



THAI BINH CEMENT JOINT STOCK COMPANY

Address: No. 01, Quach Dinh Bao Street, Tien Phong Ward, Thai Binh City, Thai Binh

Tel: 02273 647 505

Website: www.ximangthaibinh.vn

INVITATION LETTER

OF THE 2025 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear: Esteemed Shareholders of Thai Binh Cement Joint Stock Company

According to “Articles of organisation and operation” of Thai Binh Cement Joint Stock Company, the Board of Directors hereby invites our esteemed Shareholders of the Company to attend the 2025 Extraordinary General Meeting of Shareholders (EGM).

1. Eligibility for attending the EGM: All shareholders owning shares of Thai Binh Cement Joint Stock Company who are on the list of shareholders dated June 16th, 2025.

2. Date and Time: 8:30 am, July 21, 2025.

3. Venue: The Auditorium of Thai Binh Cement Joint Stock Company
(No. 01, Quach Dinh Bao Street, Tien Phong Ward, Thai Binh City, Thai Binh)

4. Content of the EGM

Documents of the 2025 Extraordinary General Meeting are uploaded by the Company on the website: www.ximangthaibinh.vn and will be sent to Shareholders during their EGM attendance.

5. Registration to attend the EGM

To ensure the reception of our Shareholders to be as thoughtful as possible, please either:

- Register to attend the EGM directly at the Personnel Organisation and Administrative Division (POAD) of Thai Binh Cement Joint Stock Company
- Send your *EGM Attendance Registration Form* to the EGM Organisation Board
- Register via phone call to the EGM Organisation Board before July 20, 2025.

6. Authorisation to attend

Shareholders can authorise a representative to attend the EGM by filling in the *EGM Authorisation Letter* form and send the signed Authorisation Letter to the EGM Organisation Board before 16:00 pm on July 20, 2025 or present it when the Authorised representative(s) attend the EGM.

(Note: The Authorisation Letter must be the original version. In the event that the Shareholder is an authorised organisation, the stamp of the organisation is required).

7. Address for sending documents and contact for support:

Thai Binh Cement Joint Stock Company – EGM Organisation Board or POAD

Address: No. 01, Quach Dinh Bao Street, Tien Phong Ward, Thai Binh City, Thai Binh

- Tel: 0363 647 505 Fax: 0363 647 506
- Contact: Mr. Nguyen Xuan Nam (Mobile: 0936 798 768)

8. The Shareholders or Authorised representatives at the EGM shall be kindly requested to present:

- The Invitation Letter and the Authorisation Letter (if applicable)
- Original Identity Card or Passport of the attendee(s)

(Food, accommodation, and all other expenses are to be covered by Shareholders themselves)

We are pleased to welcome shareholders to the meeting.

Cordially invited!

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



BUI THI NGUYEN HANH

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

....., Date..... Month..... Year 2025

**REGISTRATION OR PROXY FORM
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2025**

To: Thai Binh Cement Joint Stock Company

Shareholder's

Name:.....

Legal Representative (for organizations):.....

ID/Enterprise Registration No:..... Issued on..... at.....

Total shares represented or owned:..... shares

(Shareholders choose one of the two options below, mark the appropriate box)

I. REGISTRATION TO ATTEND ☐

II. PROXY AUTHORIZATION TO THE FOLLOWING PERSON ☐

Mr./Ms.....

ID No.:..... Issued on..... at.....

Address:.....

Number of shares authorized:..... shares

If shareholders cannot attend or authorize another person, please authorize a member of the Board of Directors or the Executive Board.

(Please select one of the following names)

☐ Ms. Bui Thi Nguyen Hanh – Chairperson of the Board of Directors

☐ Mr. Nguyen Xuan Nam – Head of HR Department

1. Scope of Authorization

Authorized to represent me/the organization, attend, and vote on all issues at the 2025 Extraordinary General Meeting of Shareholders of Thai Binh Cement Joint Stock Company, corresponding to the number of shares I/the organization owns per legal regulations.

2. Other Terms

The authorizing party confirms that, at the time of signing this Proxy Form, all shares mentioned are legally owned without disputes. The authorizing party accepts the voting results and takes full responsibility for this authorization.

3. Authorization Period

This Proxy Form is valid from the signing date until the conclusion of the Extraordinary General Meeting of Shareholders on July 21, 2025.

AUTHORIZED REPRESENTATIVE

(Signature, stamp, and full name)

AUTHORIZING PARTY

(Signature, stamp, and full name)

Note:

The authorized representative must bring their ID/Passport to the Meeting and cannot re-authorize others. The Proxy Form must be original, signed by both parties. For organizations, the legal representative's signature and company stamp are required (except for Organizing Committee members). This Proxy Form is valid only for the 2025 Extraordinary General Meeting of Shareholders of Thai Binh Cement Joint Stock Company.



THAI BINH CEMENT JOINT STOCK COMPANY

Address: No. 01, Quach Dinh Bao Street, Tien Phong Ward, Thai Binh City,
Thai Binh Province

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Website: www.ximangthaibinh.vn

AGENDA EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2025

Meeting Time: From 8:30 AM, July 21, 2025

Venue: Meeting Hall of Thai Binh Cement Joint Stock Company

Time	Agenda Items
From 8:00 AM	<ul style="list-style-type: none">• Welcoming and verification of shareholder eligibility
	<ul style="list-style-type: none">• Report by the Shareholder Eligibility Verification Committee and declaration of meeting conditions in accordance with legal regulations and the Company's Charter• Adoption of the Meeting's working regulations and agenda• Introduction of the Meeting Chairperson and Secretary, election of the Vote Counting Board
	<ul style="list-style-type: none">• Announcement of the Meeting's opening• Invitation of the Chairperson and Secretary to commence proceedings• Presentation of the Board of Directors' report on the extension of the deadline for increasing the Company's charter capital• Proposal for approval of amendments to the Company's Charter in compliance with the Enterprise Law, Securities Law, and current legal regulations• Proposal for approval of the Board's resolution on factory leasing and machinery operation• Proposal for adjustment of the investment policy for the ultra-white quartz production project at Tien Hai branch• Other related matters• Shareholders' presentations at the Meeting
	<ul style="list-style-type: none">• Addressing shareholders' opinions and queries• Chairperson's request for voting on agenda items presented at the Meeting• Approval of meeting minutes and Shareholders' Meeting Resolutions• Declaration of Meeting adjournment

ORGANIZING COMMITTEE



THAI BINH CEMENT JOINT STOCK COMPANY

Address: No. 01, Quach Dinh Bao Street, Tien Phong Ward, Thai Binh City,
Thai Binh Province

Tel: 02273 647 505

Fax: 02273 647 506

Thai Binh, July 21, 2025

WORKING REGULATIONS

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

THAI BINH CEMENT JOINT STOCK COMPANY - 2025

Pursuant to Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and the Charter of Organization and Operation of Thai Binh Cement Joint Stock Company, the Organizing Committee submits to the General Meeting of Shareholders the following working regulations:

Objectives:

- Ensure principles of publicity, fairness, and democracy.
- Facilitate the organization and conduct of the General Meeting of Shareholders.

I/ MEETING ORDER

- Shareholders shall sit in assigned seats/areas arranged by the Organizing Committee.
- Private conversations and mobile phone usage are prohibited during the Meeting. All mobile phones must be set to silent mode.

II/ VOTING PROCEDURES

- **Principle:** All agenda items shall be approved by shareholder voting via raised voting cards. Each voting card contains a unique code, with voting rights proportional to registered/represented shares.
- **Voting Method:** Shareholders vote (Agree/Disagree/Abstain) by raising cards as instructed by the Chairperson.
- **Approval Threshold:** Resolutions require approval by shareholders representing at least 51% of the total voting shares present.

III/ SPEAKING RULES

- **Principle:** Shareholders must register speaking topics and obtain the Chairperson's approval.
- **Guidelines:** Comments shall be concise, agenda-focused, and follow the speaking order determined by the Chairperson, who will also address queries.

IV/ RESPONSIBILITIES OF THE CHAIRPERSON



1. Conduct the Meeting in strict accordance with the approved agenda and regulations.
2. Guide the Meeting discussions, collect votes on all agenda items and related matters throughout the Meeting proceedings.
3. Resolve any issues that arise during the Meeting.

VI/ RESPONSIBILITIES OF THE SECRETARIAT

1. Accurately and completely record all proceedings of the Meeting, including matters approved or noted by shareholders.
2. Prepare the Meeting minutes and draft resolutions on all approved matters.

VII. RESPONSIBILITIES OF THE VOTE COUNTING BOARD

1. Verify and confirm the voting results of shareholders on all matters presented at the Meeting.
2. Promptly report the voting results to the Meeting Chairperson and Secretariat.

VIII. MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS


All proceedings of the Shareholders' Meeting must be recorded in the official minutes by the Meeting Secretary. The Resolutions and Minutes of the General Meeting of Shareholders must be read and approved before the adjournment of the Meeting.

The above constitutes the complete Working Regulations for the 2025 Extraordinary General Meeting of Shareholders of Thai Binh Cement Joint Stock Company, respectfully submitted to the Meeting for consideration and approval.

To ensure the successful conduct of the Meeting, all attending shareholders are required to strictly comply with these Working Regulations.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRPERSON



BUI THI NGUYEN HANH



**THAI BINH CEMENT JOINT STOCK
COMPANY**

Ref: 06/TTr-HĐQT

SOCIALIST REPUBLIC OF VIETNAM
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Thai Binh, July 21, 2025

PROPOSAL

2025 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

“Re: Postponement of Charter Capital Increase Deadline”

Dear Shareholders,

At the 2025 Annual General Meeting of Shareholders held on April 15, 2025, the Board of Directors presented a plan to increase the Company's charter capital from VND 15,102,800,000 to VND 30,205,600,000, which was approved by the shareholders. The Board was authorized to select a consulting organization for the issuance, determine an appropriate timeline, and complete necessary procedures to ensure a successful capital increase that benefits both the Company and its shareholders.

However, during implementation, certain unforeseen factors have arisen that prevent the share issuance for capital increase in Q3 2025. Therefore, the Board respectfully proposes that the General Meeting authorize the Board to determine an appropriate timeline for developing a new share issuance plan that complies with current legal regulations and ensures success.

Respectfully submitted for approval.

Thai Binh, July 21, 2025

**ON BEHALF OF THE BOARD OF
DIRECTORS CHAIRPERSON**



BUI THI NGUYEN HANH

**THAI BINH CEMENT JOINT STOCK
COMPANY**

Ref: 07/TTr-HĐQT

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Thai Binh, July 21, 2025

“Re: Adjustment of Investment Policy for Ultra-
White Quartz Production Project at Tien Hai Branch”

PROPOSAL

2025 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

The Board proposes adjustments to the "Ultra-White Quartz Production Project" in Tien Hai Industrial Park, approved by the Industrial Park Management Authority (Decision No. 160/QĐ-BQLKKT dated July 12, 2024), with the following changes:

Project Objectives Adjustment:

No.	Activity Objective	Industry Name (4-digit VSIC)	VSIC Code (Industry code level 4)	CPC Code (*)
1	Ultra-white quartz production	Other non-metallic mineral products	2399	-
2	White clinker production	Clinker and gypsum production	2394	-

Production Capacity:

- Capacity scale (stable production year): 50,000 tons/year
- Quartz production: 20,000 tons/year
- Clinker particle production: 30,000 tons/year
- Planned Construction Scope: Main facilities (3 finished product warehouses; 1 raw material input warehouse; 1 rotary kiln enclosure; 1 drying kiln enclosure) and auxiliary facilities (Hazardous waste collection warehouse; Restrooms; Guardhouse; Water tanks, etc.)

Project Implementation Timeline:

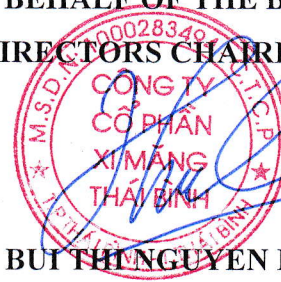
- Completion of construction permits and environmental procedures: By Q4/2025
- Completion of construction works and equipment installation: Q1-Q2/2026
- Official commencement of full project operations: Q3/2026

Article 2: Mr. Pham Van He - the Company's Legal Representative - is assigned to direct relevant Departments/Divisions to coordinate with Thai Binh provincial authorities to complete all necessary procedures related to the investment policy adjustment for the Ultra-White Quartz Production Project at Tien Hai Industrial Park, Tien Hai District, Thai Binh Province.

The Board of Directors respectfully submits this for the General Meeting's approval.

Respectfully submitted!

**ON BEHALF OF THE BOARD OF
DIRECTORS CHAIRPERSON**



BUI THI NGUYEN HANH

**THAI BINH CEMENT JOINT STOCK
COMPANY**

Ref: 08/TTr-HĐQT

SOCIALIST REPUBLIC OF VIETNAM
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Thai Binh, July 21, 2025

PROPOSAL

2025 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

“Re: Factory and Equipment Lease Agreement”

Honorable Meeting,

Since September 2019, when the 2019 Annual General Meeting of Shareholders approved the resolution to:

"Modify production plans by cooperating with strategic partners to utilize and operate machinery/equipment for manufacturing, ensuring employment for workers, protecting shareholder interests, and maintaining the Company's brand reputation." The Company has executed factory leases and machinery operation contracts from 2020 through 2024.

For 2025, the Board of Directors respectfully proposes that the General Meeting of Shareholders approve the continuation of factory lease and machinery operation contracts to safeguard worker employment and the Company's interests.

The Board of Directors respectfully submits this for the General Meeting's approval.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRPERSON

BUI THI NGUYEN HANH

**THAI BINH CEMENT JOINT STOCK
COMPANY**

Ref: 09/TTr-HĐQT

SOCIALIST REPUBLIC OF VIETNAM
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Thai Binh, July 21, 2025

PROPOSAL

2025 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Re: Amendments to the Company Charter per Current Laws

Honorable Meeting,

The Company's current Charter is being updated with all provisions required by the following current laws and regulations:

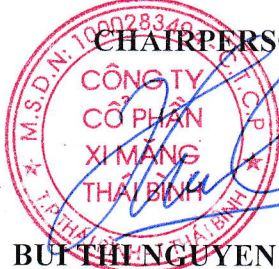
- Enterprise Law No. 59 dated June 17, 2020 and its guiding Decrees/Circulars
- Securities Law No. 54/2019/QH14 promulgated by the National Assembly on November 26, 2019 and its guiding Decrees/Circulars
- Amended Laws on Securities, Accounting, and Independent Auditing... promulgated by the National Assembly on November 29, 2024
- Ministry of Finance Circular No. 116/2020/TT-BTC dated December 31, 2020 guiding certain corporate governance provisions under Government Decree No. 155/2020/ND-CP dated December 31, 2020 detailing implementation of certain articles of the Securities Law, including: Model company charter, internal corporate governance regulations, model Board of Directors operating regulations, model Supervisory Board operating regulations...

While the Company Charter has been implemented in accordance with Enterprise Law 59/2020 and Securities Law 54/2019, certain contents remain incomplete. Therefore, the Board of Directors respectfully proposes the General Meeting's approval for supplementing and amending the Company Charter (with attached draft Charter).

The Board of Directors respectfully submits this for the General Meeting's approval.

Thai Binh, July 21, 2025

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRPERSON

BUI THI NGUYEN HANH

**THAI BINH CEMENT JOINT STOCK
COMPANY**

Ref: 10/TTr-BOD

SOCIALIST REPUBLIC OF VIETNAM

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Thai Binh, July 21, 2025

PROPOSAL

2025 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

***Subject: Approval of Revised Corporate Governance Regulations, Board of Directors'
Operating Regulations, and Supervisory Board's Operating Regulations to Comply with
Current Laws***

Honorable Meeting,

The current Corporate Governance Regulations, Board of Directors' Operating Regulations, and Supervisory Board's Operating Regulations of the Company require amendments and supplements to fully comply with current legal provisions, specifically:

- Enterprise Law No. 59 dated June 17, 2020 and its implementing Decrees and Circulars
- Securities Law No. 54/2019/QH14 promulgated by the National Assembly on November 26, 2019 and its implementing Decrees and Circulars
- Amended Laws on Securities, Accounting, and Independent Auditing promulgated by the National Assembly on November 29, 2024
- Ministry of Finance Circular No. 116/2020/TT-BTC dated December 31, 2020 guiding certain corporate governance provisions under Government Decree No. 155/2020/ND-CP dated December 31, 2020 detailing implementation of certain articles of the Securities Law, including: Model company charter, internal corporate governance regulations, model Board of Directors operating regulations, and model Supervisory Board operating regulations

The Board of Directors has prepared revised versions of the Corporate Governance Regulations, Board of Directors' Operating Regulations, and Supervisory Board's Operating Regulations in compliance with current laws (attached reports include the revised regulations).

The Board of Directors respectfully requests the General Meeting of Shareholders' approval.

Thai Binh, July 21, 2025

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRPERSON

BUI THI NGUYEN HANH