



SUSTAINABLE DEVELOPMENT

BINH DUONG MINERAL AND CONSTRUCTION JOINT STOCK COMPANY

No. 8, Nguyen Thi Minh Khai Street, Group 9, Hoa Lan 1 quarter, Thuan Giao ward, Thuan An city, Binh Duong province

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No. 03/2025/NQ-DHDCD

Thuan An, April 25, 2025

DRAFT

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 on April 25, 2025.

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

RESOLVES:

Article 1. Approve the Merger Contract of KSB Industry Development Company Limited into Binh Duong Mineral and Construction Joint Stock Company, with the following contents:

1.1 Information on the Merging Company

- Vietnamese name: CÔNG TY CỔ PHẦN KHOÁNG SẢN VÀ XÂY DỰNG BÌNH DƯƠNG
- English name: Binh Duong Mineral and Construction Joint Stock Company
- Abbreviation: BIMICO
- Address: No. 8 Nguyen Thi Minh Khai Street, Group 9, Hoa Lan 1 Quarter, Thuan Giao Ward, Thuan An City, Binh Duong Province.
- Legal Representative of the Company:
+ Mr. Phan Tan Dat, Position: Chairman of the Board of Directors

+ Mr. Tran Dinh Ha, Position: General Director

- Charter capital: 1,147,791,030,000 VND

1.2 Information on the Merged Company

- Vietnamese name: CÔNG TY TNHH PHÁT TRIỂN CÔNG NGHIỆP KSB

- English name: KSB Industry Development Company Limited

- Abbreviation: KSB IDC

- Address: Lot A1, D1 Road, Zone A, Dat Cuoc Industrial Park, Dat Cuoc Commune, Bac Tan Uyen District, Binh Duong Province.

- Legal Representative: Mr. Le Hoai Nam, Position: General Director

- Charter capital: 200,000,000,000 VND

- 100% of the charter capital is owned by Binh Duong Mineral and Construction Joint Stock Company

1.3 Labor Use Plan

Binh Duong Mineral and Construction Joint Stock Company (“**KSB Company**”) will inherit all rights and obligations of the Acquired Company in continuing to employ labor according to the status quo before the merger, therefore, it is not necessary to develop a labor use plan for KSB Company upon implementation of the merger.

1.4 Methods, procedures, time limit, and conditions for converting assets, converting capital contribution of KSB IDC Company into assets and capital contribution of KSB Company.

- Regarding assets: All assets of the Acquired Company will be converted into assets of KSB Company when the Acquired Company merges into KSB Company in accordance with the prescribed legal procedures.

- Regarding capital contribution: 100% of the Acquired Company's capital contribution worth 200,000,000,000 VND is currently owned by KSB Company, therefore, when implementing the merger of the Acquired Company, KSB does not have to carry out any procedures to issue additional shares or increase charter capital.

1.5 Charter of the Acquiring Company

The merger of the Acquired Company does not lead to any adjustments to the current Charter of KSB Company, therefore, KSB Company does not make any adjustments to the Charter due to the merger of the Acquired Company.

1.6 Operations after the merger

- After Binh Duong Mineral and Construction Joint Stock Company receives the merger, the merged company ceases to exist.

- Binh Duong Mineral and Construction Joint Stock Company continues to maintain its business operations normally as before the merger, while enjoying legitimate rights and interests, and is responsible for the obligations, outstanding debts, labor contracts, and other financial obligations of the merged company (if any).

1.7 Merger implementation deadline: April, 2025.

Article 2. Approval of authorization for the Board of Directors of the Company to carry out all tasks related to the merger process, including but not limited to:

- Implementing the necessary legal procedures as prescribed by law to carry out the merger.

- Approving documents related to the merger process.

- Deciding other issues arising during the merger process, including but not limited to adjusting the merger plan within the scope that does not fundamentally change the content approved by the General Meeting of Shareholders.

- Adjusting and amending the Charter, organizational structure, charter capital, rights, and obligations of relevant parties according to the merger plan.

- Representing the company in carrying out necessary legal procedures at competent state agencies.

- Performing other necessary tasks to complete the merger process.

- Within the authorized scope, the Board of Directors is entitled to re-authorize other personnel of the Company to contact and work with competent state agencies to carry out necessary legal procedures to complete the merger procedures.

Article 3. 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.

**ON BEHALF OF THE GENERAL MEETING
OF SHAREHOLDERS
CHAIRMAN**

