



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
☎ 0274.3822.602 ☎ 0274.3823922
📠 3700148825
✉ info@bimico.com.vn 🌐 www.bimico.com.vn

ORGANIZATIONAL REGULATIONS

2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

OF BINH DUONG MINERAL AND CONSTRUCTION JOINT STOCK COMPANY

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed on 17/06/2020;

Pursuant to the Law on Securities No. 54/2019/QH14 passed on 26/11/2019;

Pursuant to Law No. 03/2022/QH15 amending and supplementing a number of articles of the Law on Public Investment, the Law on Investment under the Public-Private Partnership method, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprise, the Law on Special Consumption Tax and the Law on Civil Judgment Enforcement passed on January 11, 2022;

Pursuant to the Charter of Binh Duong Mineral And Construction Joint Stock Company (**“Charter”**);

Pursuant to the Internal Regulations on Corporate Governance of Binh Duong Mineral And Construction Joint Stock Company (**“Regulations on Corporate Governance”**);

The 2025 Annual General Meeting of Shareholders of Binh Duong Mineral And Construction Joint Stock Company shall be organized and conducted in accordance with the provisions of this Regulations (hereinafter referred to as the **“Regulations”**) as follows:

CHAPTER I

GENERAL PROVISIONS

Article 1. Governing scope and applicable entities

1. This Regulations applies to the organization of the 2025 Annual General Meeting of Shareholders (hereinafter referred to as the **“GMS”**) of Binh Duong Mineral And Construction Joint Stock Company (hereinafter referred to as the **“Company”** or **“KSB”**) in the form of a virtual meeting (as defined in Clause 7, Article 2 of this Regulations) and stipulates the voting by electronic voting (as defined in Clause 3, Article 2 of this Regulations) of Shareholders/Shareholder representatives at the virtual meeting.

2. This Regulations specifies the rights and obligations of Shareholders and parties participating in the virtual meeting; conditions and procedures for conducting the virtual meeting; and the voting method for passing resolutions on matters of the GMS.

3. Shareholders, Shareholder representatives, and parties participating in the meeting are responsible for complying with the provisions of this Regulations.

Article 2. Definitions

1. **“GMS Organizing Committee”**: refers to the unit established to serve the preparation and organization of the GMS.

2. “Voting”: refers to the act of a Shareholder/Shareholder representatives exercising their right to express opinions on contents and matters within the decision-making authority of the GMS.

3. “Electronic Voting”: refers to the act of a Shareholder/ Shareholder representatives conducting voting through the online system.

4. “Shareholder Representative”: refers to a person who is duly authorized by a Shareholder to attend the virtual meeting and conduct electronic voting.

5. “Agenda”: refers to the contents and matters in the GMS meeting program for Shareholders/Shareholder representatives to vote on.

6. “Shareholder”: refers to a person who owns shares of KSB, whose name is on the list of Shareholders entitled to attend the GMS meeting as of the last registration date (March 24, 2025), provided by the Vietnam Securities Depository.

7. “Virtual Meeting/Online Meeting”: refers to the form of organizing the GMS meeting using electronic means to connect and transmit images and sound via the internet, allowing Shareholders/Shareholder representatives in different locations to attend, monitor the meeting's progress, discuss, and vote on matters of the meeting.

8. “Attending the Online Meeting”: refers to a Shareholder or their representative logging into the online system to participate in the online meeting.

9. “Online Meeting Venue”: refers to the physical location where the Chairperson is present to preside over the online meeting.

10. “Online System”: refers to the comprehensive technical infrastructure (including but not limited to hardware, applications, software/website) established and utilized by the company to organize and operate the online meeting and conduct electronic voting. Shareholders/Shareholder representatives can access the online system to register for attendance, follow proceedings, participate in discussions, and cast their votes electronically.

11. “System Opening Time”: refers to the time when Shareholders/Shareholder representatives are permitted to log into the online system to register for the online meeting and cast their votes electronically. The online system will officially open for registration and voting from 07:30 on April 25th 2024 (Vietnam time).

CHAPTER II

RIGHTS AND OBLIGATIONS OF ONLINE MEETING PARTICIPANTS

Article 3. Rights and Obligations of Shareholders and their Representatives

Shareholders/Shareholders representatives are entitled to attend the online meeting and vote on all matters requiring a vote on the agenda, as stipulated in the Company Charter, these Regulations, and guidance from the General Meeting Organizing Committee.

a. Shareholders/Shareholders representatives participating in the online meeting have the right to express their opinions and engage in discussions at the General Meeting of Shareholders through the online system as stipulated in Article 10 of these Regulations.

b. Shareholders may log into the online system, follow the proceedings of the General Meeting of Shareholders on electronic devices (e.g., computers, laptops, phones, etc.) and/or

cast their votes electronically through the online system.

c. In cases where a Shareholder authorizes a representative to attend the online meeting and cast votes electronically in accordance with the law, the Company Charter, and these Regulations, upon receiving valid authorization from the Shareholder, the company will grant access to the representative to enter the online system and attend the online meeting on behalf of the authorizing Shareholder.

d. Shareholders who have authorized a representative to attend and exercise their shareholder rights at the online meeting may still log into the online system to monitor and participate in discussions at the online meeting. However, such Shareholders will not be able to vote electronically. Shareholders bear full responsibility for the authorization and the results of electronic voting on the company's online system.

e. Shareholders/Shareholders representatives are responsible for safeguarding their personal information and other identifying information provided by the company (such as authentication codes, OTP codes, etc.) to ensure that only they can access the online system to attend, discuss, contribute opinions, and vote electronically.

f. Shareholders/Shareholders representatives must comply with the provisions of the law, the Company Charter, and these Regulations; adhere to the direction and management of the Chairperson throughout the meeting; and respect the outcome of the online meeting. Shareholders/their representatives must not cause disruption or disorder during the online meeting.

Article 4. Chairperson Board

The Chairman of the Board presides as Chairman of the online general meeting ("**Chairman**"), assisted by several members of the Board of Directors (as proposed by the Chairman) to co-manage the online general meeting (referred to as the "**Chairperson Board**").

a. The members of the Chairperson Board shall comply with the direction/administration of the Chairman in discussing matters related to conducting the online general meeting. In all cases, the Chairman's decision is final.

b. The Chairperson Board supports the Chairman in conducting the online general meeting in accordance with the provisions of this Regulations and the contents of the agenda approved by the General Meeting of Shareholders.

c. The Chairperson Board is entitled to implement necessary and reasonable measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants.

Article 5. Secretary Board

1. The chair shall appoint one or some people as secretaries of the online general meeting ("**Secretary Board**").

2. The Secretary Board shall perform the following tasks:

a. Receive and synthesize the opinions of Shareholders/Shareholder representatives throughout the online general meeting and forward them to the Chairperson Board;

b. Fully and truthfully record the entire proceedings of the online general meeting and

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matters approved or noted by Shareholders/Shareholder representatives at the online general meeting;

c. Draft minutes of the meeting and resolutions on matters approved at the online general meeting;

d. Perform other tasks assigned by the Chairman related to the online general meeting.

Article 6. Shareholder/Delegate Eligibility Check Committee

1. The Shareholder/Delegate Eligibility Check Committee is a working body of the Organizing Committee of the General Meeting of Shareholders. The number of members and composition of the Shareholder/Delegate Eligibility Check Committee shall be decided by the Organizing Committee of the General Meeting of Shareholders.

2. The Shareholder/Delegate Eligibility Check Committee is responsible for:

a. Checking the proxies of Shareholders sent to the Company;

b. Checking the eligibility of Shareholders and Shareholder representatives attending the online general meeting in accordance with the provisions of law, the Company's Charter and the regulations of this Regulations;

c. The Head of the Shareholder/Delegate Eligibility Check Committee shall report to the General Meeting of Shareholders on the number of Shareholders attending the online general meeting and declare the opening of the online general meeting when the conditions specified in Clause 1, Article 9 of this Regulations are met.

Article 7. Ballot Counting Committee

1. The Ballot Counting Committee shall consist of three (03) people, including one (01) Head and two (02) members introduced by the Chairman and approved by the general meeting.

2. The Ballot Counting Committee has the following rights and obligations:

a. Instructing Shareholders/Shareholder representatives on how to vote at the online general meeting by electronic voting;

b. Conducting ballot counting;

c. Preparing and announcing the Ballot Counting Minutes before the General Meeting of Shareholders;

d. Being responsible for the honesty and accuracy of the ballot counting results.

CHAPTER III

PROCEDURES FOR CONDUCTING THE ONLINE GENERAL MEETING AND ELECTRONIC VOTING

Article 8. Attending the Online General Meeting

1. Shareholders will attend the online general meeting according to the login account information provided in the Notice of Meeting.

2. Authorization to attend the AGM:

a. Shareholders may authorize all or part of their voting shares to other individuals or

organizations (“**Shareholders’ Representatives**”) to attend the online meeting and/or conduct electronic voting on their behalf.

b. The authorization is considered valid and legally binding when satisfying the following conditions:

- Shareholders have not logged in and voted on the company's online system.
- The authorization is performed on the online system or made in writing (which can be in accordance with the Company's authorization form or self-prepared by the Shareholders), clearly stating the information of the individual/organization authorized by the Shareholders, the number of shares authorized, signed and sealed (in case of written authorization) by the authorizing party and the authorized party.
- The company receives a valid authorization document **no later than before the opening time of the Meeting**. The authorization document can be sent to the Company by email, by post or by guaranteed delivery service.

c. Cancellation of authorization: In case Shareholders wish to cancel a previously valid authorization, they must send a written notice to the Company in the case of written authorization (delivered directly, sent by email, by post, or by guaranteed delivery service) or notify the Shareholder/Delegate Eligibility Check Committee to cancel the authorization request **no later than before the opening time of the Meeting**. The cancellation of authorization takes effect from the time the Company receives the valid request from the Shareholders.

d. Shareholders/Shareholders' Representatives access the link published by the Company to attend the online meeting and conduct electronic voting.

Article 9. Verification of Shareholder Status and Conditions for Conducting the Online Meeting

The Shareholder/Delegate Eligibility Check Committee bases its decision on:

1. No. of Shareholders/Shareholders' Representatives successfully logged into the online system from the time the online system opened until 08:30 AM on April 25, 2025, as the basis for determining the total number of Shareholders/Shareholders' Representatives attending the online meeting at the opening time of the meeting, thereby determining the total number of shares they own and/or represent as the basis for determining sufficient conditions for opening the online meeting as prescribed in Clause 3, Article 9 of these Regulations.

2. The Shareholder/Delegate Eligibility Check Committee reports to the General Meeting of Shareholders on the number of Shareholders/Shareholders' Representatives attending, the total number of shares owned and/or represented by the Shareholders/Shareholders' Representatives attending the online meeting, and the attendance rate at the opening time to determine sufficient conditions for conducting the online meeting.

3. The online meeting is conducted when the number of registered Shareholders/Shareholders' Representatives represents more than 50% of the Company's total voting shares (according to the list of Shareholders as of the last registration date of March 24, 2025, provided by the Vietnam Securities Depository).

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Article 10. Discussion at the Online Meeting

1. Shareholders/Shareholders representatives conduct discussions as guided by the Chairman during the online meeting.

2. Shareholders/Shareholders representatives may discuss at the online meeting by sending questions/comments to the Chairperson Board via the online system. The Secretary Board is responsible for summarizing the questions and comments of Shareholders/Shareholders' Representatives and forwarding them to the Chairperson Board.

3. The discussion and answering of questions and inquiries from Shareholders/Shareholder representatives will be conducted according to the following principles and methods:

a. The Chairman will base the arrangement and scheduling of speaking time for Shareholders/Shareholder representatives on the meeting agenda's timeframe.

b. Shareholders/Shareholder representatives need to speak concisely and relevantly to the agenda's contents. The Chairman has the right to exclude questions from the discussion and/or stop a Shareholder/Shareholder representative's statement if they deem the question or discussion repetitive or irrelevant to the agenda.

c. In cases where the discussion exceeds the allotted meeting time, unanswered questions at the online meeting will be recorded by the Secretary Board, and the Chairperson Board may respond later to the Shareholders/Shareholder representatives via email or other appropriate means in accordance with the Company Charter and legal regulations.

Article 11. Voting to Approve Matters of the Online Meeting

Shareholders/Shareholder representatives shall exercise their voting rights at the online meeting through electronic voting as stipulated in these regulations.

1. The Shareholders/Shareholder representatives will exercise their voting rights on the online system established by the company.

2. Voting Time:

Shareholders/Shareholder representatives can vote at the following times:

a. From the time the online system opens until before the online meeting commences; or
b. Directly at the online meeting (starting from the commencement time and following the proceedings of the online meeting).

3. Shareholders/Shareholder representatives who have cast their electronic votes will not be able to change their voting decisions. From the closing time of electronic voting onward, voting on the online system will be closed. The company will record the voting results of the Shareholders/Shareholder representatives on the online system.

a. The voting period for the agenda items at the online meeting will be announced by the Chairman. Shareholders/Shareholder representatives must ensure they complete their voting before the deadline.

b. Shareholders or their representatives attending the online meeting after its commencement still retain the right to participate in the Voting. In this case, the validity of

previously voted matters will not be altered.

4. Voting Procedure:

a. After successfully logging into the online system, Shareholders/Shareholder representatives may cast their votes on the agenda items through electronic voting.

b. Shareholders/Shareholder representatives shall vote by selecting one (01) of the three (03) corresponding boxes: "**Agree**," "**Disagree**," or "**Abstain**" for each voting item.

c. Voting results will only be counted when the Shareholder/Shareholder representative completes the voting process for all agenda items and submits their voting results through the online system.

d. Shareholders/Shareholder representatives encountering issues or incidents with electronic voting on the online system can contact the hotline number announced by the Annual General Meeting Organizing Committee for guidance and support in completing their votes.

5. Vote Counting Result:

a. The Ballot Counting Committee is responsible for reviewing the electronic voting results to compile the Voting results of all Shareholders/Shareholder representatives attending and Voting at the online meeting.

b. The voting results shall be determined for each voting matter and calculated as a percentage (%) rounded to four (04) decimal places.

c. The voting results are recorded by the Vote Counting Board in the vote counting minutes and announced immediately at the online meeting. The vote counting minutes are signed by the members of the Vote Counting Board to confirm the accuracy, transparency, and adherence to the principles and procedures of vote counting.

d. The vote counting minutes must clearly state the following contents:

- Total voting shares of all shareholders who attended and voted at the online meeting;
- Total shares voted "Agree", "Disagree", "Abstain" for each voting matter and the corresponding percentage (%) of the total voting shares of shareholders attending and voting at the online meeting;
- Matters approved by the General Meeting of Shareholders.

Article 12. Passage of Resolutions of the General Meeting of Shareholders

The Voting rate for approving the contents of the agenda is carried out in accordance with the provisions of Article 22 of This Regulations.

Article 13. Minutes of the Meeting

1. All content at the online meeting must be recorded in the minutes by the secretary.

2. The minutes of the meeting must be announced before the General Meeting of Shareholders and approved by the General Meeting of Shareholders before the closing of the meeting.



CHAPTER IV
IMPLEMENTATION CLAUSES

Article 14. Implementation Clause

This Regulations shall take effect from the date it is signed and promulgated by the Chairman Of The Board Of Directors and shall be applied at the 2025 Annual General Meeting of Shareholders of Binh Duong Mineral And Construction Joint Stock Company held on 25/4/2025.

Thuan An,, 2025
ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN

Phan Tan Dat