareholders;

- Preparing meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;

- Advising on meeting procedures;

- Attending meetings;

- Advising on procedures for preparing resolutions of the Board of Directors in compliance with law;

- Providing financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and the

Supervisory Board;

- Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
- Acting as the contact point with stakeholders;
- Maintaining confidentiality of information in accordance with law and the Company Charter;
- Other rights and obligations as prescribed by law and the Company Charter.

#### **Article 4. Board of Supervisors**

1. Roles, rights and obligations of the Board of Supervisors; responsibilities of members of the Board of Supervisors

- The role of the Board of Supervisors is to ensure that the management and operation of the Company's business activities comply with the law.
- The rights and obligations of the Board of Supervisors shall be in accordance with Article 39 of the Company Charter.
- Responsibilities of members of the Board of Supervisors:

Members of the Board of Supervisors shall be responsible for complying with the provisions of law, the Company Charter, and professional ethics in performing their assigned rights and obligations.

2. Term of office, number, composition and structure of members of the Board of Supervisors, including the following principal contents:

a) Term of office, number, composition and structure of members of the Board of Supervisors

- The term of office of members of the Board of Supervisors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms;
- The Board of Supervisors of the Company shall consist of three (03) members;
- The Board of Supervisors shall include one (01) Chief Supervisor and two (02) members.

b) Standards and conditions for members of the Board of Supervisors

Members of the Board of Supervisors must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and the Company Charter, and must not fall into the following cases:

- Working in the accounting or finance department of the Company;
- Being a member or employee of the independent auditing company auditing the Company's financial statements during the preceding three (03) consecutive years.

c) Nomination and self-nomination of members of the Board of Supervisors

- The nomination and self-nomination of members of the Board of Supervisors shall be conducted in accordance with Clauses 1 and 2, Article 25 of the Company Charter.

- In the event that the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the mechanism prescribed in the Company Charter and these Internal Regulations. The nomination of candidates by the incumbent Board of Supervisors must be clearly disclosed and approved by the General Meeting of Shareholders before the nomination process is conducted.

d) The method for electing members of the Board of Supervisors shall comply with Point d, Clause 2, Article 3 of these Regulations.

e) Cases of dismissal and removal of members of the Board of Supervisors

- A member of the Board of Supervisors shall be dismissed in the following cases:

- No longer satisfies the standards and conditions for being a member of the Board of Supervisors as prescribed in Clause 2, Article 37 of the Company Charter;

- Submits a resignation letter which is accepted;

- Other cases prescribed by law and the Company Charter.

- A member of the Board of Supervisors shall be removed from office in the following cases:

- Failure to fulfill assigned duties and tasks;

- Serious or repeated violations of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company Charter;

- Failure to exercise his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;

- Upon decision of the General Meeting of Shareholders;

- Other cases prescribed by law and the Company Charter.

f) Notification of election, dismissal and removal of members of the Board of Supervisors

Notification of the election, dismissal and removal of members of the Board of Supervisors shall comply with Point e, Clause 2, Article 3 of these Regulations.

g) Salaries and other benefits of members of the Board of Supervisors

Salaries and other benefits of members of the Board of Supervisors shall comply with Article 41 of the Company Charter.

## **Article 5. General Director**

1. Roles, responsibilities, rights and obligations of the General Director

- The General Director is the legal representative of the Company and the person in charge of the daily business operations of the Company; subject to the supervision of the Board of Directors; and responsible before the Board of Directors and before the law for the performance of assigned rights and obligations.

- Responsibilities of the General Director:

- To perform assigned rights and obligations honestly, prudently and in the best interests of the Company;

- To be loyal to the interests of the Company; not to use information, know-how, or business opportunities of the Company; not to abuse position or authority and not to use the Company's assets for personal gain or for the interests of other organizations or individuals;

- To promptly, fully and accurately notify the Company of enterprises in which he/she and his/her related persons are owners or hold controlling shares or capital contributions.

- The General Director shall represent the Company in exercising rights and performing obligations arising from transactions of the Company; represent the Company as petitioner, plaintiff, defendant, or person with related rights and

obligations before Arbitration and Courts; and exercise other rights and obligations as prescribed in Clause 4, Article 35 of the Company Charter and relevant laws.

2. Appointment, dismissal, signing and termination of labor contracts with the General Director

a) Term of office, standards and conditions of the General Director

The term of office of the General Director shall not exceed five (05) years, consistent with the term of office of the Company's Board of Directors, and may be reappointed for an unlimited number of terms. A General Director appointed before the effective date of these Regulations shall continue to hold office under the existing appointment decision. In case of reappointment, the appointment term must be consistent with the term of office of the Board of Directors.

The General Director must not be prohibited by law from holding such position and must satisfy the standards and conditions prescribed by law and the Company's Regulations on appointment and reappointment.

b) Nomination, dismissal and removal of the General Director

The Board of Directors may dismiss or remove the General Director upon approval by a majority of attending members of the Board of Directors entitled to vote, and appoint a new General Director in replacement thereof.

c) Appointment and signing of labor contract with the General Director

The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to act as General Director.

d) Dismissal and termination of labor contract with the General Director

The dismissal may cease to be effective based on the provisions of the labor contract, the Company's regulations and applicable laws.

e) Notification of appointment, dismissal, signing and termination of labor contract with the General Director

Notification of appointment, dismissal and removal of the General Director shall comply with Point e, Clause 2, Article 3 of these Regulations.

f) Salary and other benefits of the General Director

The Board of Directors shall determine the salary, remuneration and other benefits of the General Director. The remuneration, salary and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, separately presented in the annual financial statements, and disclosed in the Company's Annual Report.

#### **Article 6. Other Activities**

1. Coordination among the Board of Directors, the Board of Supervisors and the General Director, including the following principal contents:

a) Procedures and order for convening meetings, issuing meeting notices, recording minutes and notifying meeting results among the Board of Directors, the Board of Supervisors and the General Director

- Meetings involving the Board of Directors, the Board of Supervisors and the General Director shall be held periodically at least once every quarter.

- The Chairman of the Board of Directors shall organize the meeting agenda and contents and send invitations to the Board of Supervisors and the Executive Board.

- Meeting notices together with relevant documents shall be sent to members at

least three (03) days prior to the meeting date.

- Regarding adopted decisions, the Board of Supervisors and the Executive Board shall have the right to discuss but shall not have voting rights.

b) Notification of resolutions and decisions of the Board of Directors to the Board of Supervisors and the General Director

Resolutions and decisions of the Board of Directors shall be sent to the Board of Supervisors and the General Director for implementation within their respective authority.

c) Cases where the General Director and the Board of Supervisors request the convening of a meeting of the Board of Directors and matters requiring opinions of the Board of Directors

- Where the General Director or a member of the Board of Supervisors discovers that a member of the Board of Directors, a member of the Board of Supervisors or the General Director has violated the Law on Enterprises or the Company Charter, he/she must immediately notify the Board of Directors in writing requesting the convening of a meeting, and simultaneously request the violating person to cease the violation and adopt remedial measures.

- The General Director shall request the convening of a meeting of the Board of Directors when seeking opinions on business or investment policies under the authority of the Board of Directors or when an event seriously affecting the Company's production and business activities is identified.

d) Reports of the General Director to the Board of Directors on the performance of assigned duties and powers

On a quarterly basis, the General Director must submit reports to the Board of Directors on the performance of assigned duties, clearly analyzing the operational results of each business sector and the degree of achievement compared to plans assigned by the General Meeting of Shareholders and the Board of Directors.

e) Review of the implementation of resolutions and other delegated matters of the Board of Directors to the General Director

- The Board of Directors shall apply the method of self-criticism and criticism, through which the General Director may recognize strengths and weaknesses in order to improve management efficiency.

- The review shall focus on: the implementation of tasks assigned by the Board of Directors under resolutions and other delegated matters, sense of responsibility, results achieved and level of completion of assigned duties.

f) Matters which the General Director must report and provide information on, and methods of notification to the Board of Directors and the Board of Supervisors

- Proposing the number and categories of managers and executives that the Company needs to recruit for appointment or dismissal by the Board of Directors in order to ensure the best management activities.

- Proposing measures to improve the Company's operations and management.

- Reporting to the Board of Directors on the Company's business performance.

- Submitting detailed business plans for the following fiscal year to the Board of Directors for approval.

- Annual budgets (including projected balance sheets, income statements and

cash flow statements) for each fiscal year must be submitted to the Board of Directors for approval.

g) Coordination in control, administration and supervision among members of the Board of Directors, members of the Board of Supervisors and the General Director according to their respective duties

- The Board of Directors shall supervise the activities of the Executive Board through participation in management meetings and periodic reports on business operations and financial status. The Board of Supervisors shall be invited to meetings with the Board of Directors and the General Director to provide assessments and proposals regarding the Company's financial situation.

- Annually, the Board of Supervisors shall hold at least two (02) periodic meetings to supervise the Company's financial situation. The General Director shall be responsible for providing all relevant documents and supporting the Board of Supervisors during the performance of its duties.

2. Regulations on annual assessment, rewards and disciplinary actions for members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives

a) Annual assessment of the performance of members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives

- Annually, based on assigned functions and duties, the Board of Directors shall evaluate the performance level of each member and other executives under its appointment authority.

- The Chief Supervisor shall organize the evaluation of the performance level of each member of the Board of Supervisors.

- The General Director shall take charge of evaluating managers under his/her appointment authority based on VICEM's regulations, the Company's regulations and the annual performance results of the units managed by such managers.

b) Rewards and disciplinary actions for members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives

- Annually, based on assessment results of the Board of Directors, the Board of Supervisors and the Executive Board, the General Director shall submit proposals to the Board of Directors regarding reward levels for individuals.

- Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives who commit violations of law, violations of VICEM's regulations or the Company Charter in performing their duties shall be subject to disciplinary actions in accordance with regulations. If damage is caused to the interests of the Company, shareholders or other persons, compensation must be made in accordance with law.

#### **Article 7. Effectiveness**

These Internal Regulations on Corporate Governance of Bim Son Cement Joint Stock Company comprise seven (07) Articles and shall take effect from the date of signing. /.