

**NOTICE****Regarding nomination and self-nomination of candidates for additional election to the Board of Directors of Vicem Hoang Mai Cement JSC for the term 2023–2028**

To: Shareholders of Vicem Hoang Mai Cement Joint Stock Company

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

Pursuant to the current Charter of Vicem Hoang Mai Cement Joint Stock Company;

Based on practical requirements and conditions;

On 15 April, 2026, the Board of Directors of Vicem Hoang Mai Cement Joint Stock Company received resignation letters from Mr. Le Trung Kien and Mr. Le Dinh Thang regarding their resignation as members of the Board of Directors for personal reasons.

The Board of Directors hereby informs all shareholders of the nomination and self-nomination of candidates for additional election to the Board of Directors for the term 2023–2028 as follows:

The number of additional members to be elected to the Board of Directors at the 2026 Annual General Meeting of Shareholders is: 02 members.

**1. Conditions for nomination and self-nomination to the Board of Directors:**

- Shareholders or groups of shareholders holding 10% or more of the total voting shares shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises.

- In the event that the number of candidates nominated and self-nominated is insufficient as required, the incumbent Board of Directors shall introduce additional candidates to meet the required number in accordance with regulations.

**2. Criteria for candidates nominated or self-nominated to the Board of Directors:**

- Not falling under the cases specified in Clause 2, Article 17 of the Law on Enterprises;

- Possessing professional qualifications and experience in business administration or in the Company's lines of business, and not necessarily being a shareholder of the Company, unless otherwise stipulated in the Company's Charter;

- A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors of no more than 05 other companies.

- Not being a family member of the Chief Executive Officer or other managers of the Company; or of managers or persons having authority to appoint managers of the parent company.

- Meeting other standards and conditions as prescribed by applicable laws;

### **3. Application dossier for nomination/self-nomination to the Board of Directors**

- Application for nomination or self-nomination to the Board of Directors (in prescribed form);

- Curriculum Vitae declared by the candidate (in prescribed form);

- Notarized copy of Citizen Identity Card or equivalent legal documents.

- Notarized copies of diplomas, degrees, and certificates evidencing educational and professional qualifications.

- Copy of Business Registration Certificate of companies where the candidate is currently holding managerial positions in the Board of Directors or Supervisory Board (if any).

Application dossiers for nomination/self-nomination must be submitted to Vicem Hoang Mai Cement Joint Stock Company before 16:00 on 23 April, 2026, at the following address:

#### **VICEM HOANG MAI CEMENT JOINT STOCK COMPANY.**

- Address: Tan Tien Block, Hoang Mai Ward, Nghe An Province.

- Tel: 02383.866.170

After the above deadline, submitted dossiers will not be included in the list of candidates presented to the General Meeting. The Organizing Committee will compile the list of eligible candidates for official election at the 2026 Annual General Meeting of Shareholders.

Respectfully notified./.

#### ***Recipients:***

- Company's shareholders;
- Filed: Admin., AGM dossier.

**FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRMAN**

**Le Trung Kien**



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## NOMINATION FORM

NOMINEE FOR MEMBERSHIP OF THE BOARD OF DIRECTORS

**VICEM HOANG MAI CEMENT JOINT STOCK COMPANY**

**To: Organizing Committee of the 2026 Annual General Meeting of Shareholders  
Vicem Hoang Mai Cement Joint Stock Company**

Name of organization/individual: .....

ID Card/Citizen ID/Business Registration Certificate No.: .....

Date of issuance: ..... Place of issuance: .....

Address: .....

Currently holding/representing ownership of: ..... shares

(In words: .....)

Equivalent to the total par value of: .....

I respectfully request the Organizing Committee of the Annual General Meeting of Shareholders of Vicem Hoang Mai Cement Joint Stock Company to allow me to nominate the following candidate:

Mr./Ms.: .....

ID Card/Business Registration Certificate No.: ..... Date of issuance: .....

Place of issuance: .....

Permanent address: .....

Educational qualification: ..... Major: .....

Currently holding: ..... shares (In words: ..... )

Equivalent to a total par value of: .....

To stand as a candidate for the position of ..... of Vicem Hoang Mai Cement Joint Stock Company for the term 2023–2028, to be elected at the Annual General Meeting of Shareholders scheduled to be held on ..... / ..... / 2026.

Sincerely.

....., date ..... month ..... year 2026

**SHAREHOLDER**

(Signature and full name, seal if any)

### **Note:**

The nomination form must be sent to the Organizing Committee of the General Meeting of Shareholders before 4:00 PM on April 24, 2026 at the following address: Vicem Hoang Mai Cement Joint Stock Company – Hoang Mai Ward, Nghe An Province. Telephone: 02383.866.170.



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## NOMINATION FORM

FOR CANDIDATES FOR ELECTION TO THE BOARD OF DIRECTORS  
OF VICEM HOANG MAI CEMENT JOINT STOCK COMPANY

**To: Organizing Committee of the 2026 Annual General Meeting of Shareholders  
Vicem Hoang Mai Cement Joint Stock Company**

On this day, ...../...../2026, at ....., we, the shareholders of Vicem Hoang Mai Cement Joint Stock Company, jointly holding ..... shares, representing .....% of the total voting shares of the Company, whose names are listed in the attached list, hereby unanimously nominate the following candidate:

Mr./Ms.: .....

ID Card/ Citizen ID No.: ..... Date of issuance: ..... Place of issuance: .....

Permanent address: .....

Educational qualification: ..... Major: .....

Currently holding: ..... shares (*In words: ....* )

Equivalent to a total par value of: .....

To stand as a candidate for the position of ..... of Vicem Hoang Mai Cement Joint Stock Company for the term 2023–2028, to be elected at the Annual General Meeting of Shareholders scheduled to be held on ..... / ..... / 2026.

We hereby unanimously nominate:

Mr./Ms.: .....

ID Card/ Citizen ID No.: ..... Date of issuance: ..... Place of issuance: .....

Permanent address: .....

Educational qualification: ..... Major: .....

Currently holding: ..... shares (*In words: ....* )

Equivalent to a total par value of: .....

to act as the group's representative to perform all procedures relating to the nomination in accordance with the Regulations on nomination to the Board of Directors /the Supervisory Board of Vicem Hoang Mai Cement Joint Stock Company./.

....., date ..... month ..... year 2026

REPRESENTATIVE OF THE SHAREHOLDER GROUP

(Signature and full name)

### **Note:**

*The nomination form must be sent to the Organizing Committee of the General Meeting of Shareholders before 4:00 PM on April 24, 2026 at the following address: Vicem Hoang Mai Cement Joint Stock Company – Hoang Mai Ward, Nghe An Province. Telephone: 02383.866.170.*

[illegible]



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## **CURRICULUM VITAE**

1. Full name: \_\_\_\_\_ Gender: ***Female/Male***
2. Date of birth: \_\_\_\_\_ Place of birth: \_\_\_\_\_
3. Nationality: ***Vietnamese***
4. ID Card/Passport No.: \_\_\_\_\_ issued on: \_\_\_\_\_ at \_\_\_\_\_
5. Permanent residence (registered address): \_\_\_\_\_
6. Current address: \_\_\_\_\_
7. General education level: \_\_\_\_\_
8. Professional qualifications: \_\_\_\_\_
9. Education and professional training; certificates: \_\_\_\_\_

Period	Institution	Major	Awards	Disciplinary actions

10. Employment history:

Period	Employer	Position	Awards	Disciplinary actions

11. Current positions held

Organization	Position	Period
		From...../.../..... to.../.../.....
		From...../.../..... to.../.../.....
		From...../.../..... to.../.../.....

12. Family relations:

<b>Relationship</b>	<b>Full name</b>	<b>Year of birth</b>	<b>Permanent address</b>	<b>Occupation</b>	<b>Workplace (if any)</b>
Father					
Mother					
Siblings					
Spouse					
Children					

I hereby certify that the above information is true and correct, and I shall take full responsibility before the law for its accuracy.

....., .....2026  
*Confirmation by local authority or employer*

....., .....2026  
**DECLARANT**



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Nghe An,

April, 2026

## MEETING AGENDA

### Annual General Meeting of Shareholders 2026 Vicem Hoang Mai Cement Joint Stock Company

Time	Agenda
7:30 - 8:30 AM	<ul style="list-style-type: none"><li>- Reception of delegates and shareholders; cultural performances to welcome attendees.</li><li>- Verification of shareholder eligibility, preparation of the attendance list.</li></ul>
8:30 - 8:45 AM	<ul style="list-style-type: none"><li>- Flag raising, opening of the meeting, and introduction of delegates.</li><li>- Approval of Shareholder eligibility verification Committee.</li><li>- Report on the results of shareholder eligibility verification</li></ul>
8:45 - 9:00 AM	<ul style="list-style-type: none"><li>- Introduction of the members of the Presidium, the Secretariat, Vote Counting Committee and Election Committee.</li><li>- Approval of the meeting agenda and Working regulations of the General Meeting.</li><li>- Approval of the matters to be voted on at the meeting.</li></ul>
9:00 - 10:45 AM	<ol style="list-style-type: none"><li>1. Report on the activities of the Board of Directors in 2025 and the action plan for 2026.</li><li>2. Report from the Independent Member of the Board of Directors for 2025.</li><li>3. Report on the results of Production &amp; Business Activities and Investment &amp; Construction in 2025, and the action plan for 2026.</li><li>4. Proposal for the approval of the audited financial statements for 2025 and the profit distribution plan after tax for 2025.</li><li>5. Proposal for the approval of the remuneration for the Board of Directors and Supervisory Board for 2025 and the remuneration plan for 2026.</li><li>6. Report from the Supervisory Board for 2025 and the proposal for the selection of the auditing firm for the 2026 financial statements.</li><li>7. Proposal for amendments and supplements to the Company's Charter of Organization and Operations.</li><li>8. Proposal for amendments and supplements to the Internal Regulations on Corporate Governance.</li><li>9. Approval of the Proposal on the removal and additional election of members of the Board of Directors for the 2023–2028 term.</li><li>10. Approval of the list of candidates for the additional election of members of the Board of Directors for the 2023–2028 term</li><li>11. Approval of the Election Regulations for the additional election of members of the Board of Directors for the 2023–2028 term.</li></ol>
10:45- 11:15 AM	<ul style="list-style-type: none"><li>- Discussion; voting on the matters that have been reported.</li></ul>
11:15 - 11:30 AM	<ul style="list-style-type: none"><li>- Approval of the draft resolution of the meeting.</li><li>- Closing of the meeting.</li></ul>

**DRAFT**

**WORKING REGULATIONS  
OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF VICEM HOANG MAI CEMENT JOINT STOCK COMPANY**

In order to ensure that the General Meeting is conducted in an orderly manner, in compliance with legal regulations, the Company's Charter, and the approved agenda of the Meeting.

The Organizing Committee respectfully submits the Working Regulations of the General Meeting of Shareholders for approval, with the following contents:

**1. ORDER AND DISCIPLINE OF THE GENERAL MEETING**

1.1. All attendees must dress neatly and appropriately.

1.2. Shareholders attending the General Meeting must complete the registration procedures and sit in the designated area assigned by the Organizing Committee; they must strictly comply with the seating arrangements.

1.3. Smoking is strictly prohibited in the meeting room.

1.4. Private conversations and mobile phone use are not allowed in the meeting room (phones should be turned off or set to silent mode).

**2. VOTING ON MATTERS AT THE GENERAL MEETING**

2.1. Voting Principles: All matters in the Meeting agenda must be approved by open voting, with shareholders voting using their Voting Cards based on their owned or authorized shares. Each shareholder is issued one (1) VOTING CARD, printed on yellow paper. The VOTING CARD contains the shareholder's identification number, the number of shares owned and/or authorized, and bears the official seal of Vicem Hoang Mai Cement Joint Stock Company.

2.2. Voting Method: The Presidium will sequentially request the General Meeting to vote on each option: "agree," "disagree," or "other opinions" (if any). Shareholders shall cast their vote (agree, disagree, or other opinions) by raising their VOTING CARD. When voting, the front side of the VOTING CARD must be facing the Presidium.

2.3. Approval of Matters at the General Meeting: A resolution of the General Meeting of Shareholders is approved when it receives the consent of shareholders representing more than 50% of the total voting shares of all attending shareholders. However, the following resolutions require approval from shareholders representing at least 65% of the total voting shares of all attending shareholders:

- a) Types of shares and the total number of shares of each type;
- b) Changes in business sectors, industries, and fields of operation;
- c) Changes in the company's management structure;
- d) Investment projects or asset sales valued at 35% or more of the company's total assets, as recorded in the latest financial statements;

- d) Reorganization or dissolution of the company;
- e) other matters as stipulated by the Company's Charter.

### **3. ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

The self-nomination and nomination procedures for candidates to the Board of Directors must strictly comply with the regulations governing nomination and self-nomination, as well as the Election Regulations of the Board of Directors of Vicem Hoang Mai Cement Joint Stock Company.

The regulations on nomination and self-nomination of candidates for election to the Board of Directors of Vicem Hoang Mai Cement Joint Stock Company, the Election Regulations, application forms for nomination and self-nomination, the curriculum vitae template, and the minutes of group meeting template have been published on the Company's website in accordance with applicable regulations.

### **4. SPEAKING AT THE GENERAL MEETING**

4.1. Principles: Shareholders who wish to speak at the General Meeting must request permission and may only do so after approval from the Presidium.

4.2. Speaking Procedures: Shareholders must keep their remarks brief and focused on key discussion points relevant to the approved agenda of the General Meeting. The Presidium will arrange the speaking order based on registration and will also address shareholders' inquiries.

### **5. RESPONSIBILITIES OF THE PRESIDIUM**

5.1. To conduct the General Meeting in accordance with the agenda, regulations, and procedures approved by the Meeting. The Presidium operates based on democratic centralism and makes decisions by majority vote.

5.2. To guide discussions, collect voting opinions on agenda items, and address related matters throughout the General Meeting.

5.3. To resolve any issues that arise during the General Meeting.

### **6. RESPONSIBILITY OF THE SECRETARIAT**

6.1. To accurately and fully record the entire proceedings of the General Meeting, including matters approved or reserved by shareholders.

6.2. To draft the Meeting Minutes and Resolutions on issues approved at the General Meeting.

### **7. RESPONSIBILITIES OF THE ELECTION AND VOTE COUNTING COMMITTEE**

7.1. To conduct the counting of voting ballots immediately at the General Meeting, prepare the Minutes of Vote Counting, and report to the General Meeting on the voting results of shareholders regarding matters submitted for approval;

7.2. To promptly notify the Secretariat of the voting results;

7.3. To present a consolidated report on the receipt of nomination and self-nomination dossiers for candidates to the Board of Directors prior to the General Meeting;

7.4. To conduct the counting of election ballots immediately at the General Meeting, prepare the Minutes of Vote Counting, and announce the results of the election of members of the Board of Directors;

7.5. To review and report to the General Meeting for decision on any violations of the election rules or any complaints related to the election (if any).

The above constitutes the entire Working Regulations of the 2026 Annual General Meeting of Shareholders of Vicem Hoang Mai Cement Joint Stock Company.

Respectfully submitted for approval by the General Meeting.

**ON BEHALF OF THE BOARD  
OF DIRECTORS CHAIRMAN**

**Le Trung Kien**





*Nghe An, April, 2026*

**VOTING ITEMS OF THE SHAREHOLDERS' GENERAL  
MEETING AT THE ANNUAL GENERAL MEETING 2026**

Item 1	Approval of the report on the activities of the Board of Directors in 2025 and the action plan for 2026.
Item 2	Approval of the report from the independent member of the Board of Directors for 2025.
Item 3	Approval of the report on the results of Production & Business Activities and Investment & Construction in 2025, and the plan for Production & Business Activities and Investment & Construction in 2026 of the Company.
Item 4	Approval of the audited financial statements for 2025.
Item 5	Approval of the profit distribution methods after tax for 2025.
Item 6	Approval of the report on the activities of the Supervisory Board in 2025, and the operational direction for 2026.
Item 7	Approval of the proposal to select the auditing firm for the 2026 financial statements.
Item 8	Approval of the proposal for the remuneration of the Board of Directors and Supervisory Board for 2025, and the remuneration plan for 2026.
Item 9	Approval of the proposal to amend the Company's Charter of Organization and Operations.
Item 10	Approval of the proposal to amend and supplement the Internal Regulations on Corporate Governance.
Item 11	Approval of the Proposal on the removal of a member of the Board of Directors for the 2023–2028 term.
Item 12	Approval of the list of candidates for the additional election of members of the Board of Directors for the 2023–2028 term.
Item 13	Approval of the Election Regulations for the additional election of members of the Board of Directors for the 2023–2028 term.



No. /TTr-XMHM-HĐQT

Nghe An, .....2026

**PROPOSAL****On the approval of the Shareholder Eligibility Verification Committee**

To: The General Meeting of Shareholders of Vicem Hoang Mai Cement JSC

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the Shareholder Eligibility Verification Committee as follows:

**SHAREHOLDER ELIGIBILITY VERIFICATION COMMITTEE**

1. Ms. Nguyen Thi Anh Tu	Head of the Supervisory Board	Head of the Committee
2. Mr. Ho Xuan Chinh	Deputy Head of Organization Department	Member
3. Ms. Hoang Thi Hien	Specialist of the Planning and Materials Department	Member

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

**Recipients:**

- As above;
- Board of Directors, Supervisory Board;
- Filed at: Secretariat.

**ON BEHALF OF BOARD OF  
DIRECTORS  
CHAIRMAN**

**Le Trung Kien**



No: /TTr-XMHM-HĐQT

Nghe An, .....2026

**PROPOSAL**

**On the approval of the Presidium, the Secretariat, the Vote Counting Committee, and the Election Committee**

To: The General Meeting of Shareholders of Vicem Hoang Mai Cement JSC

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the Presidium, the Secretariat, the Voting Ballot Counting Committee, and the Vote Counting and Election Committee as follows:

**1. THE PRESIDIUM**

1. Mr. Le Trung Kien	BoD's Chairman	Chairperson
2. Mr. Nguyen Dinh Dung	BoD's Member	Member
3. Mr. Nguyen Ngoc Tinh	BoD's Member	Member
4. Mr. Le Dinh Thang	BoD's Member	Member
5. Mr. Dau Duc Son	BoD's Member	Member

**2. THE SECRETARIAT**

1. Mr. Nguyen Van Tuan	Head of Corporate Governance and Company Secretary	Head of the Secretariat
2 Mr. Quach Sy Thao	Head of Internal Audit	Member

**3. THE VOTING BALLOT COUNTING COMMITTEE**

1. Mr, Ho Xuan Chinh	Deputy Head of Organization Department	Head of the Committee
2. Ms. Nguyen Thuy Lan	Planning and Materials Specialist	Member
3. Mr. Tran Hoang Anh	Finance and Accounting Specialist	Member
4. Ms. Phan Thuy Linh	Finance and Accounting Specialist	Member
5. Ms. Ho Thi Tuyen Mai	Organization Department Specialist	Member

**4. THE VOTE COUNTING AND ELECTION COMMITTEE**

1. Mr. Mai Van Dung	Chairman of the Trade Union	Head of the Committee
2. Mr, Tran Thanh Tam	Chief of the Party and Mass Organizations Office	Member
2. Mr. Ta Hong Phuong	Deputy Head of IT Department	Member
3. Mr. Nguyen Hoang Son	IT Specialist	Member

4. Ms. Nguyen Thi To Loan	Deputy Head of Finance and Accounting Department	Member
5. Mr. Nguyen Dinh Hoang	Finance and Accounting Specialist	Member
6. Ms. Hoang Thi Hien	Planning and Materials Specialist	Member

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

**Recipients:**

- As above;
- Board of Directors, Supervisory Board;
- Filed at: Secretariat.

**ON BEHALF OF BOARD OF  
DIRECTORS  
CHAIRMAN**

**Le Trung Kien**



No:

/TTr-BKS

*Nghe An,*

*,2026*

## **PROPOSAL**

### **Regarding the Approval of the Selection of the Independent Auditor for the 2026 Financial Statements Vicem Hoang Mai Cement JSC**

To: The General Meeting of Shareholders of  
Vicem Hoang Mai Cement Joint Stock Company

Pursuant to the Law on Enterprises No. 59/2020/QH14, as amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15;

Pursuant to the Law on Securities No. 54/2019/QH14, as amended and supplemented by Law No. 56/2024/QH15;

Pursuant to the Law on Independent Audit No. 67/2011/QH12, as amended and supplemented by Law No. 56/2024/QH15;

Pursuant to Decision No. 3830/QĐ-BTC dated 14 November 2024 of the Ministry of Finance approving audit firms and practicing auditors eligible to audit public interest entities in 2026;

Pursuant to the Charter on Organization and Operation of Vicem Hoang Mai Cement Joint Stock Company as approved by the General Meeting of Shareholders at the Annual General Meeting dated 25 April 2025;

The Supervisory Board of Vicem Hoang Mai Cement Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the selection of an independent audit firm to audit the Company's 2026 financial statements, as follows:

#### **1. Criteria for the selection of the independent audit firm.**

- The audit firm must be a reputable independent audit firm and be approved to audit listed companies in accordance with the laws on securities; be included in the list of audit firms and practicing auditors approved by the Ministry of Finance to audit public interest entities in 2026 in accordance with the Law on Independent Audit; and be periodically updated and publicly disclosed on the official website of the Ministry of Finance as prescribed;

- The audit firm must have a team of auditors who demonstrate integrity, uphold professional ethics, and possess high qualifications and extensive experience to ensure the quality of the audit of the financial statements;

- The audit fee must be reasonable and commensurate with the scope, content, and audit timeline as required by the Company.

#### **2. Proposal.**

In preparation for the audit of the Company's 2026 financial statements, the Supervisory Board respectfully submits to the General Meeting of Shareholders for approval the following list of audit firms to perform the audit of the Company's 2026 financial statements:

1. Deloitte Vietnam Company Limited (Deloitte);
2. Ernst & Young Vietnam Company Limited (EY);
3. PricewaterhouseCoopers Vietnam Company Limited (PwC);
4. KPMG Vietnam Company Limited;
5. VACO Auditing Company Limited (VACO);
6. AASC Auditing Firm Company Limited (AASC).

The Supervisory Board respectfully requests the General Meeting of Shareholders to authorize the Board of Directors to select one of the above audit firms to conduct the semi-annual financial statement review and the audit of the Company's 2026 financial statements in accordance with applicable laws and the Company's regulations.

The Supervisory Board respectfully submits this matter to the General Meeting of Shareholders for consideration and approval.

***Recipients:***

- As addressed above;
- Board of Directors;
- Archived at: Supervisory Board.

**ON BEHALF OF THE BOARD OF SUPERVISORS  
HEAD OF THE BOARD OF SUPERVISORS**

**Nguyen Thi Anh Tu**

DRAFT

**PROPOSAL**

**On approval of the amendments and supplements to the Charter of organization and operation of Vicem Hoang Mai Cement Joint Stock Company**

To: General Meeting of Shareholders of Vicem Hoang Mai Cement Joint Stock Company

Pursuant to Law on Enterprises No. 59/2020/QH14 as amended by Law No. 03/2022/QH15 and Law No. 76/2025/QH15;

Pursuant to Law on Securities No. 54/2019/QH14 as amended by Law No. 56/2024/QH15;

Pursuant to the Law on management and investment of state capital in enterprises No. 68/2025/QH15;

Pursuant to Decree No. 245/2025/ND-CP dated 11 September 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Decree No. 366/2025/ND-CP dated 31 December 2025 of the Government on the management and investment of state capital in enterprises.

Pursuant to Decision No. 36/2025/ QD-TTg dated September 29, 2025 promulgating Vietnam Standard Industrial Classification;

Pursuant to the Charter of Vicem Hoang Mai Cement Joint Stock Company approved by the General Meeting of Shareholders at the Annual General Meeting on April 25, 2025.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the following matters:

1. To approve the amendments and supplements to the Company's Charter and the full text of the Draft Charter incorporating such amendments and supplements as detailed in the Appendix attached to this Submission.

2. To assign the Company's legal representative to sign and promulgate the Company's Charter after it has been approved by the General Meeting of Shareholders, and to organize the disclosure and retention of the Charter in accordance with applicable laws and the Company's internal regulations.

Respectfully submit./.

**Recipients:**

- As above;
- Archived: Clerical department,  
Department of Organization, BOD

**FOR AND ON BEHALF OF THE BOARD  
OF DIRECTORS  
CHAIRMAN**

**Le Trung Kien**

**AMENDMENTS AND SUPPLEMENTS TO THE CHARTER ON ORGANIZATION AND OPERATION OF VICEM  
HOANG MAI CEMENT JOINT STOCK COMPANY**

*(Attached to Proposal No.     / TTr-XMHM-HĐQT dated     /     ,2026 of the Board of Directors of Vicem Hoang Mai Cement JSC)*

<b>THE 2025 CHARTER ON ORGANIZATION AND OPERATION</b>	<b>DRAFT OF THE 2026 AMENDED AND SUPPLEMENTED CHARTER ON ORGANIZATION AND OPERATION</b>	<b>LEGAL GROUND</b>
<b>Point c Clause 1 Article 1. Definitions</b> c) “The Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 passed by National Assembly of the Socialist Republic of Vietnam on June 17, 2020.	<u>Amended as follows:</u> <b>Point c Clause 1 Article 1. Definitions</b> c) ”The Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 passed by National Assembly of the Socialist Republic of Vietnam on June 17, 2020 <b>and its amendments and supplements.</b>	To ensure full compliance with the applicable laws and regulations.
<b>Point d Clause 1 Article 1. Definitions</b> d) “The Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by National Assembly of the Socialist Republic of Vietnam on November 26, 2019;	<u>Amended as follows:</u> <b>Point d Clause 1 Article 1. Definitions</b> c) “The Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by National Assembly of the Socialist Republic of Vietnam on November 26, 2019 <b>and its amendments and supplements.</b>	To ensure full compliance with the applicable laws and regulations.
<b>Clause 1 Article 1. Definitions</b>	<u>Add Point (r) after Point (q) Clause 1, Article 1 as follows:</u> <b>Clause 1, Article 1. Definitions</b> r) “The Law on Management and Investment of State Capital in Enterprises” means the Law on Management and Investment of State Capital in Enterprises No. 68/2025/QH15 passed by National Assembly of the Socialist Republic of Vietnam on <b>June 14, 2025 and its amendments and supplements.</b>	To ensure full compliance with the applicable laws and regulations.
	<u>Add Point (s) after Point (r) Clause 1 Article 1 as follows:</u>	

<b>Clause 1 Article 1. Definitions</b>	<b>Clause 1 Article 1. Definitions</b> <b>s) The Company's Charter means the Charter on Organization and Operation of Vicem Hoang Mai Cement Joint Stock Company.</b>	To standardize terminology and ensure consistency in application.
<b>Clause 3 Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company</b> 3. Registered office of the Company: Head office address: <b>Block Tan Tien, Quynh Thien ward, Hoang Mai town</b> , Nghe An Province	<u>Amended as follows:</u> <b>Clause 3 Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company</b> 3. Registered office of the Company: Head office address: <b>Tan Tien Block, Hoang Mai Ward</b> , Nghe An Province	Due to changes in administrative boundaries (merger of wards/communes)
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<b>Item c Clause 2 Article 3. The Company's legal representative</b>	<u>Amended as follows:</u> <b>Item c Clause 2 Article 3. The Company's legal representative</b>	Law No. 76/2025/QH15 amending and supplementing a

<p>c) The legal representative of the Company shall be personally responsible for any damage caused to the Company <b>due to violations of obligations</b> as prescribed in this Charter.</p>	<p>c) The legal representative of the Company shall be personally responsible <b>in accordance with the law</b> for any damages caused to the Company <b>as a result of violating the responsibilities</b> prescribed in this Charter.</p>	<p>number of the Law on Enterprises.</p>																																																						
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9	Other manufacturing n.e.c. Details: Manufacture of construction materials	3290		9	Other manufacturing n.e.c. Details: Manufacture of construction materials	3290	
10	Wholesale of other machinery and equipment Details: Machinery and equipment for mining, quarrying and construction; holesale of machinery, electrical equipment and electric materials (motors, generators, transformers, wires); Wholesale of other machinery and equipment n.e.c.	4659		10	Wholesale of other machinery and equipment Details: Machinery and equipment for mining, quarrying and construction; holesale of machinery, electrical equipment and electric materials (motors, generators, transformers, wires); Wholesale of other machinery and equipment n.e.c.	4659	
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	outdoor swimming pools; steam cleaning, sand blasting and similar activities for building exteriors; renting of cranes with operator.			outdoor swimming pools; steam cleaning, sand blasting and similar activities for building exteriors; renting of cranes with operator.		
12	Operation of sports facilities	9311		12	Operation of sports facilities	9311
13	Water drainage and wastewater treatment	3700		13	Water drainage and wastewater treatment	3700
14	Quarrying of stone, sand, gravel and clay	0810		14	Quarrying of stone, sand, gravel and clay	0810
15	Construction of railways	4211		15	Construction of railways	4211
16	Construction of roads	4212		16	Construction of roads	4212
17	Restaurants and mobile food service activities	5610		17	Restaurants and mobile food service activities	5610
18	Construction of residential buildings	4101		18	Construction of residential buildings	4101
19	Construction of non-residential buildings	4102		19	Construction of non-residential buildings	4102
20	Collection of non-hazardous waste	3811		20	Collection of non-hazardous waste	3811
21	Collection of hazardous waste	3812		21	Collection of hazardous waste	3812
22	Treatment and disposal of non-hazardous waste	3821		22	Treatment and disposal of non-hazardous waste	3821
23	Treatment and disposal of hazardous waste	3822		23	Treatment and disposal of hazardous waste	3822
24	Remediation activities and other waste management services	3900		24	Remediation activities and other waste management services	3900
25	Support activities for other mining and quarrying	0990		25	Support activities for other mining and quarrying	0990
26	<b>Reservation service and related activities</b>	<b>7990</b>		26	<b>Other tourism related activities</b>	<b>7990</b>
27	Construction of other civil engineering projects	4299		27	Construction of other civil engineering projects	4299
28	Cargo handling	5224		28	Cargo handling	5224
29	Warehousing and storage	5210		29	Warehousing and storage	5210
30	Construction of electrical works	4221		30	Construction of electrical works	4221
31	<b>Electric power generation</b>	<b>3511</b>		31	<b>Electricity generation from non-renewable energy sources</b>	<b>3511</b>
				32	<b>Electricity production from renewable energy sources</b>	<b>3512</b>
				33	<b>Electricity transmission and distribution</b>	<b>3513</b>

	34	Renting of machinery, equipment and other tangible goods without operator	7730	
	35	Scrap recycling	3830	
	36	Basic chemical production Details: Industrial gas production	2011	
	37	Direct support service activities for water transport Details: Port operations; Support service activities related to coastal and ocean transport; Inland waterway port operations; Support service activities related to inland waterway transport	5222	
	38	Other support services related to transportation	5229	
<p><b>Point s Clause 2 Article 15. Rights and obligations of the General Meeting of Shareholders</b></p> <p>s) Approval for the transactions as prescribed in <b>Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020</b> of the Government detailing the implementation of some articles of the Law on Securities;</p>	<p><u>Amended as follows:</u></p> <p><b>Point s Clause 2 Article 15. Rights and obligations of the General Meeting of Shareholders</b></p> <p>s) Approval for the transactions as prescribed in <b>Clause 84, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025</b> of amendments to certain articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of some articles of the Law on Securities;</p>			<p>Clause 84 Article 1 Decree No. 245/2025/ND-CP dated September 11, 2025</p>
<p><b>Clause 3 Article 26. Term of office and composition of members of the Board of Directors</b></p> <p>3. Composition of the Board of Directors:</p> <p>At least one third (1/3) of the members of the Board of Directors of the Company shall be non-executive</p>	<p><u>Amended as follows:</u></p> <p><b>Clause 3 Article 26. Term of office and composition of members of the Board of Directors</b></p> <p>3. The number of non-executive members of the Board of Directors of the Company must meet the following requirements:</p>			<p>Clause 79 Article 1 Decree No. 245/2025/ND-CP dated September 11, 2025</p>

members. The Company must have at least 01 independent member of the Board of Directors.	<p>a) There must be at least one (01) non-executive member if the Board of Directors has from three (03) to five (05) members;</p> <p>b) There must be at least two (02) non-executive members if the Board of Directors has from six (06) to eight (08) members;</p> <p>c) There must be at least three (03) non-executive members if the Board of Directors has from nine (09) to eleven (11) members.</p>	
<b>Article 26. Term of office and composition of members of the Board of Directors</b>	<p><u>Add Clause 7 after Clause 6 of Article 26 as follows:</u></p> <p><b>Article 26. Term of office and composition of members of the Board of Directors</b></p> <p><b>7. A member of the Board of Directors may concurrently hold the position of a member of the Board of Directors or the Board of Members of no more than five (05) other companies.</b></p>	Clause 78 Article 1 Decree No. 245/2025/ND-CP dated September 11, 2025
<p><b>Clause 3 Article 27. Rights and obligations of the Board of Directors</b></p> <p>The Board of Directors must submit reports to the General Meeting of Shareholders on its performance in accordance with <b>Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of some articles of the Law on Securities.</b></p>	<p><u>Amended as follows</u></p> <p><b>Clause 3 Article 27. Rights and obligations of the Board of Directors</b></p> <p>The Board of Directors must submit reports to the General Meeting of Shareholders on its performance in accordance with <b>Clause 82, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025 of amendments to certain articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of some articles of the Law on Securities;</b></p>	Clause 82, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025
<b>Article 42. Responsibility for honesty and prevention of conflict of interest</b>	<p><u>Add Clause 7 after Clause 6 of Article 42 as follows:</u></p> <p><b>Article 42. Responsibility for honesty and prevention of conflict of interest</b></p> <p><b>7. The General Director must not be a related person of the enterprise manager, the Supervisor</b></p>	Clause 83 Article 1 Decree No. 245/2025/ND-CP dated September 11, 2025

	of the Company and its parent company, the State capital representative, or the representative of the enterprise's capital at the Company and its parent company as prescribed at Point d Clause 46 Article 4 of the the Law on Securities.	
<b>Point c Clause 1 Article 46. Profit distribution</b> c) Set aside a maximum amount accounting for 30% of profit for the enterprise's development investment fund.	<u>Amended as follows:</u> <b>Point c Clause 1 Article 46. Profit distribution</b> c) Allocate no more than 50% to the Development Investment Fund to be used for the purpose of expanding the enterprise's production and business activities and supplementing charter capital.	Point a Clause 2 Article 25 of Law on management and investment of state capital in enterprises No. 68/2025/QH15
<b>Point d Clause 1 Article 46. Profit distribution</b> d) Set aside the reward fund, welfare fund for employees in the enterprise, and bonus fund for enterprise managers in accordance with the Government's regulations on labor, salary, remuneration, and bonuses for companies with state-controlled shares and capital contributions.	<u>Amended as follows:</u> <b>Point d Clause 1 Article 46. Profit distribution</b> d) Set aside funds to the Reward and Welfare Fund for expenditure on commendation and welfare activities for employees, the direct owner's representative, Supervisors, the General Director and other managerial positions in accordance with Point b Clause 2 Article 29 of Decree No. 366/2025/NĐ-CP dated December 31, 2025.	Point b Clause 2 Article 29 of Decree No. 366/2025/NĐ-CP dated December 31, 2025.
	<u>Add Point d after Point d, Clause 1, Article 46 – Profit Distribution as follows:</u> <b>đ) Make appropriations to other funds in accordance with relevant laws.</b>	Point c Clause 2 Article 25 of Law on management and investment of state capital in enterprises No. 68/2025/QH15



VIETNAM NATIONAL CEMENT CORPORATION

**VICEM HOANG MAI CEMENT JSC**

No. 11Tr-XMHM-HDQT

**SOCIALIST REPUBLIC OF VIET NAM**

**Independence - Freedom - Happiness**

*Nghe An, April....., 2026*

## **PROPOSAL**

### **On the dismissal and additional election of member(s) of the Board of Directors for the 2023–2028 term of Vicem Hoang Mai Cement Joint Stock Company**

To: The 2026 Annual General Meeting of Shareholders

Pursuant to the Law on Enterprises No. 59/2020/QH14, as amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15;

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

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the current Charter of Vicem Hoang Mai Cement Joint Stock Company;

Pursuant to the resignation letter from the position of Member of the Board of Directors for the 2023–2028 term submitted by Mr. Le Dinh Thang, dated April 15, 2026;

Pursuant to the resignation letter from the positions of Member of the Board of Directors and Chairman of the Board of Directors for the 2023–2028 term submitted by Mr. Le Trung Kien, dated April 15, 2026;

Based on Decision No. 688/QĐ-VICEM dated April 14, 2026 issued by the Members' Council of Vietnam Cement Industry Corporation regarding the representatives of VICEM's capital at Vicem Hoang Mai Cement Joint Stock Company

The Board of Directors of Vicem Hoang Mai Cement Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the dismissal and additional election of members of the Board of Directors for the 2023–2028 term, specifically as follows:

- To approve the dismissal of Mr. Le Trung Kien and Mr. Le Dinh Thang from their positions as Members of the Board of Directors for the 2023–2028 term, effective from the date approved by the General Meeting of Shareholders

- To approve the number of additional members of the Board of Directors to be elected at the 2026 Annual General Meeting of Shareholders as: 02 members.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval./

#### ***Recipients:***

- As above;
- Filed at: Administration Office,  
AGM Documents.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

**Le Trung Kien**

**DRAFT**

## **REGULATIONS**

### **REGULATIONS ON THE ELECTION OF ADDITIONAL MEMBERS OF THE BOARD OF DIRECTORS FOR THE 2023–2028 TERM AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VICEM HOANG MAI CEMENT JOINT STOCK COMPANY**

#### **Chapter I: Nomination and Self-Nomination for Member(s) of the Board of Directors**

##### **Article 1. Criteria and Conditions for Members of the Board of Directors**

- Not falling under the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
- Possessing professional qualifications and experience in business administration or in the Company's business lines and not necessarily being a shareholder of the Company, unless otherwise stipulated in the Company's Charter;
- A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors of no more than five (05) other companies;
- A member of the Board of Directors must not be a family member of the General Director and other managers of the Company; or of managers and persons having authority to appoint managers of the parent company;
- Satisfying other criteria and conditions in accordance with applicable laws.

##### **Article 2. Nomination of Candidates for Election to the Board of Directors**

- Shareholders or groups of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises.
- In the event that the number of candidates nominated and self-nominated for the Board of Directors remains insufficient, the incumbent Board of Directors shall introduce additional candidates who meet the required criteria and conditions for election to the Board of Directors in accordance with applicable regulations.

##### **Article 3. Application Dossier for Nomination and Candidacy for Election to the Board of Directors**

- Application for self-nomination or nomination to the Board of Directors (in the prescribed form);
- Curriculum Vitae declared by the candidate (in the prescribed form);
- Certified copy of Citizen Identity Card or equivalent valid legal identification documents;
- Certified copies of diplomas, degrees, and certificates evidencing educational and professional qualifications;

- Copy of the Enterprise Registration Certificate of companies where the candidate is currently holding managerial positions in the Board of Directors or Supervisory Board (if any).

#### **Article 4. Selection of Candidates**

Based on Nomination applications submitted by shareholders or groups of shareholders, the Organizing Committee of the 2026 Annual General Meeting of Shareholders of the Company shall prepare a list of candidates who meet the prescribed criteria and conditions for election to the Board of Directors. The list of candidates shall be submitted to the General Meeting of Shareholders for approval prior to the election. Information relating to the candidates shall be disclosed in accordance with the Company's Charter and applicable laws before the General Meeting proceeds with the election.

### **Chapter II: Election of Members of the Board of Directors**

#### **Article 5. Subjects Entitled to Vote**

Shareholders holding voting shares and authorized representatives of shareholders holding voting shares of the Company shall be entitled to participate in the election.

#### **Article 6. Ballots and Completion of Ballots**

##### **1. List of Candidates for the Board of Directors**

- The list of candidates shall be arranged in alphabetical order by name, with full names clearly stated on the ballot.

##### **2. Ballots and Completion of Ballots**

- Ballots shall be uniformly printed and indicate the total number of voting shares corresponding to the attendance code;

- Each shareholder/authorized representative shall be provided with one (01) ballot for the election of members of the Board of Directors according to their attendance code (including owned and authorized shares);

- In case of any error in completing the ballot, the shareholder may request the Vote Counting and Election Committee to replace it with another ballot;

- Shareholders/authorized representatives shall select the option(s) provided on the ballot and sign their names accordingly.

##### **3. Invalid Ballots**

- Ballots not in the prescribed form issued by the Organizing Committee and not bearing the Company's seal;

- Ballots containing erasures, alterations, additional entries, or names that are incorrect or not included in the list of candidates approved by the General Meeting of Shareholders prior to voting;

- Ballots where the total number of votes exceeds the total number of voting shares multiplied by the number of Board of Directors members to be elected

#### **Article 7. Voting Method**

- The election of members of the Board of Directors shall be conducted using the cumulative voting method;

- Each shareholder shall have a total number of votes equal to the total number of voting shares (including owned and authorized shares) multiplied by the number of members of the Board of Directors to be elected;

- Shareholders may allocate all their votes to one candidate or distribute them among several candidates, but not exceeding the number of members approved by the General Meeting of Shareholders.

## **Article 8. Vote Counting and Election Committee, Voting and Vote Counting Principles**

### **1. Vote Counting and Election Committee**

a. The Vote Counting and Election Committee shall be nominated by the Chairperson and approved by the General Meeting of Shareholders;

b. The Vote Counting and Election Committee shall have the following responsibilities:

- Presenting the Election Regulations to the General Meeting of Shareholders for approval

- Distributing ballots and providing instructions on how to complete the ballots;

- Conducting vote counting;

- Announcing the election results before the General Meeting of Shareholders.

c. Members of the Vote Counting and Election Committee must not be included in the list of nominees or candidates for election to the Board of Directors.

### **2. Principles for Voting and Vote Counting**

a. The ballot box shall be inspected by the Vote Counting and Election Committee in the presence of shareholders before voting begins;

b. Voting shall commence after the distribution of ballots is completed and shall end when the last shareholder has cast their ballot into the ballot box;

c. Vote counting shall be conducted immediately after the voting process is completed

d. The vote counting results shall be recorded in writing and announced by the Head of the Vote Counting and Election Committee before the General Meeting of Shareholders.

## **Article 9. Preparation and Announcement of Vote Counting Minutes**

- After completing the vote counting, the Vote Counting and Election Committee shall prepare the vote counting minutes;

- The full text of the vote counting minutes shall be announced before the General Meeting of Shareholders.

## **Article 10. Principles for Determining Elected Candidates**

The elected candidates shall be the two (02) candidates receiving the highest number of vote.

In the event that two or more candidates receive an equal number of votes for the final position, the General Meeting of Shareholders shall conduct a re-election among those candidates or make a selection in accordance with the decision of the General Meeting of Shareholders.

**Article 11. Any complaints relating to the election and vote counting shall be resolved by the Chairperson of the meeting and recorded in the minutes of the General Meeting of Shareholders.**

These Regulations consist of two (02) chapters and eleven (11) articles and shall be publicly presented to the General Meeting of Shareholders for consideration and approval./.

***Recipients:***

- As above;
- Filed at: Administration Office,  
AGM Documents.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

**Le Trung Kien**

## APPENDIX: GUIDELINES FOR THE ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

*(By Cumulative Voting Method)*

**1. Type of Ballot:** *Pink ballot: Election of members of the Board of Directors*

**2. Voting:** *Ballots for electing members of the Board of Directors shall be placed into the sealed ballot box.*

**3. How to Complete the Ballot:**

*- Each shareholder shall have a total number of votes equal to the total number of voting shares (including owned shares and authorized shares) multiplied by the number of Board of Directors members to be elected.*

*- Shareholders shall complete the ballot in accordance with the instructions on the ballot by choosing one of the following options:*

*+ Option 1: Vote for candidates with the total votes distributed equally among the selected candidates*

*+ Option 2: Allocate votes to each candidate by writing the number of votes in the corresponding box, ensuring that the total number of votes does not exceed the total number of voting shares multiplied by the number of Board of Directors members to be elected.*

**Example:** *The General Meeting of Shareholders votes to elect 02 members of the Board of Directors from a total of 03 candidates. Shareholder Nguyen Van A holds (including ownership and authorized shares) 1,000 voting shares. In this case, the total number of votes of shareholder Nguyen Van A is:*

$$1,000 \text{ shares} \times 2 = 2,000 \text{ votes.}$$

*Shareholder Nguyen Van A may cast cumulative votes as follows:*

***Case 1: Shareholder Nguyen Van A distributes his total voting rights equally among the 02 candidates (equivalent to each candidate receiving 1,000 votes).***

Candidate's name	Number of ballots
1. Candidate 1	1.000
2. Candidate 2	1.000
3. Candidate 3	0
<b>Total of ballots</b>	<b>2.000</b>

***Case 2: Shareholder Nguyen Van A allocates all of his voting rights to one candidate.***

Candidate's name	Number of ballots
1. Candidate 1	2.000
2. Candidate 2	0
3. Candidate 3	0
<b>Total of ballots</b>	<b>2.000</b>

*Case 3: Shareholder Nguyen Van A distributes his voting rights unevenly among the candidates.*

<b>Candidate's name</b>	<b>Số phiếu bầu</b>
1. Candidate 1	<b>1.200</b>
2. Candidate 2	<b>700</b>
3. Candidate 3	<b>100</b>
<b>Total of ballots</b>	<b>2.000</b>

*- Other cases as stipulated in the Election Regulations.*