

Appendix CBTT/SGDHCM-02

(Ban hành kèm theo Quyết định số 340/QĐ-SGDHCM ngày 19 tháng 08 năm 2016 của TGD
SGDCK TPHCM về Quy chế Công bố thông tin tại SGDCK TPHCM)
(*Promulgated with the Decision No 340/QĐ-SGDHCM on August 19, 2016 of the Hochiminh
Stock Exchange on Disclosure of Information Regulation on Hochiminh Stock Exchange*)

**CÔNG TY CP KHOÁNG SẢN
VÀ XÂY DỰNG BÌNH DƯƠNG
BINH DUONG MINERAL AND
CONSTRUCTION JSC**

Số/No.: *10*/2025/KS

**CÔNG BỐ THÔNG TIN TRÊN
CỔNG THÔNG TIN ĐIỆN TỬ CỦA
ỦY BAN CHỨNG KHOÁN NHÀ
NƯỚC VÀ SGDCK TP.HCM**

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

Bình Dương, ngày 26 tháng 4 năm 2025
Binh Duong, day 25 month 4 year 2025

**DISCLOSURE OF INFORMATION ON THE
STATE SECURITIES COMMISSION'S PORTAL
AND HO CHI MINH STOCK EXCHANGE'S
PORTAL**

Kính gửi/ To:

- Ủy ban Chứng khoán Nhà nước/ *The State Securities Commission*
- Sở Giao dịch chứng khoán TP.HCM/ *Hochiminh Stock Exchange*

- Tên tổ chức / *Organization name*: **CÔNG TY CỔ PHẦN KHOÁNG SẢN VÀ XÂY
DỰNG BÌNH DƯƠNG/ BINH DUONG MINERAL AND CONSTRUCTION JSC**

- Mã chứng khoán/ *Security Symbol*: **KSB**

- Địa chỉ trụ sở chính/ *Address*: số 8 Nguyễn Thị Minh Khai, phường Thuận Giao, thành phố
Thuận An, tỉnh Bình Dương/ No 8 Nguyen Thi Minh Khai, Thuan Giao ward, Thuan An city,
Binh Duong province

- Điện thoại/ *Telephone*: 0274 3822602

- Fax: 0274 3823922

- Người thực hiện công bố thông tin/ *Submitted by*: **Trần Đình Hà**

Chức vụ/ *Position*: Tổng Giám Đốc/ CEO

Loại thông tin công bố : ☒ định kỳ ☐ bất thường ☐ 24h ☐ theo yêu cầu

Information disclosure type: ☒ Periodic ☐ Irregular ☐ 24 hours ☐ On demand

Nội dung thông tin công bố (*)/ Content of Information disclosure (*):

Nghị quyết và biên bản họp Đại hội đồng cổ đông thường niên năm 2025 / *Resolution
and minutes of the 2025 Annual General Meeting of Shareholders*

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 26/4/2025
tại đường dẫn : <http://www.bimico.com.vn>

*This information was disclosed on Company on date 26/4/2025 Available at:
<http://www.bimico.com.vn>*

Tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố./

I declare that all information provided in this paper is true and accurate; I shall be legally responsible for any misrepresentation.

Tài liệu đính kèm/Attachment :

Tài liệu liên quan đến nội dung thông tin công bố/ Documents on disclosed information.

Đại diện tổ chức
Organization representative
Người đại diện theo pháp luật
Legal representative



TRẦN ĐÌNH HÀ
TỔNG GIÁM ĐỐC



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. 01/2025/BBH -DHD CD

Thuan An, April 25, 2025

MINUTES OF THE MEETING
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Company name: **BINH DUONG MINERAL AND CONSTRUCTION JOINT STOCK COMPANY ("KSB")**.

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

- Business Registration Certificate No.: 3700148825, issued by the Binh Duong Department of Planning and Investment, first issued on April 27, 2006, and amended for the 27th time on October 17, 2024.

- Opening time: 08:40 AM, April 25, 2025.

- Form of organizing the General Meeting of Shareholders ("**GMS**"): Online Meeting.

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

The 2025 Annual General Meeting of Shareholders of Binh Duong Mineral and Construction Joint Stock Company was held with the following agenda:

I. ATTENDANCE COMPOSITION

The shareholders and their representatives, according to the shareholder eligibility check report, are as follows:

- The number of shareholders according to the list provided by the Vietnam Securities Depository and Clearing Corporation on March 24, 2025, is: 13,920 shareholders, owning 114,779,103 shares (representing 100% of the charter capital).

- After excluding 335,400 treasury shares, the number of outstanding shares with voting rights is 114,443,703 shares, owned by 13,919 shareholders.

- The number of shareholders attending and authorizing their participation in the meeting is: 249 shareholders, owning 59,191,761 shares, accounting for 51.7213% of the total voting shares at the meeting.

- Pursuant to Clause 1, Article 145 of the 2020 Enterprise Law, the 2025 Annual General Meeting of Shareholders of Binh Duong Mineral and Construction Joint Stock Company meets the required conditions and procedures for the meeting.

- The Organizing Committee of the meeting proposed that shareholders vote to approve the meeting's organizational regulations and agenda, with 100% approval from the shareholders attending the meeting.

The Organizing Committee introduced the members of the Chairperson Board, the Secretary Board, and the Ballot Counting Board as follows:

*** Chairperson Board:**

1. Mr. Phan Tan Dat, Chairman of the Board of Directors: Chairperson
2. Mr. Tran Dinh Ha, Member of the Board of Directors and General Director: Member

*** Secretary Board:**

1. Mr. Nguyen Van Dong, Head of the Administrative and Human Resources Department: Head of Secretary Board
2. Ms. Duong Hong Hanh, Senior at the Board of Directors Office: Member

*** Ballot Counting Committee:**

1. Mr. Mai Van Lich, Head of the Internal Audit Committee: Head
2. Mr. Ta Hoang Anh, Head of the Planning and Business Development Department: Member
3. Mr. Luu Ngoc Phuong, Deputy Head of the Planning and Business Development Department: Member

The meeting voted on the number of attendees and personnel as listed above, with 100% approval.

II. MEETING PROCEEDINGS:

A. Reports presented at the General Meeting:

1. Mr. **Tran Dinh Ha** - Member of the Board of Directors cum General Director presented the Report of the Board of Management on the 2024 production and business results and the 2025 Production and Business Plan.

2. Mr. **Phan Tan Dat** – Chairman of the Board of Directors presented the Report on the activities of the Board of Directors in 2024 and the Action Plan for 2025.

3. Mr. **Hoang Nguyen Binh** – Member of the Board of Directors, Chairman of the Audit Committee presented the Report on the activities of the Audit Committee for 2024.

4. Mr. **Tran Hoang Anh** – Member of the Board of Directors presented the following Contents:

- a. Proposal for Profit distribution.

- b. Proposal for selection of an independent audit firm for the fiscal year 2025.
- c. Proposal for cancellation of the share issuance options to increase charter capital.
- d. Proposal for additional issuance of shares to increase charter capital.

5. Mr. Le Dinh Vu Long – Deputy General Directors of the Company presented the following Contents:

- a. Proposal for approval of the Audited Financial statements for 2024.
- b. Proposal for payment of remuneration and operating budget of the Board of Directors and Sub-Committees.
- c. Proposal for approve the Company Merger Contract.
- d. Proposal for the removal, addition of industries, professions, and amendment and supplement to the Charter and Regulations on the operation of the Board of Directors.

B. Discussion:

After hearing the Chairperson present the reports and proposals, the meeting continued with the Q&A and discussion session.

(The detailed discussion content is provided in Appendix No. 01/2025/PL-BBH-DHDCD dated April 25, 2025, attached to this Minutes.)

C. Voting at the GMS

No.	Content	Agree		Disagree		No Opinion	
		Total votes	Percentage	Total votes	Percentage	Total votes	Percentage
1	Report of the Board of Management on the 2024 production and business results and the 2025 Production and Business Plan	46,377,378	96.0289%	1,078,300	2.2327%	839,539	1.7384%
2	Report on the activities of the Board of Directors in 2024 and the Action Plan for 2025	46,377,378	96.0289%	1,203,850	2.4927%	713,989	1.4784%
3	Report on the activities of the Audit Committee for 2024	46,377,378	96.0289%	1,078,300	2.2327%	839,539	1.7384%
4	Proposal for approval of the Audited Financial statements for 2024	46,502,928	96.2889%	1,078,300	2.2327%	713,989	1.4784%

No.	Content	Agree		Disagree		No Opinion	
		Total votes	Percentage	Total votes	Percentage	Total votes	Percentage
5	Proposal for Profit distribution	46,269,156	95.8048%	1,312,072	2.7168%	713,989	1.4784%
6	Proposal for payment of remuneration and operating budget of the Board of Directors and Sub-Committees	46,277,378	95.8219%	1,303,850	2.6997%	713,989	1.4784%
7	Proposal for selection of an independent audit firm for the fiscal year 2025	46,502,928	96.2889%	1,078,300	2.2327%	713,989	1.4784%
8	Proposal for approve the Company Merger Contract	46,498,106	96.2789%	1,078,300	2.2327%	718,811	1.4884%
9	Proposal for cancellation of the share issuance options to increase charter capital	46,398,106	96.0718%	1,178,300	2.4398%	718,811	1.4884%
10	Proposal for the plan to issue shares to existing shareholders	46,267,378	95.8012%	1,313,850	2.7205%	713,989	1.4783%
11	Proposal for the removal, addition of industries, professions, and amendment and supplement to the Charter and Regulations on the operation of the Board of Directors	46,372,556	96.0189%	1,203,850	2.4927%	718,811	1.4884%

D. Conclusion of the Meeting

Before the conclusion of the Meeting, the Chairperson Board appointed Mr. Nguyen Van Dong, representative of the Secretary Board, to read the draft Minutes and Resolutions of the GMS.

The General Meeting of Shareholders voted to approve the Minutes and Resolution of the meeting, with the following results:

No.	Content	Agree		Disagree		No Opinion	
		Total votes	Percentage	Total votes	Percentage	Total votes	Percentage
1	Minutes of the 2025 Annual General Meeting of Shareholders	47,009,878	96.0803%	295,450	0.6038%	1,622,389	3.3159%
2	Resolution of the 2025 Annual General Meeting of Shareholders	47,004,878	96.0799%	295,450	0.6039%	1,622,389	3.3162%

The 2025 Annual General Meeting of Shareholders of Binh Duong Mineral and Construction Joint Stock Company concluded at 11:30 AM on the same day./.

**ON BEHALF OF THE
SECRETARY BOARD
HEAD OF THE BOARD**

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

Signed

Nguyen Van Dong

Signed

Phan Tan Dat



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No. 01/2025/PL-BBH-DHDCD

Thuan An, April 25, 2025

APPENDIX

Summary of the discussion contents at the 2025 Annual General Meeting of Shareholders

Binh Duong Mineral and Construction Joint Stock Company

((This appendix is attached to the Minutes of the 2025 Annual General Meeting of Shareholders of Binh Duong Mineral and Construction Joint Stock Company No. 01/2025/BBH-DHDCD on April 25, 2025))

Question 1: The mineral exploitation plan this year has increased significantly, with the expected output of stone sales reaching 3.5 million m³. On what basis does the company project this plan?

Answer: The 2025 plan for the construction stone sector, with a target of 3.5 million m³, is based on the company's current mining capacity. The plan is entirely feasible, specifically:

- Tan My Quarry: In 2025, we expect to operate at full permitted capacity. Based on the results of the first 4 months of the year and the current mining progress, we believe the Tan My quarry will meet the planned target set at the beginning of the year (2.2 million m³).

- Tam Lap 3 Quarry: In 2025, we expect to reach about 75% of its capacity (1.1 million m³).

- Thien Tan 7 Quarry: The expected plan is more than 300,000 m³ for this year.

Thus, the total production could reach 3,500,000 m³, and we are confident that this target will be achieved.

Question 2: Could the Chairman share more about the business direction for the two sectors of mineral exploitation and industrial park real estate in the coming period?

Answer: It can be affirmed that the two core sectors of the Company currently are construction material mining and industrial park real estate.

- In the mineral exploitation sector: We are focusing on maximizing the exploitation of existing licensed quarries. At the Thien Tan 7 Quarry, we are operating close to full capacity, with only a small area left that needs compensation. Once this is completed, we will reach full extraction capacity. For the Tan My Quarry, in 2025, we will maximize the capacity. While the rainy season may slow down extraction due to weather conditions, we have solutions in place

to accelerate the mining process, and we expect to reach the maximum licensed capacity. As for the Tam Lap 3 Quarry, mining has been ongoing since January of this year, and we expect some challenges in the first 6 months. However, after this period, we anticipate stable mining operations. In mining activities, the first year typically achieves 50% of the capacity. We expect stable mining after July, with a production capacity of 70% of the annual plan. From the second year onwards, we plan to reach 100% of the capacity.

Currently, the Binh Duong province's planning for the 2021-2030 period, with a vision to 2050, has approved the mining areas. There are two main areas: the Tan My - Thuong Tan area, which allows mining down to -120 meters, and the Phu Giao area, which allows mining down to -70 meters. Some quarries can be interconnected. For the Tan My Quarry, the license is valid until 2029, and the Company still has time to apply for further mining. For the Phuoc Vinh Quarry, the Company plans to submit an application for exploration down to -70 meters and expand the area by 60 hectares, which will increase the production and revenue in subsequent years.

- In the industrial park real estate sector: Currently, the Dat Cuoc Industrial Park is urgently completing the remaining legal procedures for the expansion. The Hoa Lu Industrial Park has completed the legal procedures, and the construction permit is expected to be applied for in September, with infrastructure development to follow.

In addition, the Company will continue to search for new and profitable quarries for investment, as well as apply for permits to develop other industrial clusters and parks in Binh Duong province.

Question 3: Will the upcoming provincial merger significantly affect the development of the Hoa Lu Industrial Park project?

Answer: When the Company implemented the investment in the Hoa Lu Industrial Park, it had thoroughly considered the potential, advantages, and very strict legal procedures. Therefore, the provincial merger will not significantly affect the development of this project.

Question 4: How is the current tariff situation affecting the Company?

Answer: The current tariff situation undoubtedly affects companies in the industrial parks. Currently, most businesses operating in the Dat Cuoc Industrial Park import raw materials for direct production and deep processing, not merely for simple outsourcing. Therefore, the imposition of tariffs, if any, will impact them, but the degree of impact is not significant. Moreover, due to the delay in applying the tariffs for 90 days and the efforts made by the Vietnamese Government in negotiations, the tariffs will likely be at a suitable level. According to the report from the leadership of the Dat Cuoc Industrial Park, there have been no businesses here that have announced a reduction in production capacity or halted production up to now.

Question 5: The accumulated after-tax profit has exceeded 1,000 billion VND, could the Chairperson share the plan for handling this?

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Answer: This is the accumulation of our company over the past years. By the 2026 Annual General Meeting of Shareholders, the Board of Directors will propose to distribute dividends from this accumulated source.

Question 6: Does the company have a plan to increase the proportion of profits from the industrial real estate sector in the future?

Answer: Certainly, the proportion of profits from the industrial real estate sector will increase next year. This year, KSB will strive to obtain the construction permit for the Hoa Lu Industrial Park, and we will prepare to attract customers for leasing. Therefore, in 2026, the profit proportion will rise. As for the Dat Cuoc Industrial Park, in 2025, we aim to complete the legal procedures related to land. After that, leasing will begin, and we already have some customers who are eager to make deposits. Once the industrial park completes the land handover procedures for customers, profits will increase.

Question 7: Does the company plan to attract strategic investors or large organizations in the upcoming issuance to increase the credibility and liquidity of its shares?

Answer: This issuance will be entirely for existing shareholders. If the shares are not fully subscribed by existing shareholders, they will be sold to other investors. However, the primary focus of this issuance is to offer shares to existing shareholders only..

Question 8: Could the leadership share more about the VLB issue?

Answer: KSB invested in VLB through an investment company, holding 22.05%. VLB is an affiliated company, and the investment is currently yielding positive results. According to the Q1/2025 report, KSB's consolidated profit from the affiliated company VLB reached 12 billion VND.





SUSTAINABLE DEVELOPMENT



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No. 01/2025/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. Approving the Report of the Board of Management on the 2024 production and business results and the 2025 Production and Business Plan.

Article 2. Approving the Report on the activities of the Board of Directors in 2024 and the Action Plan for 2025.

Article 3. Approving the Report on the activities of the Audit Committee for 2024.

Article 4. Approving the 2024 Financial Statements audited by Ernst & Young Vietnam Co., Ltd.

Article 5. Approving the profit distribution plan for 2024 and the plan for 2025 as presented in Proposal No. 05/2025/KSB/DHCD-TTr dated April 04, 2025.

Article 6. Approving the payment of remuneration and operating budget of the Board of Directors and Sub-Committees; The plan for remuneration payment and operating budget for the Board of Directors and its Sub-Committees in 2025 is 5,000,000,000 (Five billion) VND.

Article 7. Approving the selection of an independent audit firm for the fiscal year 2025.



The General Meeting of Shareholders authorizes the Board of Directors to select one of the auditing companies according to the criteria stated in Proposal No. 07/2025/KSB/DHCD-TTr dated April 04, 2025 to audit the Financial Statements for the fiscal year 2024, ensuring maximum benefits for the Company.

Article 8. Implementation Clause

This Resolution is approved by the General Meeting of Shareholders and takes effect from April 25, 2025. The Board of Directors, the 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





No. 02/2024/NQ-DHDCD

Thuan An, April 25, 2025

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

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. Approve the removal and addition of business lines, as follows:

1. Remove business lines:

No.	Industry Name	Industry Code
1	Providing non-regular catering services under contract with customers Details: Providing non-regular catering services under contract with customers (serving parties, conferences, weddings...)	5621
2	Operations of sports facilities Details: mini football field	9311
3	Production of concrete and products from cement and gypsum. Details: production of precast concrete components	2395

4	Production of metal components Details: production and processing of various steel shapes	2511
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2. Add business lines:

No.	Industry Name	Industry Code
1	Drainage and wastewater treatment Details: Wastewater treatment (Only allowed to treat after completing all procedures related to land, construction, fire prevention and fighting, and environmental protection)	3700
2	Consulting, brokerage, real estate auction, land use rights auction Details: Real estate business services (real estate brokerage; real estate valuation; real estate trading floor; real estate consulting; real estate auction; real estate management; real estate exploitation) except for judicial administrative services, including judicial expertise services, bailiff services, asset auction services, notary services, services of funeral undertakers	6820

Article 2. Approve the amendment and supplement to the Charter of Binh Duong Mineral and Construction Joint Stock Company

2.1 Amend Article 4.1 regarding the Company's business lines in the Company's Charter to reflect the change in business lines as stated in Article 1 of this Resolution.

2.2 Amend Clause 1, Article 6 of the Company's Charter, as follows:

Article 6. Charter capital, shares, founding shareholders

1. The Company's Charter capital is the Charter capital stated on the Business Registration Certificate issued by the competent authority. Each share has a par value of 10,000 VND; the number of shares of the Company shall be equal to the Charter capital divided by the par value of one share.

2.3 Amend points a and c of clause 6, Article 15 of the Company's Charter, as follows:

Article 15. General Meeting of Shareholders

6. Organization of the General Meeting of Shareholders

a. The General Meeting of Shareholders shall be held in person; online, or a combination of both in-person and online forms as decided by the Board of Directors.

c. The Company shall issue regulations on organizing the General Meeting of Shareholders in accordance with actual conditions, the form of organization as prescribed in this Charter, and the provisions of law.

Article 3. Approve the amendment to clause 1, Article 24 of the Regulations on Operation of the Board of Directors

Article 24. Division of Authority between the Board of Directors and the General Director

1. Principle of Decentralization: The General Director is proactive and has full authority to decide on all matters related to the conduct of routine transactions and ensure the smooth daily operation of the company and its member units in accordance with and within the limits of the authority and authorization of the Board of Directors as stipulated in the Company Charter, these Regulations, the Financial Regulations, other regulations of the Company; the authorization documents of the Board of Directors, and the Chairman of the Board of Directors issued for each project, program, each stage and in special cases.

Article 4. Implementation Clause

This Resolution is passed by the General Meeting of Shareholders and takes effect from April 25, 2025. The Board of Directors, the Board of Management, relevant organizations and individuals, and shareholders are responsible for implementing this Resolution./.

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

Signed

Phan Tan Dat





SUSTAINABLE DEVELOPMENT



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No. 03/2025/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. Approve the Merger Contract of KSB Industry Development Company Limited into Binh Duong Mineral and Construction Joint Stock Company (attached is the content of the merger agreement).

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.

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

Signed

Phan Tan Dat





THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

MERGER CONTRACT

(No.:/2025/HDSN)

between

BINH DUONG MINERAL AND CONSTRUCTION JOINT STOCK COMPANY

and

KSB INDUSTRY DEVELOPMENT COMPANY LIMITED

Binh Duong,/2025



LEGAL BASIS:

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Securities Law;
- Pursuant to Decree No. 01/2021/ND-CP dated January 4, 2021, on business registration;
- Pursuant to the Resolution of the General Meeting of Shareholders of Binh Duong Mineral and Construction Joint Stock Company No. 03/2024/NQ-DHDCD dated May 24, 2024, approving the merger of KSB Industrial Development Co., Ltd. into Binh Duong Mineral and Construction Joint Stock Company;
- Pursuant to the Resolution of the Board of Directors No. 05/2025/NQ-HDQT dated April 4, 2025, of the Board of Directors of Binh Duong Mineral and Construction Joint Stock Company;
- Pursuant to Decision No./2025/QD-CSH of the owner of KSB Industrial Development Co., Ltd.;
- Pursuant to the Resolution of the General Meeting of Shareholders of Binh Duong Mineral and Construction Joint Stock Company No./2025/NQ-HDQT dated/4/2025, approving the Merger Agreement between KSB Industrial Development Co., Ltd. and Binh Duong Mineral and Construction Joint Stock Company.



This Merger Contract ("**Contract**") is made and entered into on .../.../2025 ("**Execution Date**") by and between the parties:

A. MERGING COMPANY

BINH DUONG MINERAL AND CONSTRUCTION JOINT STOCK COMPANY

- Enterprise Registration Certificate No.: 3700148825 issued by the Business Registration Division - Department of Planning and Investment of Binh Duong Province for the 27th time on October 17, 2024.

- Address: No. 8 Nguyen Thi Minh Khai, Group 9, Hoa Lan 01 Quarter, Thuan Giao Ward, Thuan An City, Binh Duong Province, Vietnam.

- Charter capital: **1,147,791,030,000 VND** (*In words: One thousand one hundred forty-seven billion, seven hundred ninety-one million, thirty thousand VND*)

- Legal representative: Mr. **Tran Dinh Ha**, Position: General Director
(Hereinafter referred to as the "**Merging Company**");

B. MERGED COMPANY

KSB INDUSTRIAL DEVELOPMENT COMPANY LIMITED

- Enterprise Registration Certificate No.: 3702613027 issued by the Business Registration Division - Department of Planning and Investment of Binh Duong Province for the 5th time on June 22, 2022.

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

- Charter capital: 200,000,000,000 VND (In words: Two hundred billion Vietnam Dong)

- Legal representative: Mr. **Le Hoai Nam**, Position: General Director
(Hereinafter referred to as the "**Merged Company**")

THE PARTIES AGREE AS FOLLOWS:

Article 1. Company Merger

1. The Merged Company agrees to merge and the Merging Company agrees to receive the Merger of the Merged Company in accordance with the procedures prescribed by the Law on Enterprises.

2. Upon completion of the enterprise registration procedures acknowledging the merger, the Merged Company shall cease to exist; the Acquiring Company shall inherit all assets, projects, legal rights and interests, and shall be responsible for all



outstanding debts, labor contracts, and other property obligations of the Merged Company (including, but not limited to, business rights, property rights, receivables, payables, rights and obligations under contracts and transactions signed by the Merged Company with any third party, etc.) in their entirety and original state.

Article 2. Procedures and Conditions for Merger

1. After this Contracts is signed, the parties shall jointly carry out the enterprise merger procedures at the competent Business Registration Authority in accordance with the provisions of the Enterprise Law.

2. The merger shall take effect from the Date both parties sign ("*Effective Date*").

Article 3. Transfer of Assets, Rights, Obligations, and Legal Interests from the Merged Company to the Acquiring Company

1. On the Effective Date, all assets, rights, privileges, interests, benefits, and legal authorities (collectively referred to as "Rights") of the Merged Company existing immediately prior to the Effective Date shall automatically be transferred to and become the Rights of the Acquiring Company, including but not limited to the following:

- (i) All Rights under each contract and agreement signed between the Merged Company and any third party effective prior to the Effective Date (collectively referred to as "**Third-Party Contracts**") shall be transferred to the Acquiring Company and shall continue to be binding on such third party as if the Acquiring Company itself had signed the Contracts and agreements with the Third Party;
- (ii) All amounts and debts (of any kind and in any currency) due, owing, arising, or payable by any third party to the Acquiring Company or the Merged Company (whether actual or contingent, and whether solely or jointly with any other person) shall be transferred to the Acquiring Company, and the Acquiring Company may fully recover and be entitled to apply appropriate enforcement procedures against such third party; and
- (iii) All Rights under any certificates, licenses, permits, registrations, approvals, ratifications, and authorizations granted to the Merged Company and the Acquiring Company at any time prior to the Effective Date by a competent authority of Vietnam (collectively referred to as "**Permits**"), and all such Permits shall be transferred to the Acquiring Company. The Acquiring Company shall receive such Permits as if they had been granted to the Acquiring Company.

2. On the Effective Date, all debts, liabilities, obligations, responsibilities,

limitations, and duties (collectively referred to as "Obligations") of the Acquiring Company and the Merged Company existing prior to the Effective Date shall become the Obligations of the Acquiring Company, and the Acquiring Company shall be bound by the creditors and third parties entitled to the rights of the Acquiring Company and the Merged Company as if such Obligations had arisen or been signed by the Acquiring Company.

3. Time limit for asset transfer, conversion of shares of the Merged Company into assets and shares of the Acquiring Company: Within 30 days from the Date of signing this Contracts.

Article 4. Time of Determining the Value of Merged Assets

1. The parties agree that the valuation date for the merged Assets of the Merged Company shall be March 31, 2025.

2. The parties agree that the valuation date for the merged Assets of the Acquiring Company shall be March 31, 2025.

Article 5. Asset Inventory and Handover

1. Within 05 working days from the Date this Contract is signed, the Merged Company shall conduct an inventory of its Assets, rights, and obligations related to its Assets.

2. After this period, the parties shall jointly conduct an inspection and carry out the Asset handover procedures as follows:

- a) Each party shall appoint its representative to establish an Asset Inventory Team.
- b) The Asset Inventory Team shall conduct the inventory and prepare an Asset Inventory Report.
- c) The Asset handover shall be completed within 05 working days from the date the Asset inventory is completed and shall be documented in an Asset Handover Report between the parties.

Article 6. Charter Capital of the Acquiring Company

The Charter capital of the Acquiring Company shall remain at 1,147,791,030,000 VND (*In words: One thousand one hundred forty-seven billion, seven hundred ninety-one million, thirty thousand Vietnam Dong*).

Article 7. Labor Use Plan

1. On the Effective Date, all employees of the Acquiring Company and the Merged Company immediately prior to the Effective Date shall become employees of the Acquiring Company, with their labor rights and obligations remaining unchanged or subject to change upon agreement with the employees. The Acquiring

Company guarantees appropriate job placement for the employees of the Merged Company, commensurate with their abilities and professional qualifications.

2. The parties commit to complying with the provisions of the Vietnam Labor Code and other applicable regulations on labor and employment.

Article 8. Merger Implementation Timeline

The merger implementation period shall begin from the date of signing this agreement.

Article 9. Name of company, Address, Business lines of the Acquiring Company

1. The Name of company of the Acquiring Company after the Effective Date shall remain unchanged as stated in the Certificate of Business Registration issued to the Acquiring Company before the Effective Date, specifically:

- Company name in Vietnamese: **CÔNG TY CỔ PHẦN KHOÁNG SẢN VÀ XÂY DỰNG BÌNH DƯƠNG**

- Name of company in English: **BINH DUONG MINERAL AND CONSTRUCTION JOINT STOCK COMPANY.**

2. The Address of the Acquiring Company after the Effective Date shall remain as stated in the Certificate of Business Registration issued to the Acquiring Company before the Effective Date, specifically: No. 8 Nguyen Thi Minh Khai, Group 9, Hoa Lan 1 Quarter, Thuan Giao Ward, Thuan An City, Binh Duong Province, Vietnam.

3. Business lines: Remain as stated in the Certificate of Business Registration issued to the Acquiring Company before the Effective Date and supplemented with necessary Business lines related to the Acquiring Company's operations after the merger.

Article 10. Board of Directors

The Board of Directors of the Acquiring Company after the Effective Date shall remain unchanged.

Article 11. Legal Representative of the Company

The Chairman of the Board of Directors, General Director, who is the Legal Representative of the Company being Merged before the Effective Date, will remain the Chairman of the Board of Directors, General Director, who is the Legal Representative of the Company being Merged after the Effective Date.

Article 12. Entire Contract

1. This Contracts constitutes the entire agreement between the parties relating to this matter and supersedes all prior agreements, understandings, and

commitments between the parties relating to this matter.

2. No amendment or supplement to any provision of this Contracts shall be binding upon any party unless made in writing and signed by all parties to this Contracts.

Article 13. Effectiveness and Governing Law

1. This Contracts shall take effect from the date of signing.

2. This Contracts shall be governed by and construed in accordance with the laws of Vietnam.

3. In witness whereof, the Legal Representative of the Company being Merged and the Company being Acquired have duly executed this Contracts on the date, month, and year written at the beginning.

4. This Contracts is made in 04 originals in Vietnamese with equal legal validity, each party keeps 01 copy, 02 copies are sent to the competent State agency for merger procedures.

**ON BEHALF OF AND REPRESENTING THE MERGING COMPANY
BINH DUONG MINERAL AND CONSTRUCTION JOINT STOCK
COMPANY**

Full name: Tran Dinh Ha

Position: General Director

**ON BEHALF OF AND REPRESENTING THE ACQUIRED COMPANY
KSB INDUSTRIAL DEVELOPMENT COMPANY LIMITED**

Full name: Le Hoai Nam

Position: General Director





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.: 04/2025/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. Approve the contents of Proposal No. 09/2025/KSB-DHCD-TTr dated April 4, 2025, regarding the cancellation of the share issuance options to increase charter capital, with the following details:

1. Approval of the cancellation of the private placement of shares to professional securities investors as approved in Resolution No. 05/2024/NQ-DHDCD of the 2024 AGM on 24/5/2024.

2. Approval of the cancellation of the share issuance option to pay dividends for the year 2023 as approved in Resolution No. 06/2024/NQ-DHDCD of the 2024 AGM dated 24/5/2024.

3. Approval of the cancellation of the share issuance option under the Employee Stock Ownership Plan (ESOP) as approved in Resolution No. 07/2024/NQ-DHDCD of the 2024 AGM dated 24/5/2024.



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





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. 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:

No.	Purpose of Use	Estimated Allocated Amount (VND)
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
	TOTAL	1,144,437,030,000

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

