

CONSTRUCTION MATERIAL &  
INTERIOR DECORATION JOINT  
STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

No.: *17.5* /CBTT-HDQT

HCM City, May 15, 2026

## DISCLOSURE OF PERIODIC DOCUMENTS FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

To : Hanoi Stock Exchange

Complying with the provisions of Clause 3, Article 10 of Circular No. 96/2020/TT-BTC dated November 16<sup>th</sup>, 2020 of the Ministry of Finance guiding information disclosure on the stock market, Construction Material & Interior Decoration Joint Stock Company discloses Documents for the 2026 Annual General Meeting of Shareholders to Hanoi Stock Exchange as follows:

1. Name of company: *CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY*

- Stock symbol: *CMD*

- Address of head office: *215-217 Tran Hung Dao, Cau Ong Lanh Ward, HCM City*

- Telephone: (028) 39205104

Fax: (028) 38369434

- E-mail: *cmidvxd@gmail.com*

2. Content of information disclosure:

- Documents for the 2026 Annual General Meeting of Shareholders.

This information was published on the Company's website on May 15, 2026 at the link:  
<http://www.cmid.com.vn>

We hereby commit that the information published above is true and take full responsibility before the law for the content of the published information.

**\* Attached Documents:**

Documents related to the disclosed information

- Documents for the 2026 Annual General Meeting of Shareholders.

**Organization representative**

Person authorized to disclose information  
(Signature, full name, position, and seal)



*Nguyễn Thế Vinh*



**CONSTRUCTION MATERIAL & INTERIOR DECORATION  
JOINT STOCK COMPANY**

Headquarters: 215-217 Tran Hung Dao, Cau Ong Lanh Ward, Ho Chi Minh City  
Business Registration Certificate No.: 0302495140

## **INVITATION LETTER**

### **ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**

Pursuant to the Charter of organization and operations of Construction Material & Interior Decoration JSC, the Board of Directors of the Company cordially invites Shareholders to attend the 2026 AGM as follows:

1. **Meeting time:** 07:30 A.M., June 09, 2026
2. **Meeting location:** Company Hall, 215-217 Tran Hung Dao, Cau Ong Lanh Ward, Ho Chi Minh City
3. **Meeting content:**  
Documents for the 2026 AGM are posted and updated (if any) by the Company on the website: [www.cmid.com.vn](http://www.cmid.com.vn) from May 15, 2026, and will be provided in printed form to Shareholders upon attending the Meeting.
4. **Meeting registration:**  
To prepare facilities for welcoming delegates, Shareholders are requested to register for the Meeting at Construction Material & Interior Decoration Joint Stock Company or send the Registration Form to the address below before May 22, 2026.
5. **Authorization to attend the AGM:**  
If Shareholders authorize another person to attend the Meeting, please fill out the Power of Attorney form or another form in accordance with civil law and send the signed Power of Attorney to the address below before May 22, 2026, or present it when the authorized person arrives at the Meeting.  
*(Note: The Power of Attorney must clearly state the name of the authorized individual or organization and the number of shares authorized. The Power of Attorney must be an original with a wet signature. In case of authorization from an institutional shareholder, the Power of Attorney must bear the seal of the authorizing organization).*
6. **Address for document submission and Support contact:**  
**Construction Material & Interior Decoration Joint Stock Company**  
- **Address:** 215-217 Tran Hung Dao, Cau Ong Lanh Ward, Ho Chi Minh City  
- **Telephone:** 028 39205104 – **Fax:** 38369434  
*Contact: Ms. Tran Nguyen Thanh Tieng. – Position: Staff of Organization Department, Tel: 0912.966.490*
7. **Shareholders or authorized persons attending the Meeting are requested to bring the following documents:**
  - Meeting invitation notice and Power of Attorney (if any);
  - ID card/Citizen ID card/Passport or a valid copy of the Business Registration Certificate for organizations.

We look forward to welcoming Shareholders to the 2026 Annual General Meeting of Shareholders.

Sincerely!

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



**TRUONG MINH TUYEN**

**CONSTRUCTION MATERIALS & INTERIOR  
DECORATION JOINT STOCK COMPANY**



**DOCUMENT**

**2026 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS (GMS)**



*HCMC, June 09, 2026*



## AGENDA

### 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

#### I. TIME AND VENUE:

- **Time:** 07:30 A.M., Tuesday - June 09, 2026
- **Venue:** CMID Company Hall, 215-217 Tran Hung Dao, Cau Ong Lanh Ward, Ho Chi Minh City

#### II. AGENDA CONTENT:

Time	Content
07:00 A.M. – 07:30 A.M.	<b>Welcoming guests and verifying delegate and shareholder eligibility:</b> <ul style="list-style-type: none"><li>• Welcoming delegates and shareholders;</li><li>• Verifying delegate eligibility, distributing voting cards, ballots, and meeting documents.</li></ul>
07:30 A.M. – 08:00 A.M.	<b>Opening the AGM:</b> <ul style="list-style-type: none"><li>• Report on the verification of delegates attending the AGM;</li><li>• Stating the reasons and introducing the Chairperson;</li><li>• Approving the Working Regulations;</li><li>• The Chairperson introduces and approves the list of the Presidium and the Ballot Counting Committee;</li><li>• Approving the AGM agenda;</li></ul>
08:00 A.M. – 09:00 A.M.	<b>The Board of Directors, Board of Supervisors, and Board of Management present the following content:</b> <ul style="list-style-type: none"><li>• Report of the Board of Management on the 2025 Production and business operations and the 2026 operational plan</li><li>• Report on the Activities of the Board of Directors in 2025 and the 2026 operational plan;</li><li>• Report on the Activities of the Board of Supervisors in 2025 and the 2026 operational plan;</li><li>• Report on the remuneration of the Board of Directors, Board of Supervisors, and Board of Management in 2025</li></ul>
09:00 A.M. – 10:00 A.M.	<b>Proposals to the AGM:</b> <ul style="list-style-type: none"><li>• Proposal on the audited 2025 Financial statements of the Company;</li><li>• Proposal on the 2025 Business Production Results and Profit distribution;</li><li>• Proposal on the 2026 business Indicators;</li><li>• Proposal on the remuneration for the Board of Directors and Board of Supervisors in 2026;</li><li>• Proposal on selecting an Auditing firm for the 2026 Financial statements;</li><li>• <i>Proposal on amending, supplementing, and issuing the Company Charter; Internal Regulations on Corporate Governance; the Regulations on Operation of the Board of Directors; the Regulations on Operation of the Board of Supervisors</i></li><li>• Other content (If any).</li></ul>
10:00 A.M. – 10:30 A.M.	AGM discussion
10:30 A.M. – 11:00 A.M.	Instructions on voting and voting to approve reports and proposals
11:00 A.M. – 11:15 A.M.	Announced the Vote Counting Result
11:15 A.M. – 11:45 A.M.	The Secretariat reads the draft Minutes of the meeting and the GMS Resolution; The AGM votes to approve the content of the Minutes of the meeting and the GMS Resolution.
11:45 A.M. – 12:00 P.M.	<b>Declaring the closing of the AGM.</b>



**CONSTRUCTION MATERIAL & INTERIOR DECORATION  
JOINT STOCK COMPANY**

Address: 215–217 Tran Hung Dao Street, Cau Ong Lanh Ward, HCM City, Vietnam  
Phone: 028 39205104 Fax: 38369434 Website: [www.cmid.com.vn](http://www.cmid.com.vn)

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**RULES OF PROCEDURE  
2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
CONSTRUCTION MATERIAL & INTERIOR DECORATION  
JOINT STOCK COMPANY**

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**Pursuant to:**

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019, and accompanying sub-law documents;*
- *Decree 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities, passed on December 31, 2020;*
- *Charter on organization and operations of Construction Materials & Interior Decoration Joint Stock Company*
- *Internal Regulations on Corporate Governance of Construction Material & Interior Decoration Joint Stock Company*

To ensure that the 2026 Annual General Meeting of Shareholders of Construction Material & Interior Decoration Joint Stock Company is successful, the Board of Directors establishes the following rules, principles of conduct, and voting procedures for the GMS to approve:

**1. PURPOSE**

- To ensure the sequence, principles of conduct, and voting at the Annual General Meeting of Shareholders of Construction Material & Interior Decoration Joint Stock Company are conducted in accordance with regulations and are successful.
- Resolutions of the GMS shall reflect the unified will of the GMS, meet the aspirations and interests of shareholders, and comply with the law.

**2. SUBJECTS AND SCOPE**

- Subjects of application: All shareholders, authorized representatives of shareholders currently owning shares of Construction Materials & Interior Decoration Joint Stock Company, and guests attending the Annual General Meeting of Shareholders of Construction Materials & Interior Decoration Joint Stock Company must comply with the provisions of this Charter, the Company's Charter, and current legal regulations.
- Scope of application: This Charter is used for the organization of the 2026 Annual General Meeting of Shareholders of Construction Materials & Interior Decoration Joint Stock Company

**3. INTERPRETATION OF TERMS/ABBREVIATIONS**

- |            |   |   |
|------------|---|---|
| - Company  | : | Construction Material & Interior Decoration Joint Stock Company |
| - BOD      | : | Board of Directors  |
| - BOS      | : | Board of Supervisors  |
| - GMS      | : | General Meeting of Shareholders                                 |
| - AGM      | : | Annual General Meeting  |
| - Delegate | : | Shareholders, representatives (authorized persons)              |

**4. CONTENT OF THE RULES**

**4.1 Conditions for conducting the GMS**

- The GMS shall be conducted when the number of delegates attending represents over 50% of the total voting shares.
- In case the first meeting does not meet the conditions for conduct as prescribed in Clause 1, Article 19 of the Company's Charter, the notice for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second GMS shall be conducted when the number of shareholders attending represents 33% or more of the total voting shares.
- In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2, Article 19 of the Company's Charter, the notice for the third meeting shall be sent within 20 days from the intended date of the second meeting. The third GMS shall be conducted regardless of the total voting shares of the attending shareholders.

#### **4.2 Conditions for shareholders to attend the AGM**

Shareholders entitled to vote according to the shareholder list finalized on May 4, 2026 shall have the right to attend the AGM either in person or through authorized representatives. Where more than one authorized representative is appointed in accordance with law, the number of shares represented by each authorized representative must be specifically identified.

#### **4.3 Guests at the AGM**

- Management personnel of the Company, invited guests, and members of the AGM Organizing Committee who are not shareholders of the Company but are invited to attend the AGM.
- Guests are not entitled to speak at the AGM unless invited by the Chairperson of the AGM or unless they have registered in advance with the AGM Organizing Committee and obtained the approval of the Chairperson.

#### **4.4 Delegates attending the AGM must comply with the following regulations**

- Attend on time, wear proper and formal attire, comply with security checks (if any), and present identification documents, etc. as required by the AGM Organizing Committee.
- Receive documents and materials relating to the AGM at the reception desk in front of the AGM venue.
- Late attendees shall have the right to register immediately and thereafter participate in and vote at the AGM. The Chairperson is not obliged to suspend the AGM for late attendees to complete registration; voting results on matters already voted on prior to such attendee's arrival shall remain unaffected.
- Set mobile phones to silent mode or turn them off; if necessary, conversations should be conducted outside the meeting hall.
- No smoking and maintain order in the AGM venue.
- Comply with regulations of the Organizing Committee and instructions of the Chairperson conducting the AGM.
- In the event that any attendee fails to comply with inspection requirements or the above-mentioned measures and regulations, the Chairperson, after careful consideration, may refuse admission to or expel such attendee from the AGM venue in order to ensure that the AGM proceeds normally in accordance with the approved agenda and plan.

#### **4.5 Chairperson and Presidium**

- The Presidium consists of the Chairperson and its members.
- The Chairman of the BOD shall act as the Chairperson or authorize another member of the BOD to act as the Chairperson of the GMS convened by the BOD;
- In the absence of the Chairman or where the Chairman is temporarily unable to work, the remaining members of the BOD shall elect one among them to act as the Chairperson based on the majority principle. If no Chairperson can be elected, the Head of the Supervisory Board shall conduct the election of the Chairperson by the GMS from among attendees, and the person receiving the highest number of votes shall act as the Chairperson;

- In other cases, the person signing the notice convening the GMS shall preside over the election of the Chairperson by the GMS, and the person receiving the highest number of votes shall act as the Chairperson.
- The Chairperson shall have the right to take necessary measures to conduct the Meeting in a reasonable and orderly manner in accordance with the approved agenda and reflecting the wishes of the majority of attendees.
- The Chairperson shall have the right to postpone a GMS that has a sufficient number of registered attendees for a maximum period of three (03) working days from the scheduled opening date and may only postpone the Meeting or change the venue in accordance with Clause 8, Article 146 of the Law on Enterprises.
- Tasks of Presidium:
  - Conduct activities of the Company's GMS in accordance with the agenda approved by the GMS;
  - Guide delegates and the AGM in discussing matters included in the agenda;
  - Present drafts and conclusions of matters requiring voting by the AGM;
  - Respond to matters requested by the AGM;
  - Resolve issues arising throughout the AGM.
- Working principles of the Presidium: the Presidium shall work collectively, democratically, and make decisions based on the majority principle.

#### **4.6 Secretary of the AGM:**

- The Chairperson appoints one or more persons to act as the Secretary of the meeting.
- Responsibilities and powers:
  - Fully and accurately record the contents of the AGM;
  - Receive registration slips for speeches from delegates;
  - Prepare the Minutes and draft the Resolution of the GMS;
  - Assist the Chairperson in announcing information relating to the GMS and notifying shareholders in accordance with applicable laws and the Company's Charter.
  - Perform other duties as requested by the Chairperson.

#### **4.7 Vote Counting Committee**

- The GMS shall elect one or more persons to the Vote Counting Committee as proposed by the Chairperson. Candidates nominated for election or self-nominated (in election cases) shall not participate in the Vote Counting Committee.
- Tasks of Vote Counting Committee:
  - Disseminate principles, regulations, and instructions on voting and election methods.
  - Review and report to the AGM on cases of violation of voting/election regulations or complaints regarding voting/election results;
  - Count and record ballots, election ballots, prepare vote counting minutes, and announce results; transfer the minutes to the Chairperson.

#### **4.8 Shareholder/Delegate Eligibility Check Committee**

- The Shareholder/Delegate Eligibility Check Committee consists of 03 members, including one (01) Head of Committee and two (02) members and 02 members, introduced to the AGM by the Chairperson.
- Tasks of Shareholder/Delegate Eligibility Check Committee:
  - Check the eligibility and status of shareholders and shareholder representatives attending the meeting.
  - The Chairperson of the Shareholder/Delegate Eligibility Check Committee reports to the GMS on the status of shareholders attending the meeting. If the meeting has a sufficient

number of shareholders and authorized representatives with the right to attend representing over 50% of the total voting shares, the Company's GMS shall be conducted.

#### **4.9 Speaking at the AGM**

- Delegates wishing to speak at the AGM must obtain approval from the Chairperson. Delegates shall speak briefly and focus on matters relevant to the approved agenda or submit written opinions to the Secretary for consolidation and reporting to the Chairperson.
- The Chairperson shall arrange speeches according to the order of registration and answer shareholders' questions at the AGM or record them for written responses afterward.

#### **4.10 Voting on matters at the AGM**

##### **4.10.1 Principles**

- All matters in the agenda and meeting content of the GMS must be discussed and voted on publicly by the GMS.
- Voting cards, voting ballots, and election ballots shall be printed, stamped, and distributed directly to delegates at the AGM together with the AGM materials. Such documents shall clearly state the delegate code, full name, number of shares owned, and authorized voting shares of the relevant delegate.
- The Chairperson proposes voting methods for each matter in the agenda for the AGM to approve.
- Voting methods are as follows:
  - o Voting by raising Voting Cards shall be used for approving matters such as the AGM agenda, working regulations, election regulations, members of the Presidium, members of the Vote Counting Committee, Minutes of the AGM, Resolution of the AGM, and other matters (if any);
  - o Voting by completing Voting Ballots shall be used for approving the following matters: the BOD report for 2025 and operational plan for 2026; the Supervisory Board report for 2025 and operational plan for 2026; the business performance report for 2025 and business plan for 2026; the audited financial statements for 2025; and resolutions on proposals submitted at the AGM.

##### **4.10.2 Voting procedures**

- o Delegates perform voting to Approve, Disapprove, or Abstain on a matter brought to a vote at the AGM by raising their Voting Card or filling out the options on the Ballot corresponding to the contents requiring a vote as prescribed in Section 4.10.1.
- o When voting by raising a Voting Card, the front of the Voting Card must be raised facing the Board of Directors. If a delegate does not raise the Voting Card during all three voting rounds (Approve, Disapprove, or Abstain) for a matter, it shall be considered as voting to approve that matter. If a delegate raises the Voting Card more than one (01) time when voting Approve, Disapprove, or Abstain for a matter, it shall be considered an invalid vote. Under the method of voting by raising a Voting Card, members of the Shareholder Eligibility Check Committee/Vote Counting Committee mark the delegate code and the corresponding number of voting shares of each shareholder for Approve, Disapprove, Abstain, and Invalid.
- o When voting by filling out a Ballot, for each content, the delegate selects one of the three options "Approve", "Disapprove", "Abstain" pre-printed on the Ballot by marking an "X" or "✓" in the chosen box. After completing all contents requiring a vote at the GMS, the delegate submits the Ballot to the sealed ballot box at the GMS according to the instructions of the Vote Counting Committee. The Ballot must be signed and include the full name of the delegate.

##### **4.10.3 Validity of the Ballot**

- **A valid Ballot** is a pre-printed form issued by the AGM Organizing Committee, bearing the Company's red seal, without erasures, scraping, tearing, damage, etc., containing no content other than what is prescribed for this ballot, and must be signed, with the delegate's full name handwritten below the signature.

On the Ballot, the voting content (Report, Proposal) is valid when the delegate marks one (01) of the three (03) voting squares.

- **Invalid Ballot:**

- Adding other content to the Ballot;
- A Ballot that does not follow the pre-printed form issued by the AGM Organizing Committee, a ballot without the Company's red seal, or one that has been erased, scraped, or contains content other than what is prescribed for the Ballot, or a ballot without a signature or the full name of the delegate, shall render all voting contents on that Ballot invalid.

#### **4.10.4 Voting rules**

Every 01 (one) ordinary share is equivalent to one voting right. Each attending delegate representing one or more voting rights shall be issued a Voting Card and a Ballot.

- As of the shareholder list closing date (May 04, 2026), the total number of voting shares of the Company is: 11,220,000 shares, equivalent to 11,220,000 voting rights.
- Matters requiring a vote at the AGM shall only be approved when approved by shareholders owning over 50% of the total voting shares of all attending shareholders. Specifically, for certain voting matters prescribed in Clause 1, Article 21 of the Charter, the consent of 65% or more of the total voting shares of all attending shareholders is required.
- Note:
  - Shareholders/authorized representatives with related interests do not have the right to vote on contracts and transactions valued at 35% or more (of the total value of the Company's assets recorded in the most recent financial statements); these contracts or transactions shall only be approved when shareholders/authorized representatives owning 65% or more of the total remaining voting shares approve (according to Clause 4, Article 167, Law on Enterprises 2020).
  - Shareholders/authorized representatives of shareholders owning 51% or more of the total voting shares or affiliated persons of such shareholders do not have the right to vote on contracts and transactions valued at more than 10% (of the total value of the Company's assets recorded in the most recent financial statements) between the Company and that shareholder (according to Point b, Clause 3 and Clause 4, Article 167, Law on Enterprises 2020).

#### **4.10.5 Recording voting/election results**

- The AGM shall approve the Vote Counting Committee.
- The Vote Counting Committee is responsible for collecting ballots and election ballots.
- The Vote Counting Committee shall check the number of votes for Approve, Disapprove, and Abstain for each content and is responsible for recording, statistics, and reporting the vote counting results at the AGM.

#### **4.11 Election of the BOD and BOS**

The election of members of the BOD and members of the BOS must be carried out in accordance with the Regulations on the election of members of the BOD and members of the BOS and must be approved by the GMS at the AGM.

#### **4.12 Minutes, Resolution of the GMS**

All contents at the GMS must be recorded by the Secretary in the Minutes of the GMS. The Minutes of the GMS must be read and approved before the closing of the AGM.

### **5. Implementation**

## ***Rules of Procedure for the 2026 Annual General Meeting of Shareholders***

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- All delegates, representatives, and guests attending the AGM are responsible for fully complying with the contents prescribed in this Charter, the Company's current regulations, internal rules, management regulations, and relevant legal provisions.
- The convener of the GMS has the right to:
  - Request all participants to undergo inspection or other lawful and reasonable security measures;
  - Request competent authorities to maintain order at the meeting; expel those who refuse to comply with the chair's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.
- Matters not detailed in this Charter shall be uniformly applied in accordance with the Company's Charter, the Law on Enterprises 2020, and current legal documents of the State.

***This Charter shall take effect immediately after being approved by the GMS.***

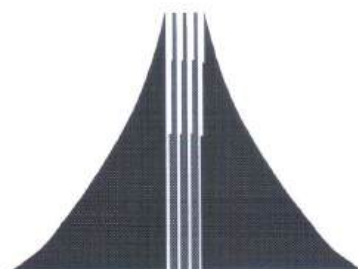
**FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRPERSON**

***Recipients:***

- GMS;
- Members of the BOD, BOM, BOS;
- Archive: Admin Office, Secretary.

**TRUONG MINH TUYEN**

**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**



**C M I D**

**REPORT OF THE  
BOARD OF MANAGEMENT  
YEAR 2025**



**Ho Chi Minh City, June 09, 2026**

No.: /BC-BTGD.2025

*Ho Chi Minh City, June 09, 2026*

## **REPORT**

# **SUMMARY OF PRODUCTION AND BUSINESS OPERATIONS IN 2025 AND BUSINESS DIRECTIONS FOR 2026**

**To:** 2026 Annual General Meeting of Shareholders

### **PART I**

### **SUMMARY OF BUSINESS OPERATIONS IN 2025**

First and foremost, we would like to express our profound gratitude to our Shareholders for their trust and support of the company throughout the past period. 2025 was a year of global economic volatility and escalating geopolitical tensions that impacted Vietnam's economic growth. In the face of such general difficulties, the Board of Management has made every effort to achieve the set business targets, contributing to the development and strengthening of CMID's position in the Southern construction materials market.

#### **I. SITUATION CHARACTERISTICS**

##### **1. Overview of the political and macroeconomic situation in 2025**

Regarding the global economy, the International Monetary Fund has lowered its 2025 economic growth forecast to 2.8% and 3% for 2026 ; trade growth in 2025 is only at 1.7%, half the growth rate of 2024 ; and it has raised the inflation forecast to 4.3% in 2025 and 3.6% in 2026. Along with this, the monetary tightening policies of central banks, especially the Fed and the European Central Bank (ECB), continue to impact economic growth. The US-China trade tensions continue to affect the global supply chain, with new tariffs applied to many technology products. Conflicts in some regions such as Eastern Europe and the Middle East have also increased energy prices, affecting global production costs.

The Vietnamese economy in 2025 took place in a context where the world economy had

many unstable and unpredictable factors, geopolitical tensions, and a strong USD, causing exchange rate pressure to increase rapidly in emerging countries. Instability in economic policies, especially international trade policy, puts pressure on consumer spending, investment, and uncertainty in the growth of the world's leading economies.

In 2025, the Vietnamese cement industry continued to operate in a context of supply exceeding demand for many consecutive years. The total design capacity of the entire industry reached approximately 130 million tons/year, while total domestic consumption was estimated at only 65–68 million tons, and the actual capacity utilization rate of the entire industry was less than 55%. Inventory pressure at factories continued to push selling prices down sharply, and the profit margin of the entire distribution chain narrowed significantly. Cement and clinker exports were maintained, but export prices were low and did not cover costs, forcing many factories to reduce capacity or shut down kilns periodically.

In order to respond to and adapt to geopolitical risks, escalating military conflicts, and unstable global macroeconomic policies, the Government and the State have implemented policies and measures to continue maintaining a stable political environment, creating a solid foundation for investment and business. GDP in 2025 achieved a growth rate exceeding the 8% target, placing Vietnam among the fastest-growing economies in the region. The State has promoted the streamlining of the management apparatus with a 2-level local government model, amending and perfecting legal procedures to remove bottlenecks in investment and business, creating favorable conditions for the economy to operate and develop. The Government remains steadfast in its goal of controlling inflation, stabilizing exchange rates and interest rates, and creating conditions for businesses to access capital at reasonable costs. At the same time, the Government is aggressively accelerating the disbursement of public investment capital with a series of key infrastructure projects being implemented simultaneously in the Southern region:

- North-South Expressway East section passing through Southern provinces and regional connecting expressways: Can Tho – Hau Giang – Ca Mau, Chau Doc – Can Tho – Soc Trang, Thu Dau Mot – Chon Thanh, Bien Hoa – Vung Tau, etc.
- HCMC – Binh Duong – Long An – Dong Nai Ring Road 3: a key national ring road project with dozens of contractors constructing simultaneously along the entire route.
- Long Thanh International Airport (Phase 1): continuing construction of main items.
- Urban infrastructure projects in HCMC: Rach Xuyen Tam, bridges and roads, technical

infrastructure for new urban areas, and renovation of inner-city canals continuously create stable demand for construction materials.

## **2. Directions and solutions of the Board of General Directors**

- In the context of such general difficulties and challenges, CMID – as a leading cement distributor in the Southern region, trading a diverse range of most cement brands available on the market such as Vicem Ha Tien, INSEE, Thang Long, Fico-YTL, Nghi Son, Ha Long, Long Son, and Chinfon – has been timely supported by the Board of Directors and the Board of Management through various measures to resolve difficulties.

As a result, the company has successfully achieved and exceeded the set targets for 2025:

- Flexible brand portfolio restructuring: The company regularly reviews and adjusts its business portfolio, focusing on cement brands that have the best discount and promotion policies at each point in time, while diversifying to avoid dependence on a single manufacturer.
- Expanding market share in the industrial and large project segment: Proactively approaching and successfully signing a portion of cement supply contracts for key infrastructure projects (Can Tho – Ca Mau expressway, Ring Road 3, etc.), exploiting stable large-scale bulk cement demand from public investment.
- Expanding the system of concrete mixing plants using bulk cement to serve the needs of civil construction, industrial construction, and component production. This is the infrastructure foundation that allows for the consumption of large, stable quantities of bulk cement, reducing dependence on price-competitive retail channels.
- Tighten management of accounts receivable: Apply strict credit limits and payment terms for each customer group; proactively handle overdue debts through negotiation, signing debt settlement contracts, and applying legal measures when necessary to preserve operating cash flow.
- Effectively exploit assets and leased premises during the real estate surplus crisis due to a sharp drop in rental demand, contributing to stable profit; at the same time, continue to renovate and upgrade business centers to increase the efficiency of assets usage.

Through many of the comprehensive measures mentioned above, the Board of Directors and the Board of General Directors have helped CMID achieve some positive results as follows:

## **II.- RESULTS OF BUSINESS OPERATIONS IN 2025**

— (see Appendix 1)

## **1.- Regarding business operations**

- Total revenue reached 895.6 billion VND, achieving 99.5% of the plan and 115.1% compared to the same period last year.
- Actual production volume reached 681,142 tons, achieving 104.8% of the plan and 121.3% compared to the same period last year.
- Total profit before tax reached 39.15 billion VND, achieving 96.7% of the plan and 104.2% compared to the same period last year.
- Profit after tax reached 31.2 billion VND, equivalent to 96.4% of the plan and 104.2% compared to the same period last year.
- Basic earnings per share reached 2,700 VND/share, equivalent to 97.4% of the plan and 104.2% compared to the same period last year.
- The company paid dividends in 2025: 26%.

To achieve the above results, in the 2025 plan direction, the company set out positive policies and measures in directing and managing business operations to adapt to the current competitive market, promoting the company's total cement volume to increase by nearly 20%, in which key bagged cement products such as Vicem Ha Tien increased by 20%, INSEE by 58%, Thang Long by 51% compared to the previous year, total bagged cement specifically grew by more than 26% compared to the previous year; the bulk cement segment recovered positively with the development of 10 new concrete stations, bringing the total to 35 concrete mixing stations and component factories stretching from the West to the Southeast region, and bulk cement production increased by 14% compared to the previous year. The company continued to win the First Prize for Comprehensive Insee Bagged Cement in 2025; besides that, other cement brands are all among the top largest distributors in the Southern region in general and HCMC in particular.

## **2.- Regarding financial operations**

2.1 - As of December 31, 2025, the company's Charter capital structure is as follows:

Charter capital: 150 billion VND, equivalent to 15,000,000 shares, in which:

- Treasury shares: 3,780,000 shares, accounting for 25.2% of Charter capital
- Shareholder capital: 11,220,000 shares, accounting for 74.8% of Charter capital

2.2 - Financial investments: Invested in 151,200 Ha Tien 1 cement shares, valued at 2.888 billion VND.

2.3 - Total equity of the Company as of December 31, 2025, is: 236,315,179,143 VND.

In which:

- Owner's investment capital: 150,000,000,000 VND
- Treasury shares (3,780,000 shares): (55,823,611,800) VND
- Share premium: 42,088,848,102 VND
- Development Investment Fund: 25,807,355,594 VND
- Retained earnings: 74,242,607,247 VND

2.4 - Book value per share as of December 31, 2025: 20,060 VND/share.

2.5 - Regarding the company's business situation in 2025, although accounts receivable increased due to higher sales volume, the overall financial position remained stable and healthy, with effective utilization of existing capital and accumulation for reinvestment. Dividend yields and basic earnings per share increased slightly compared to the previous year. On the other hand, trade receivables related to business transactions were slow to recover, and extended payment periods partially affected the business efficiency and capital utilization of the Company. The provision for short-term bad debts recognized as of December 31, 2025, was 26,385,447,352 VND.

2.6 - Frequently strengthen financial management to ensure safety; internal control is prioritized to promptly address arising issues and minimize risks in debt recovery, limiting the ability of customers to misappropriate business capital.

2.7 - Annually engage a financial auditing firm to examine finalization figures for reporting to the State Securities Commission (SSC), the Hanoi Stock Exchange (HNX) where CMD shares are registered for trading on the UPCOM market, and the Annual General Meeting of Shareholders in accordance with the company's Charter and the Law on Enterprises.

### **3.- Regarding investment and development**

3.1 The company focuses on the thorough and effective exploitation of premises for lease to increase profit. Revenue from leasing premises in 2025 reached VND 10.13 billion (a decrease of 2.4% compared to 2024); meanwhile, land rent payable was VND 5.28 billion (a decrease of 4% compared to 2024), contributing to the stability of the company's profit.

3.2 Implementing State policies and regulations regarding corporate land management has caused many difficulties in the long-term renewal of expired land lease contracts. Due to regulations on using premises for their intended purpose, in 2025, the company continued to suspend leasing the entire premises at 19 Dong Son – Tan Son Nhat Ward and a large portion of the premises at 97/5 Tan Phuoc – Tan Hoa Ward to meet

requirements and facilitate future long-term land lease renewal. Consequently, rental income from the 19 Dong Son premises is no longer available, and income from the 97/5 Tan Phuoc premises has decreased sharply.

- 3.3 The company continues to complete the construction permit procedures for the premises at 40 Nguyen An Khuong and 73 Phan Dinh Phung for new construction investment in the near future. Regarding the Ba Nho warehouse land area, the company has initiated procedures to convert a portion of the land use purpose into residential land. The company is also implementing the acquisition of land for the domestic logistics warehouse and port project in My Le Commune, Tay Ninh Province.

#### **4.- Regarding organizational and personnel work**

- Functional departments and affiliated units have performed their duties well within their scope of authority while coordinating with each other to achieve the company's common goals and strategies.
- Continue to reorganize the organizational and personnel structure towards a lean and efficient model, suitable for the company's scale of operations. At the end of 2025, the Board of Directors decided to dissolve and merge Business Center No. 9 into Business Center No. 1, and dissolve and merge Business Center No. 10 into Business Center No. 7 to improve management efficiency. The total number of employees at the end of 2025 was 54.
- Effectively implement training and professional development for staff and employees, building a team of capable and dedicated personnel.

### **III.- EVALUATION OF BUSINESS OPERATIONS IN 2025**

#### **1.- Positive aspects:**

- The results of indicators regarding revenue and sales volume of cement products all grew compared to 2024, especially the bagged cement segment, which grew strongly.
- The company successfully expanded sales channels such as promoting sales to new concrete batching plants in the Southern region; participated in major projects such as expressways and airport projects, and the reputation of the CMID brand is increasingly enhanced.
- Link and cooperate closely with cement companies to stabilize prices and policies regarding discounts and promotions to increase competitiveness in the market.
- The company paid a 26% dividend and maintained stable operations, bringing certain

benefits to shareholders.

- Maintain good relationships with credit institutions and manufacturers to ensure capital for business operations.
- Regulate credit limits and payment terms for each customer, concrete batching plant, and construction material store to limit the situation of customers misappropriating capital.

## **2.- Limitations and shortcomings:**

- The ability to access and forecast market research information still needs improvement; some products have not yet met expectations.
- Liquidity in the market is very slow (due to intense competition among distributors), affecting the efficiency of production and business operations.
- Accounts receivable related to business transactions are slow to be recovered, and the recovery capability is expected to continue to be prolonged. The company must continue to make provisions, which affects efficiency and capital utilization.
- The company's waterway distribution system saw a decrease in volume due to the impact of competitor distributors opening many additional distribution points using road transport vehicles.
- Most transport vehicles are rented externally, making it impossible to be proactive in delivery; furthermore, high transport costs increase operating expenses.
- The industrial segment has been promoted; however, the payment schedule for public projects is prolonged, leading to high outstanding debts.

## **PART II**

### **BUSINESS OPERATION DIRECTIONS FOR 2026**

#### **I.- FORECAST OF THE SITUATION IN 2026**

The global situation in 2026 continues to be complex. The Russia-Ukraine war has not ended, and a war between Iran and the USA and Israel has occurred, strongly affecting the global oil supply chain and causing world oil prices to rise sharply. Domestic oil prices have increased by 200% compared to 2025 and are forecast to continue rising, increasing the prices of all domestic goods, especially in the construction materials industry, typically cement.

Domestically, Vietnam's macroeconomy is expected to maintain GDP growth at 7-7.5%, continuing to be one of the most dynamic economies in the region. A stable interest

rate environment and controlled inflation are favorable conditions for the real estate and construction markets to continue recovering. With outstanding mechanisms approved by the National Assembly in Resolution 260/2025/QH15 and the legal framework for the International Financial Center and the Investment Law 2025 (effective from March 2026), Ho Chi Minh City is accelerating the improvement of policies and creating an increasingly attractive investment environment to attract high-quality capital flows, striving to contribute to the goal of double-digit growth in the coming period. This is a positive foundation for CMID's cement business in the year ahead.

Regarding public investment, key infrastructure projects started in the 2023–2025 period will continue to be constructed throughout 2026, maintaining high and stable demand for bulk cement. In particular, the Can Tho – Ca Mau expressway, Ring Road 3 of Ho Chi Minh City, etc., are all in the peak construction phase, creating a very large volume of concrete and cement consumption. This is a key opportunity for CMID to grow its bulk cement segment and expand its concrete batching plant system.

Regarding the civil market, the recovery of real estate and social housing programs will continue to create stable demand for bagged cement. However, competition among distributors is forecast to remain intense, and pressure to reduce prices has not cooled down, requiring CMID to continue its flexible strategy regarding brand portfolios and discount policies suitable for each locality.

The People's Committee of Ho Chi Minh City continues to tighten the management of public land and implement the arrangement of putting premises into use in accordance with the City's general planning; the company needs to complete legal procedures to ensure continued exploitation and use for the correct purpose in accordance with regulations.

## **II.- BUSINESS DIRECTIONS – TASKS FOR 2026**

### **A.- General objectives**

- Continue to build and develop the company as a specialist in the cement business, office and premises leasing services, focusing on trading products with high demand, high discounts, and promotions to increase business efficiency and competitiveness in the market, contributing to building a strong and sustainably developing CMID brand.
- Revenue, production volume, and profit strive to be maintained stably at a higher level than in 2025.
- Build an investment and development strategy and effectively implement production and

business tasks in 2026, preserve and develop the company's and Shareholders' capital, fulfill obligations to the State, ensure financial indicators are higher than in 2025, and increase income for employees.

- Improve management and administration work and enhance the quality of human resources to meet the company's production and business requirements.

## **B.- Business directions – tasks for 2026**

### **1./ Business plan directions for 2026**

*(see Appendix 2)*

- The company strives to achieve revenue and production targets in 2026 that are more than 13% higher than the actual results in 2025, while trying to ensure a balance of financial indicators compared to 2025 (due to increasingly intense market competition and pressure on rental revenue from land rent costs). Increase the turnover of business capital from 3 times to 3.5–4 times to reduce the provision for overdue debts and increase capital utilization efficiency, contributing to improving business performance.
- In 2026, the company expects to pay a 26% dividend and allocate 1.5% to the Social Welfare Fund to serve activities suitable for the company's general development.
- Strive to keep profit at a stable level: continue to promote the civil cement segment, focusing on bagged cement products with high discounts; supply to the industrial production market and construction projects; increase market share of bulk cement through expanding the concrete batching plant system.
- Strengthen the handling of overdue debts that have been provided for using appropriate legal measures.

### **2./ Investment work:**

2.1 - Focus on effectively exploiting the company's remaining premises to increase profit.

2.2 - For premises with long-term land lease terms such as:

- No. 73 Phan Dinh Phung, Phu Nhuan Ward, Ho Chi Minh City
- No. 40 Nguyen An Khuong, Cho Lon Ward, Ho Chi Minh City
- No. 496 An Duong Vuong, Cho Quan Ward, Ho Chi Minh City

Currently, the premises are in a state of disrepair, small in scale, and have not reached their maximum income potential. The company is in the process of requesting planning information and applying for permits to renovate and reconstruct the premises at 40 Nguyen An Khuong and 73 Phan Dinh Phung to ensure ease of use, increase income,

and maintain stable long-term premises.

2.3 - Regarding premises with expired land lease terms, the company is actively contacting authorities to initiate procedures for signing long-term land lease contracts under the annual payment method to keep the premises secure and to jointly consider reasonable investment directions for long-term business, bringing the highest profit to the company. Regarding the 19 Dong Son premises, which has a large area and a favorable traffic location, the company will conduct surveys and prepare a project proposal to apply for construction of social housing in accordance with the Government's policy if it meets the requirements.

2.4 - Regarding the warehouse land area in Ap 1, Can Duoc Commune, Tay Ninh Province, a portion of the area is currently used as a wharf and warehouse for a company unit. The company is contacting authorities to initiate legal procedures and has applied for a change in land use purpose to be in accordance with State regulations in the area, setting out appropriate investment directions and exploiting it to increase income for the company.

2.5 – In 2025, the company decided to invest in a domestic logistics warehouse and port project in My Le Commune, Tay Ninh Province, to serve the local demand for construction materials business, while simultaneously developing a warehouse system to increase competitiveness and expand the distribution system in the surrounding area. In 2026, the company will continue to complete the necessary legal work to implement related infrastructure investment.

2.6 – The company continues to invest in residential real estate to diversify revenue sources and accumulate assets to meet the credit requirements of credit institutions and banking partners.

### **3./ Financial operations:**

- Maintain good relationships with credit institutions to ensure capital for the company's business operations. Proactively allocate capital to serve development investment projects, focusing capital on large contracts and projects with stable output that bring high efficiency.
- Regularly strengthen inspection, supervision, and timely handling of violations in cash and goods management, limiting customers' capital appropriation. Actively resolve and recover overdue bad debts by signing debt settlement contracts with functional companies and taking relevant legal measures.

- Consider selling treasury shares to supplement business capital when conditions are favorable.
- Annually hire an auditing firm from the list recommended by the State Securities Commission to audit and prepare financial statements in accordance with the Company Charter and the Law on Enterprises.

#### **4./ Human resources organization:**

- Consider reorganizing the organizational structure, business units, and personnel in a streamlined and efficient manner, suitable for the company's scale of operations. Have a plan to consolidate long-term inefficient business centers, and research and implement new business models that are more suitable for the increasingly fierce market competition.
- Implement training and professional development for staff and employees, building a team of capable and dedicated staff to meet the requirements of the unit's business operations.
- Have a plan to recruit additional new employees with expertise, capability, and qualifications to strengthen the direct business force.

### **III.- IMPLEMENTATION MEASURES**

- Strengthen relationships with cement companies, key customers, construction material stores, concrete batching plants, and large project contractors to create a supply source to boost sales volume and create a competitive position in the market. Focus investment on high-profit items, open more markets for bulk cement to increase revenue and sales volume in 2026 and subsequent years.
- Closely engage with customers, key projects, etc., and implement flexible selling prices for customers in different areas and regions.
- Develop and increase the supply of goods brought to existing waterway terminals and continue to find partners to develop more terminals in the suburbs and adjacent to neighboring provinces to create reasonable distribution channels, serving customers' needs well.
- Proactively source capital to serve business development, project investment development, focus capital on large contracts and projects with stable output that bring high efficiency.
- Strengthen inspection, supervision, and timely handling of violations in cash and goods

management, actively resolve and recover bad debts, and limit customers' appropriation of overdue debts. Take appropriate legal measures to recover bad debts.

- Promote the emulation movement among staff, employees, and workers, striving to exceed the targets set in the 2026 plan with the motto: "Flexible – Safe – Efficient".

The above is the summary report on business operations in 2025 and the business directions and tasks for 2026 of the Board of Management. Respectfully submitted to the Meeting for consideration and approval!

*Recipients:*

- *Shareholders*
- *Board of Directors' members (for reporting)*
- *Board of Supervisors (for reporting)*
- *Board of Management*
- *Functional departments, Directors of affiliated units*

**CONSTRUCTION MATERIAL &  
INTERIOR DECORATION JSC  
GENERAL DIRECTOR**

**LE VAN PHAI**

## Appendix I

### IMPLEMENTATION OF THE 2025 FINANCIAL PLAN

No.	Indicators	Unit	2024	Năm 2025			% 2025 Actual
			Actual	Plan	Actual	%Actual/Plan	vs. 2024 Actual
	A	B	1	2	3	4=3/2	5=3/1
<b>*</b>	<b>BUSINESS RESULTS</b>						
<b>1</b>	<b>Total Output Volume</b>	<b>Tons</b>	<b>561,359</b>	<b>650,000</b>	<b>681,142</b>	<b>104.79%</b>	<b>121.34%</b>
<b>2</b>	<b>Total Revenue</b>	<b>VND mn</b>	<b>778,043</b>	<b>900,000</b>	<b>895,574</b>	<b>99.51%</b>	<b>115.11%</b>
	* Revenue from Sales and Services	"	761,169	883,000	873,987	98.98%	114.82%
	* Other Income (rental income, financial income, etc.)	"	16,874	17,000	21,587	126.98%	127.93%
<b>3</b>	<b>Total Expenses excluding Salaries</b>	<b>VND mn</b>	<b>727,956</b>	<b>846,000</b>	<b>843,379</b>	<b>99.69%</b>	<b>115.86%</b>
	Including : * Cost of Goods Sold	"	683,738	794,000	800,527	100.82%	117.08%
	* Expenses excluding Salaries	"	44,218	52,000	42,852	82.41%	96.91%
<b>4</b>	<b>Remaining Profit before Salary Provision</b>	<b>"</b>	<b>50,087</b>	<b>54,000</b>	<b>52,195</b>	<b>96.66%</b>	<b>104.21%</b>
<b>5</b>	<b>Total Salary Provision</b>	<b>"</b>	<b>12,522</b>	<b>13,500</b>	<b>13,049</b>	<b>96.66%</b>	<b>104.21%</b>
<b>6</b>	<b>Profit before Tax</b>	<b>"</b>	<b>37,565</b>	<b>40,500</b>	<b>39,146</b>	<b>96.66%</b>	<b>104.21%</b>
<b>7</b>	<b>Corporate Income Tax</b>	<b>"</b>	<b>7,579</b>	<b>8,100</b>	<b>7,910</b>	<b>97.65%</b>	<b>104.37%</b>
<b>8</b>	<b>Profit after Tax</b>	<b>"</b>	<b>29,986</b>	<b>32,400</b>	<b>31,236</b>	<b>96.41%</b>	<b>104.17%</b>
	* Provision for Executive Board Bonus	"	-	324	-	0.00%	-
	* Appropriation to Funds (7% of NPAT)	"	1,799	2,268	2,187	96.41%	121.54%
	* Remaining Profit	"	28,187	29,808	29,049	97.46%	103.06%
<b>9</b>	<b>Basic Earnings per Share (EPS)</b>	<b>VND</b>	<b>2,592</b>	<b>2,772</b>	<b>2,700</b>	<b>97.40%</b>	<b>104.17%</b>
<b>10</b>	<b>Dividend Paid</b>	<b>%</b>	<b>28</b>	<b>28</b>	<b>26</b>	<b>92.86%</b>	<b>92.86%</b>
<b>11</b>	<b>Total Number of Employees</b>	<b>Persons</b>	<b>56</b>	<b>60</b>	<b>54</b>	<b>90.00%</b>	<b>96.43%</b>
<b>12</b>	<b>Average Income per Employee per Month</b>	<b>VND mn</b>	<b>18.63</b>	<b>18.75</b>	<b>20.14</b>	<b>107.40%</b>	<b>108.09%</b>
<b>13</b>	<b>Average Pre-tax Profit per Employee per Month</b>	<b>"</b>	<b>55.90</b>	<b>56.25</b>	<b>60.41</b>	<b>107.40%</b>	<b>108.07%</b>
<b>14</b>	<b>Average Labor Productivity per Employee per Month</b>	<b>"</b>	<b>1,158</b>	<b>1,250</b>	<b>1,382</b>	<b>110.56%</b>	<b>119.37%</b>
<b>15</b>	<b>Pre-tax Profit/ Revenue</b>	<b>%</b>	<b>4.83</b>	<b>4.50</b>	<b>4.37</b>	<b>97.13%</b>	<b>90.50%</b>
<b>16</b>	<b>Net Profit After Tax/ Revenue</b>	<b>%</b>	<b>3.85</b>	<b>3.60</b>	<b>3.49</b>	<b>96.88%</b>	<b>90.59%</b>

## Appendix II

### 2026 FINANCIAL PLAN

No.	Indicators	Unit	2025	2026	% 2026 Plan
			Actual	Plan	vs. 2025 Actual
A		B	1	2	3=2/1
<b>* BUSINESS RESULTS</b>					
1	All Types of Cement	Tons	681,142	770,000	113.05%
2	Total Revenue	VND mn	895,574	1,145,415	127.90%
	* Revenue from Sales and Services	"	873,987	1,118,000	127.92%
	* Other Income (rental income, financial income, etc.)	"	21,587	27,415	127.00%
3	Total Expenses excluding Salaries	VND mn	843,379	1,088,785	129.10%
	Including : * Cost of Goods Sold	"	800,527	1,032,000	128.92%
	* Expenses excluding Salaries	"	42,852	56,785	132.51%
4	Remaining Profit before Salary Provision	"	52,195	56,630	108.50%
5	Total Proposed Salary Fund (25%)	"	13,049	14,158	108.49%
6	Profit before Tax	"	39,146	42,473	108.50%
7	Corporate Income Tax	"	7,910	8,495	107.39%
8	Profit after Tax	"	31,236	33,978	108.78%
	* Provision for Executive Board Bonus	"	-		0.00%
	* Appropriation to Funds	"	2,187	2,888	132.09%
	* Remaining Profit	"	29,049	31,090	107.02%
9	Basic Earnings per Share (EPS)	VND	2,700	2,771	102.63%
10	Proposed Dividend Distribution	%	26	26	100.00%
11	Total Number of Employees	Persons	54	54	100.00%
12	Average Income/Employee/Month	VND mn	20.14	21.85	108.49%
13	Average Pre-tax Profit/Employee/Month	"	60.41	65.54	108.50%
14	Average Labor Productivity/Employee/Month	"	1,382	1,768	127.90%
15	Pre-tax Profit/ Revenue	%	4.37	3.71	84.83%
16	Net Profit After Tax/ Revenue	%	3.49	2.97	85.05%

# **2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**



## **REPORT OF THE BOARD OF DIRECTORS YEAR 2025**



**Ho Chi Minh City, June 09, 2026**

No.: /BC-HĐQT.2025

Ho Chi Minh City, June 09, 2026

**REPORT**  
**ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025**  
**AND OPERATIONAL PLAN FOR 2026**



**To: 2026 Annual General Meeting of Shareholders**

In accordance with the Company Charter, Resolution No. 129/NQ-ĐHĐCĐ dated April 25, 2025, of the 2025 Annual General Meeting of Shareholders, and the 2022-2026 term, the Board of Directors hereby reports to the General Meeting of Shareholders on the activities of the Board of Directors in 2025 and the plan for 2026 as follows:

**I. General situation and personnel of the Board of Directors in 2025**

The Board of Directors for the 2022-2026 term was appointed by the General Meeting of Shareholders on June 30, 2022, consisting of 05 members, including:

- **Mr. Truong Minh Tuyen** – Chairman of the Board of Directors, Non-executive Director.
- **Mr. Le Van Phai** – Vice Chairman of the Board of Directors, General Director
- **Mr. Thai Thanh Son** – Member of the Board of Directors, Deputy General Director
- **Mr. Huynh Ngoc Khanh** – Member of the Board of Directors, Deputy General Director
- **Ms. Le Kim Trinh** – Member of the Board of Directors, Non-executive Director.
- **Mr. Thai Thanh Son** submitted his resignation as a Member of the Board of Directors on June 07, 2024, and ceased working from July 01, 2024. The Board of Directors received and announced the information in accordance with regulations. The Board of Directors submitted a proposal regarding the dismissal of the Member of the Board of Directors at the 2025 Annual General Meeting of Shareholders.

***Report of the Board of Directors for 2025***

The Board of Directors operates on the principle of collective leadership and individual responsibility, deciding by majority, and exercising rights and obligations in accordance with the Company Charter, the Operating Regulations of the Board of Directors, and legal provisions. Members of the Board of Directors are assigned specific tasks based on the principle of leveraging the strengths of each member, creating collective intellectual power to fulfill the responsibilities of the Board of Directors as prescribed in the most effective manner.

## **II. Activities of the Board of Directors in 2025**

### **1. Summary of meetings of the Board of Directors**

The Board of Directors consists of 04 members and has organized 17 meetings, specifically as follows:

<b>Minutes No.</b>	<b>Meeting date</b>	<b>Content of the meeting</b>
01/BB-HĐQT	January 14, 2025	Revaluation of assets and provisioning as of December 31, 2024, and adjustment of the salary fund ratio for 2024
02/BB-HĐQT	January 23, 2025	Liquidation of fixed assets of barge SG-8723
03/BB-HĐQT	March 01, 2025	Organization of the 2025 Annual General Meeting of Shareholders
04/BB-HĐQT	March 18, 2025	Review and assignment of preparation work for organizing the General Meeting of Shareholders
05/BB-HĐQT	March 27, 2025	Inspection and review of preparation work for organizing the General Meeting of Shareholders Review and sign the contract appendix with Hung Thanh Construction-Service-Trading Co., Ltd.
06/BB-HĐQT	April 18, 2025	Final inspection and review of preparation work for organizing the General Meeting of Shareholders
07/BB-HĐQT	May 09, 2025	Approval of the company's salary unit price for 2025
08/BB-HĐQT	June 03, 2025	Consider the proposal to purchase apartments for staff
09/BB-HĐQT	June 12, 2025	Cash dividend advance for the first phase Establishment of the Debt Settlement Council
10/BB-HĐQT	June 18,	Selection to sign a contract with NVA Auditing Co., Ltd.

Minutes No.	Meeting date	Content of the meeting
	2025	Adjust the record date for the first dividend advance payment in 2025
11/BB-HĐQT	July 21, 2025	Revaluation of assets and provisioning as of June 30, 2025 Consider the loan plan at Saigon Thuong Tin Commercial Joint Stock Bank (Sacombank) – Phu Lam Branch – An Lac Transaction Office
12/BB-HĐQT	August 18, 2025	Adjust the loan plan at Saigon Thuong Tin Commercial Joint Stock Bank (Sacombank) – Phu Lam Branch – An Lac Transaction Office
13/BB-HĐQT	August 26, 2025	Transfer of the purchase contract for Phu Dong An Binh apartment
14/BB-HĐQT	October 06, 2025	Investment in purchasing cement storage silos
15/BB-HĐQT	November 05, 2025	Investment in the warehouse and domestic logistics port project in My Le commune, Tay Ninh province
16/BB-HĐQT	November 24, 2025	Loan plan at Joint Stock Commercial Bank for Investment and Development of Vietnam (BIDV) – Ho Chi Minh City Branch
17/BB-HĐQT	December 22, 2025	Cash dividend advance for the second phase of 2025 Dissolution, merger, and establishment of business units under the company

## 2. Resolutions and Decisions of the Board of Directors

In 2025, the Board of Directors issued 13 Resolutions related to business management, dividend payments, approval decisions, and other decisions. All Resolutions and Decisions issued by the Board of Directors were reached through consensus and agreement among members and are in accordance with the Company Charter. Specifically as follows:

No.	Resolution/Decision No.	Date	Content	Approval rate
01	Resolution No. 104/NQ-HĐQT	January 15, 2025	Revaluation of assets and provisioning as of December 31, 2024	100%

02	Resolution No. 105/NQ-HĐQT	January 15, 2025	Adjustment of the salary fund allocation rate in 2024	100%
03	Resolution No. 106A/NQ-HĐQT	January 23, 2025	Liquidation of fixed assets – barge SG.8723	100%
04	Resolution No. 109/NQ-HĐQT	March 01, 2025	Organization of the 2025 Annual General Meeting of Shareholders	100%
05	Resolution No. 113/NQ-HĐQT	March 27, 2025	Signing an appendix to the contract with Hung Thanh Construction- Service-Trading Co., Ltd.	100%
06	Resolution No. 132/NQ-HĐQT	May 09, 2025	Approval of the company's salary unit price for 2025	100%
07	Resolution No. 134/NQ-HĐQT	June 03, 2025	Purchase of fixed assets – apartments for staff	100%
08	Resolution No. 135/NQ-HĐQT	June 13, 2025	Closing the shareholder list for the first cash dividend advance payment in 2025.	100%
09	Resolution No. 136/NQ-HĐQT	June 19, 2025	Selection of the independent auditing firm for 2025 as NVA Auditing Co., Ltd.	100%
10	Resolution No. 138/NQ-HĐQT	June 20, 2025	Adjustment of the record date for the shareholder list closing rights	100%
11	Decision No. 140/QĐ- HĐQT	June 27, 2025	Decision on the establishment of the Debt Settlement and Recovery Council	100%
12	Resolution No. 142/NQ-HĐQT	July 21, 2025	Revaluation of assets and provisioning as of June 30, 2025	100%
13	Resolution No. 143/NQ-HĐQT	July 23, 2025	Additional business loan at Sacombank – An Lac Transaction Office	100%
14	Resolution No. 146/NQ-HĐQT	August 19, 2025	Adjustment of the additional business loan plan at Sacombank – An Lac Transaction Office	100%
15	Resolution No.	August 26,	Transfer of housing purchase contract	100%

	147/NQ-HĐQT	2025		
16	Resolution No. 149/NQ-HĐQT	October 06, 2025	Investment in purchasing cement storage silos	100%
17	Resolution No. 150/NQ-HĐQT	November 06, 2025	Investment in the warehouse and logistics port project in My Le commune, Tay Ninh province	100%
18	Resolution No. 152/NQ-HĐQT	November 24, 2025	Loan and use of collateral at Joint Stock Commercial Bank for Investment and Development of Vietnam (BIDV) – Ho Chi Minh City Branch	100%
19	Resolution No. 153/NQ-HĐQT	December 22, 2025	Closing the shareholder list for the second dividend advance payment in 2025	100%
20	Resolution No. 154/NQ-HĐQT	December 22, 2025	Merger, dissolution, and establishment of business units	100%

**3. Activities of the Board of Directors independent members and the evaluation results of independent members regarding the activities of the Board of Directors**

- The Company does not have any Independent members of the Board of Directors according to the Company Charter.

**4. Results of the Board of Directors' supervision over the Board of Management:**

- The Board of Directors has directed and supervised the activities of the General Director to promptly resolve arising issues within their authority, creating favorable conditions for the executive activities of the Board of Management such as seeking markets, partners, recovering accounts receivable, and organizing the organizational structure appropriately...
- The supervision of the Board of Directors over the Board of Management was conducted in accordance with the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and legal provisions. Through these supervisory activities, it was observed that in 2025, the Board of Management managed the company's business operations within

their authority, in compliance with regulations, and fully implemented the Resolutions and Decisions of the Board of Directors. The Board of Management maintained meetings twice a month, quarterly, and semi-annually to summarize, evaluate, and propose prompt and timely solutions for flexible business operations to achieve the highest possible efficiency.

#### 5. Remuneration, Operating Expenses, and Other Benefits of the Board of Directors and each member of the Board of Directors

- In 2025, the remuneration of the Board of Directors was approved by the General Meeting of Shareholders as follows:

*Unit: VND/year*

Position	Name	Remuneration	Cost	Other benefits
Chairman of the Board of Directors	Truong Minh Tuyen	47,974,000 VND		
Member of the Board of Directors	Le Van Phai	38,382,000 VND		
Member of the Board of Directors	Thai Thanh Son	-		
Member of the Board of Directors	Huynh Ngoc Khanh	31,985,000 VND		
Member of the Board of Directors	Le Kim Trinh	31,985,000 VND		
<b>Total expenditure in 2025</b>		<b>150,326,000 VND</b>		

#### 6. Operational direction of the Board of Directors for 2026

It is forecasted that in 2026, the demand for cement consumption will grow slightly by 12-15%. The Government is focusing on removing difficulties for the real estate sector and disbursing public investment capital into transport infrastructure construction projects. If the real estate market improves, there will be positive signs for the construction materials business industry.

In 2026, the Board of Directors identifies the following tasks:

- Successfully organize the 2026 Annual General Meeting of Shareholders.

- Continue to innovate and improve corporate governance efficiency, direct and coordinate with the Board of Management to implement the 2026 business plan with targets approved by the General Meeting of Shareholders at the Meeting.
- Continue to maintain solidarity and coordination among members and ensure that the activities of the Board of Directors are carried out in accordance with the Company Charter, the Law on Enterprises, and current legal regulations.
- Implement the Board of Directors meeting program once per quarter and extraordinary meetings (if deemed necessary) to propose policies to best achieve the goals and orientations set by the General Meeting of Shareholders.
- Always closely monitor the Company's activities in terms of: consumption, supply of goods, project investment, financial management, and organizational-personnel structure to successfully complete the targets set in the Company's 2022-2026 term.

### **III. Report on Transactions**

1. Transactions between the company, subsidiaries, companies controlled by the public company with 50% or more of Charter capital, and members of the Board of Directors and their affiliated persons: None
2. Transactions between the company and companies in which a member of the Board of Directors is a founding member or a manager of the enterprise within the last 03 years prior to the time of transaction: None

### **IV. Other contents**

Implementing Resolution No. 129/NQ-DHĐCD dated April 25, 2025, of the 2025 Annual General Meeting of Shareholders, the Board of Directors has implemented the contents in accordance with the Company Charter, internal regulations on corporate governance, working regulations of the Board of Directors, and legal provisions.

Results of implementing the 2025 Annual General Meeting of Shareholders Resolution are as follows:

- Regarding business operations: Although the economic context remains challenging, the domestic cement consumption industry experienced recovery and growth in the last 6 months of 2025. Together with the efforts of the Board of Directors and the entire company, several key indicators were achieved according to the set plan. Specifically, total revenue reached 99.5% of the plan, output reached 104.8% of the plan, profit after tax reached 96.4% of the plan, earnings per share reached 97.40% of the plan, and a cash dividend advance of 26% for 2025 has been paid.

- Regarding investment work: In 2025, there was new investment in the warehouse and domestic logistics port project in My Le commune, Tay Ninh province; the company continues to arrange suitable and effective exploitation areas.
- Selection of auditing firm: On June 19, 2025, implemented according to the policy of the General Meeting of Shareholders Resolution to sign an audit contract with NVA Auditing Co., Ltd. to review the semi-annual financial statements and the 2025 annual financial statements.
- Profit distribution and dividend payment for 2025: The Board of Directors submits to the General Meeting of Shareholders in Proposal No. ..../TT-DHĐCĐ.
- Regarding the remuneration level of the Board of Directors, the Board of Supervisors, and the bonus allocation for the Board of Directors in 2025: The Board of Directors submits to the General Meeting of Shareholders in Proposal No. ..../TT-DHĐCĐ.

Contents not yet implemented according to the 2025 Annual General Meeting of Shareholders Resolution are as follows:

- Have not yet implemented the sale of treasury shares because the capital usage demand in 2025 still met the business and investment plan for the year.

The above is a summary report on the activities of the Board of Directors regarding the implementation of the 2025 General Meeting of Shareholders Resolution and the operational direction for 2026.

Respectfully submit to the General Meeting for consideration and approval!

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

***TRUONG MINH TUYEN***

**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**



**REPORT OF THE  
BOARD OF SUPERVISORS  
YEAR 2025**



**Ho Chi Minh City, June 09, 2026**

## I. GENERAL SITUATION

### 1. Legal basis of the report:

- Law on Enterprises 2020.
- Charter of Construction Material & Interior Decoration Joint Stock Company.
- The Regulations on Operation of the Board of Supervisors.
- Relevant legal regulations.

### 2. Member of the Board of Supervisors:

On May 18, 2024, Ms. Vu Phi Bang was officially dismissed. On the same day, Mr. Nguyen Van Chau was elected to fill the position of Head of the Board of Supervisors.

The Board of Supervisors for the 2022-2026 term consists of 03 members:

Name	Position	Responsibilities
Mr. Nguyen Van Chau	Head of the Board of Supervisors	Financial and business operations supervision
Ms. Vo Thi Anh Loan	Member of the Board of Supervisors	Accounting, tax, and risk management control
Ms. Chau Thuy My	Member of the Board of Supervisors	Legal compliance supervision

## II. OPERATIONS OF THE BOARD OF SUPERVISORS IN 2025

### 1. Summary of the Board of Supervisors Meetings

The Board of Supervisors consists of 03 members and held 03 meetings. The Members of the Board of Supervisors attended all meetings of the Board of Supervisors in full and assigned members to attend meetings of the Board of Directors.

No.	Date	Content
01/BB-BKS	April 01, 2025	Supervise and evaluate documents prepared for the 2025 AGM
02/BB-BKS	June 30,	Evaluate the performance results of the Board of Directors and the

No.	Date	Content
	2025	Executive Board in the first six months of 2025
03/BB-BKS	December 31, 2025	Evaluation of the performance of the Board of Directors and the Executive Board for the last six months of 2025

## 2. Conclusions and recommendations of the Board of Supervisors

In 2025, the Board of Supervisors fully performed its duties and responsibilities assigned by the General Meeting of Shareholders, specifically monitoring, inspecting, and supervising the management, operations, and various aspects of business activities, as well as information disclosure to ensure compliance with the regulations of the State Securities Commission (SSC) and relevant parties.

## 3. Remuneration, Operating Expenses, and Other Benefits of the Board of Supervisors:

In 2025, the remuneration of the Board of Supervisors was approved by the General Meeting of Shareholders as follows:

*Unit: VND/year*

Position	Name	Remuneration	Cost of Operations	Other benefits
Head of the Board of Supervisors	Vu Phi Bang	-		
Head of the Board of Supervisors	Nguyen Van Chau	19,572,000 VND		
Member of the Board of Supervisors	Vo Thi Anh Loan	9,786,000 VND		
Member of the Board of Supervisors	Chau Thuy My	9,786,000 VND		
<b>Total</b>		<b>39,144,000 VND</b>		
<b>Total paid in 2025</b>		<b>39,144,000 VND</b>		

## III. SUPERVISION RESULTS OF THE COMPANY'S OPERATIONAL AND FINANCIAL SITUATION

### 1. Supervision results of the Company's operational situation

- The Board of Supervisors always maintains a close relationship with the Board of

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Directors and the General Director in supervising business activities, ensuring the company operates in accordance with the law, and regularly exchanges information with the Board of Directors and the General Director regarding the implementation of the business plan and resolutions approved by the General Meeting of Shareholders and the Board of Directors.

- Implemented through administrative documents and reports signed and issued by the Board of Directors and the General Director, which are sent to the Board of Supervisors or announced via media outlets as prescribed by law.
- Coordinate with departments to inspect the company's business activities.
- Organize periodic and extraordinary meetings of the Board of Supervisors to review, discuss, and evaluate the company's activities.

## **2. Supervision results of the Company's financial situation**

- Inspect and supervise the company's financial and accounting activities and legal compliance.
- Inspect the accuracy and transparency of the 2025 financial statements and the semi-annual and quarterly financial statements.
  - o Financial overview as of December 31, 2025:
- Total Assets: 436,845,172,021 VND (an increase of 27.57% compared to January 01, 2025).
- Debt payable: 200,529,992,878 VND (an increase of 86.92% compared to January 01, 2025).
- Owner's Equity: 236,315,179,143 VND (an increase of 0.5% compared to January 01, 2025).
- Cash and cash equivalents: 55,945,096,053 VND (an increase of 76.94% compared to January 01, 2025).
- Short-term accounts receivable: 315,106,631,603 VND (an increase of 13.8% compared to January 01, 2025).
  - o Comments:
- The company maintains cash flow and solvency to meet business needs.
- Revenue growth is due to the recovery of sales volume in 2025 compared to 2024.

- Owner's Equity is stable, but business efficiency needs to be improved.

#### **IV. SUPERVISION RESULTS REGARDING THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES**

Through the inspection and supervision of business activities in 2025, the Board of Supervisors found that the Board of Directors and the Board of Management directed the Company's production and business activities in accordance with their functions, duties, and powers as prescribed by Law, the Company Charter, and the Resolutions of the General Meeting of Shareholders. Specifically as follows:

##### **1. Supervisory results regarding the Board of Directors**

- Governance work was carried out in accordance with the law, regulations on the operations of public companies, the Company's Charter, and the Resolutions of the General Meeting of Shareholders.
- Governance activities ensure openness and transparency, focusing on business strategy and aiming for efficiency goals.
- The Board of Directors organizes periodic meetings in accordance with regulations. All meetings have specific content, are recorded in minutes, and issue Resolutions directing the Board of Management to implement them.
- Select an auditing firm for financial statements in accordance with regulations.

##### **2. Supervision results regarding the General Director and other executives**

- The General Director has implemented many solutions to strengthen financial management through controlling expenses, customer accounts receivable, and managing professional work, aiming at the goals set by the General Meeting of Shareholders and the Board of Directors;
- Proactively implement the business plan, fully fulfill obligations to the State and shareholders, ensure the well-being of employees, and effectively implement policies for employees;
- Organize weekly, monthly, quarterly, and semi-annual review meetings to comprehensively evaluate all aspects of business operations, while identifying limitations and shortcomings to address, resolve, and rectify them.
- Focus on addressing the Company's limitations, improving operational efficiency, and

minimizing costs.

- The Board of Supervisors found no signs of irregularities in the company's business management activities. All activities of the Executive Board comply with the Law on Enterprises, the Charter, and the company's regulations and rules.

## **V. EVALUATION RESULTS OF THE COORDINATION BETWEEN THE BOARD OF SUPERVISORS AND THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR, AND SHAREHOLDERS.**

### **1. Evaluation of the coordination between the Board of Supervisors and the Board of Directors**

- The Board of Supervisors and the Board of Directors have cooperated in a spirit of compliance with the prescribed rights and obligations. The Board of Directors always supports and provides timely Resolutions and issued documents to serve the monitoring and supervision work of the Board of Supervisors in accordance with the law.

### **2. Evaluation of the coordination between the Board of Supervisors and the General Director**

- The Board of Supervisors has received the coordination and cooperation of the Board of Management in the operation and management of the company's activities. The Executive Board always creates conditions for the Board of Supervisors to perform its rights and obligations in the most appropriate manner.

### **3. Evaluation of the coordination between the Board of Supervisors and shareholders**

- The Board of Supervisors did not receive any feedback from shareholders during its work.

## **VI. EVALUATION REPORT ON TRANSACTIONS:**

### **1. Transactions between the company, subsidiaries, and companies controlled by the public company with 50% or more of the Charter capital with members of the Board of Directors and their affiliated persons:**

- The company had no transactions as prescribed above in 2025.

### **2. Transactions between the company and companies in which a member of the Board of Directors is a founding member or a business manager within the 03 years prior**

**to the time of the transaction.**

- The company had no transactions as prescribed above in 2025.

## **V. OPERATIONAL DIRECTION FOR 2026**

Based on the actual situation and the company's development goals, the Board of Supervisors sets out key tasks for 2026:

- Closely supervise the activities of the Board of Directors and the Executive Board, ensuring the implementation of the resolutions of the GMS and the Board of Directors.
- Strengthen the inspection and evaluation of financial statements, ensuring transparency and compliance with accounting and auditing regulations.
- Organize extraordinary inspections at the request of shareholders or the Board of Directors to prevent risks and improve transparency in business activities.
- Supervise the implementation of risk control solutions, especially in financial and investment activities.
- Update new legal regulations related to corporate governance and internal control to ensure the company remains in compliance.
- Coordinate with specialized departments to evaluate the effectiveness of the internal control system and propose improvements.

The above is the 2025 report of the Board of Supervisors, respectfully submitted to the 2026 Annual General Meeting of Shareholders.

Respectfully submitted to the General Meeting for consideration and approval!

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

**NGUYEN VAN CHAU**

Ho Chi Minh City, June 09, 2026

**REPORT TO THE GENERAL MEETING OF SHAREHOLDERS**  
*Remuneration for the Board of Directors, Board of Supervisors and  
Bonus allocation for the Board of Directors for 2025.*

✽

Pursuant to Resolution No. 129/NQ-GMS of the General Meeting of Shareholders dated April 25, 2025, regarding the remuneration of the Board of Directors, Board of Supervisors, and bonus allocation for the Board of Directors.

In 2025, the Company implemented the allocation as follows:

- I. Remuneration for the Board of Directors:** 1.5% of the total allocated salary fund.
- Total expenditure: 13,048,675,293 VND x 1.5% = **195,730,129 VND.**
  - Actual amount received in 2025: **150,326,000 VND**
    - 1. Mr. Truong Minh Tuyen – Chairman of the BOD : 47,974,000 VND
    - 2. Mr. Le Van Phai – Vice Chairman of the BOD : 38,382,000 VND
    - 3. Mr. Huynh Ngoc Khanh – Member : 31,985,000 VND
    - 4. Ms. Le Kim Trinh – Member : 31,985,000 VND
- II. Remuneration for the Board of Supervisors:** 0.3% of the total allocated salary fund.
- Total expenditure: 13,048,675,293 VND x 0.3% = **39,146,026 VND.**
  - Actual amount received in 2025: **39,144,000 VND**
    - 1. Mr. Nguyen Van Chau – Head of the BOS : 19,572,000 VND
    - 2. Ms. Chau Thuy My – Member : 9,786,000 VND
    - 3. Ms. Vo Thi Anh Loan – Member : 9,786,000 VND
- III. Bonus allocation for the Board of Directors:** no bonus allocated due to failure to meet the 2025 Profit Indicators.
- IV. Remuneration, salary, and bonuses for the Board of Management:** detailed in the 2025 Financial statements.

ON BEHALF OF  
THE BOARD OF DIRECTORS  
CHAIRMAN

TRUONG MINH TUYEN

No.: ... / TT-ĐHĐCĐ

Ho Chi Minh City, June 09, 2026

## PROPOSAL

*Re: Approval of the 2025 audited Financial statements*

To: **The General Meeting of Shareholders of Construction  
Material & Interior Decoration Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;
- Pursuant to the Charter of organization and Operations of Construction Material & Interior Decoration Joint Stock Company;
- Pursuant to the 2025 audited Financial statements;

Pursuant to Clause 02, Article 13 of the Charter of Construction Material & Interior Decoration Joint Stock Company, which stipulates the Rights and obligations of the General Meeting of Shareholders regarding the approval of the Company's annual audited Financial statements.

The Board of Directors of Construction Material & Interior Decoration Joint Stock Company hereby submits to the General Meeting of Shareholders for Voting and approval of the 2025 Financial statements audited by:

- NVA Auditing Company Limited (*the full text of the 2025 audited Financial statements is attached*).

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely thank you!

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

**TRUONG MINH TUYEN**

No.: /TT-DHĐCĐ

Ho Chi Minh City, June 09, 2026

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

***Re: 2025 business results and profit distribution***

✽

Pursuant to Resolution No. 129/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated April 25, 2025, and the 2025 operating results of Construction Materials & Interior Decoration Joint Stock Company. The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the 2025 business results and profit distribution as follows:

Unit: VND

No.	Content	Percentage	Amount
	<b>Profit after tax</b>	100%	31,235,849,638
1	Enterprise development investment fund	4.0%	1,249,433,985
2	Reward and Welfare Fund	3.0%	937,075,489
3	Dividend payment of 26%/par value	93%	29,049,340,164
4	Remaining undistributed profit from previous years (supplementing 2025 dividend payment)	0.39%	122,659,836

Respectfully submitted to the General Meeting of Shareholders.

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

**TRUONG MINH TUYEN**

No.: /TT-DHĐCĐ

Ho Chi Minh City, June 09, 2026

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Re: Approval of the 2026 business plan targets*

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- Pursuant to the Charter of Organization and Operations of Construction Material & Interior Decoration Joint Stock Company.

- Pursuant to the 2026 business plan.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the business plan targets and the 2026 profit distribution plan as follows:

**1. Key 2026 business plan targets:**

*Unit: Million VND*

Indicators	Actual 2025	Plan 2026	Comparison 2026 Plan/2025 Actual (%)
1. Total revenue	895,574	1,145,000	127.90%
2. Total output of all types of cement (tons)	681,142	770,000	113.05%
3. Profit before tax	39,146	42,473	108.50%
4. Profit after tax	31,236	33,978	108.78%

**2. 2026 profit distribution plan:**

No.	Content	Allocation percentage
	<b>Profit after tax</b>	<b>33,978</b>
1	Enterprise development investment fund	3.0%
2	Reward and Welfare Fund	4.0%
3	Social welfare fund	1.5%
4	Minimum dividend payment of 26% /par value	90.04%
5	Remaining profit (supplement to business capital)	1.46%

Respectfully submitted to the General Meeting of Shareholders.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

**TRUONG MINH TUYEN**

No.: /TT-DHĐCĐ

Ho Chi Minh City, June 09, 2026

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**  
***Re: Approval of remuneration for the Board of Directors, Board of Supervisors, and  
bonus allocation for the Board of Directors in 2026***

✽

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, of the National Assembly of The Socialist Republic of Viet Nam.
- Pursuant to the Charter of organization and operations of Construction Material & Interior Decoration Joint Stock Company.
- Pursuant to the 2026 business plan

The Board of Directors of the Company hereby submits to the General Meeting of Shareholders for approval the remuneration for the Board of Directors, the Board of Supervisors, and the Percentage (%) of bonus allocation for the Board of Directors in 2026 as follows:

**I. Remuneration for the Board of Directors and the Board of Supervisors:**

***1. Board of Directors:***

- The remuneration for the Board of Directors is proposed to be 1.5% of the total allocated salary fund.

***2. Board of Supervisors:***

- The remuneration for the Board of Supervisors is proposed to be 0.3% of the total allocated salary fund.
- The remuneration for the Board of Directors and the Board of Supervisors shall be recorded as a Cost of the Company.

**II. Bonus allocation for the Board of Directors:**

1. If the leadership completes the financial and Profit Targets, it is proposed to allocate 1% of the Profit (after corporate income tax).
2. If the financial and Profit Targets are exceeded, it is proposed to allocate an additional 3% of the amount exceeding the plan.

Respectfully submitted to the General Meeting of Shareholders.

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

**TRUONG MINH TUYEN**

No.: /TT-DHĐCĐ

Ho Chi Minh City, June 09, 2026

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**  
***Re: Selection of an independent auditing firm for the 2026 fiscal year***

✽

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, of the National Assembly of The Socialist Republic of Viet Nam
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, of the National Assembly of The Socialist Republic of Viet Nam
- Pursuant to the Charter of organization and operations of Construction Material & Interior Decoration Joint Stock Company.

To facilitate the management and operation of the Company in 2026, the Board of Supervisors hereby proposes that the General Meeting of Shareholders approve the selection of one of the following three auditing firms to conduct the audit of the 2026 financial statements for the Company, specifically:

1. NVA Auditing Co., Ltd.
2. Nhan Tam Viet Auditing Co., Ltd.
3. Southern Auditing and Accounting Financial Consulting Services Company Limited (AASCS).

The Board of Supervisors requests the General Meeting of Shareholders to authorize the Board of Directors to select one of the aforementioned independent auditing firms, which are on the public list of auditing firms eligible to audit the Company for the 2026 fiscal year, based on the terms and conditions agreed upon with the Board of Directors.

Respectfully submitted to the General Meeting of Shareholders.

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

**NGUYEN VAN CHAU**

No.: ... / TT- ĐHĐCĐ

*Ho Chi Minh City, June 09, 2026*

## **PROPOSAL**

*Re: Amendment and supplementation of the Company Charter*

**To: General Meeting of Shareholders of Construction Material &  
Interior Decoration Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020; as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, Law No. 76/2025/QH15 dated June 17, 2025, and guiding implementation documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019; as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024, and guiding implementation documents;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities; as amended and supplemented by Decree No. 245/2025/NĐ-CP;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding a number of articles on corporate governance applicable to public companies;
- Pursuant to the Charter of organization and operations of Construction Material & Interior Decoration Joint Stock Company;

The Board of Directors of Construction Material & Interior Decoration Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the following contents:

1. Approve the amendment, supplementation, and issuance of the Company Charter. *(Draft of the Company Charter attached)*

2. Approve the amendment, supplementation, and issuance of the Internal Regulations on Corporate governance. *(Draft of the Internal Regulations on Corporate governance attached)*

3. Approve the amendment, supplementation, and issuance of the Operational Regulations of the Board of Directors. *(Draft of the Operational Regulations of the Board of Directors attached)*

4. Approve the amendment, supplementation, and issuance of the Operational Regulations of the Board of Supervisors. *(Draft of the Operational Regulations of the Board of Supervisors attached)*

5. Authorize the Chairman of the Board of Directors and the General Director – the Legal Representative of the Company to carry out necessary procedures to sign and issue the Company Charter, Internal Regulations on Corporate governance, Operational Regulations of the Board of Directors, and Operational Regulations of the Board of Supervisors as approved by the General Meeting of Shareholders in accordance with the law.

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

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

**TRUONG MINH TUYEN**

No.: /NQ-ĐHĐCĐ

Ho Chi Minh City, June 09, 2026

**RESOLUTION**  
**OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**CONSTRUCTION MATERIAL & INTERIOR DECORATION**  
**JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;
- Pursuant to the Charter of organization and operations of Construction Material & Interior Decoration Joint Stock Company;
- Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders No. .... dated June 09, 2026

**RESOLVED**

**Article 1:** The 2026 Annual General Meeting of Shareholders of Construction Materials & Interior Decoration Joint Stock Company hereby approves the following contents:

**1. Report on business operations in 2025 and development plan for 2026**

❖ *Approval of the 2025 business operations report.*

- Total revenue : 884,114,345,984 VND
- Profit after tax : 31,235,849,638 VND
- Basic earnings per share : 2,700 VND

❖ *Approval of the 2025 profit distribution and fund appropriation plan.*

- Profit after tax : 31,235,849,638 VND
- Appropriation for the Board of Directors : 0 VND

Directors

- Appropriation for company funds: :
- + Development and investment fund : 1,249,433,985 VND (4%)

- + Reward and welfare fund (3%) : 937,075,489 VND

- + Basic earnings per share : 2,700 VND

- Remaining undistributed profit for 2025 : 29,049,340,164 VND

- Undistributed profit from the previous year carried forward : 72,178,757,609 VND

year carried forward

- Dividends paid in 2025 (26%) : 29,172,000,000 VND

- Approval of a 26% cash dividend for 2025, with the remaining profit to be carried forward to 2026.

❖ *Approval of the 2026 targets.*

- Total revenue : 1,145 billion VND

- Cement production of all types : 770,000 metric tons

- Profit before tax : 42.47 billion VND

- Profit after tax : 33.98 billion VND

- Basic earnings per share : 2,771 VND

- Appropriation for company funds:

- + Development and investment fund : 3% of Profit after tax

- + Reward and welfare fund : 4% of Profit after tax

- + Social welfare fund : 1.5% of Profit after tax

- The planned dividend for shareholders in 2026 is 26% in cash. Depending on the company's business performance, the General Meeting of Shareholders

authorizes the Board of Directors to decide the timing for interim dividend payments for 2026 to shareholders.

**- Regarding investment activities:**

+ The company is rearranging its premises to gradually stabilize operations and seeking business cooperation plans to exploit them in accordance with current conditions.

+ Completing legal procedures to ensure compliance with current regulations on the management, investment, and exploitation of premises.

+ Continuously seeking partners to exploit premises most effectively, increasing revenue and profit for the company.

2. Audited financial statements for 2025
3. 2025 Report on the activities of the Board of Directors
4. 2025 Report on the activities of the Board of Supervisors
5. 2025 Report on remuneration for the Board of Directors, Board of Supervisors, and Board of Management
6. Approval of the proposals for remuneration and bonuses for the Board of Directors and Board of Supervisors for 2026.
  - Remuneration for the Board of Directors is proposed at 1.5% of the total payroll.
  - Remuneration for the Board of Supervisors is proposed at 0.3% of the total payroll.
  - Remuneration for the Board of Directors and Board of Supervisors shall be accounted for as company costs.
  - Bonuses for the Board of Directors, if financial and profit targets are met, are proposed at 1% of Profit after tax. If financial and profit targets are exceeded, an additional 3% of the excess amount shall be appropriated.
7. Selection of an independent auditing firm for 2026: Authorization is granted to the Board of Directors to select one of the independent auditing firms from the public list of firms qualified to audit the Company for the 2026 fiscal year, based on the terms and conditions agreed upon with the Board of Directors.
8. Approval of the proposal to amend and issue the Company Charter, Internal Regulations on Corporate Governance, Regulations on the Operation of the Board of Directors, and Regulations on the Operation of the Board of Supervisors.

**Article 2:** The General Meeting of Shareholders authorizes the Board of Directors to direct the implementation of the above contents in accordance with the Law, the Charter, and the Company's Regulations.

**Article 3:** This Resolution takes effect from June 09, 2026. The Board of Directors, the Board of Supervisors, and the General Director of Construction Material & Interior Decoration Joint Stock Company are responsible for organizing the implementation of this Resolution based on their functions, duties, and powers.

**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
CONSTRUCTION MATERIAL & INTERIOR DECORATION JSC  
ON BEHALF OF  
THE GENERAL MEETING OF SHAREHOLDERS  
CHAIRMAN OF THE BOARD OF DIRECTORS**

**TRUONG MINH TUYEN**

**CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY**  
**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**



**BALLOT**

**DELEGATE CODE: .....**

Name of Delegate/Shareholder: .....

Number of voting shares owned: ..... ballots

Number of proxy voting shares: .....ballots

**Total number of voting shares represented: ... ..ballots**

*(Delegates, please mark your choice in the box for each Voting Content)*

CONTENT	Approve	Disapprove	Abstain
<b>Content 01:</b> Report of the Board of Management on the business performance in 2025 and business targets for 2026			
<b>Content 02:</b> Report on the Activities of the Board of Directors in 2025 and the 2026 Activity Plan			
<b>Content 03:</b> Report on the Activities of the Board of Supervisors in 2025 and the 2026 Activity Plan			
<b>Content 04:</b> Report on remuneration for the Board of Directors, Board of Supervisors, and Board of Management in 2025			
<b>Content 05:</b> Proposal on the 2025 audited Financial statements			
<b>Content 06:</b> Proposal on business results and Profit distribution for 2025			
<b>Content 07:</b> Proposal on Business Targets for 2026			
<b>Content 08:</b> Proposal on remuneration for the Board of Directors, Board of Supervisors, and bonuses for the Board of Directors in 2026			
<b>Content 09:</b> Proposal on the selection of an auditing firm for 2026			
<b>Content 10:</b> Proposal on amending and issuing the Charter, Internal Regulations on Corporate Governance, the Regulations on Operation of the Board of Directors, and the Regulations on Operation of the Board of Supervisors			

**Instructions:**

Shareholders must mark (X) in one of the three boxes:  
**Approve/Disapprove/Abstain** for each voting content.

A ballot is valid when it contains full and accurate information regarding the shareholder's name, the number of voting shares for each item, the date of signing, the shareholder's wet signature, and the company's hanging seal.

June 09, 2026

**DELEGATE/SHAREHOLDER**

*(Signature and full name)*

No: 165/CBTT-HĐQT

Ho Chi Minh city, March 30<sup>th</sup>, 2026

## REGULAR DISCLOSURE OF INFORMATION ON FINANCIAL REPORTS

To: Hanoi Stock Exchange (HNX)

Complying with the provisions of Clause 1, Article 10 of Circular No. 96/2020/TT-BTC dated November 16<sup>th</sup>, 2020 of the Ministry of Finance guiding information disclosure on the stock market, Construction Material & Interior Decoration Joint Stock Company would like to disclose the Audited Financial Statements in 2025 with Hanoi Stock Exchange as follows:

1. Name of Organization: Construction Material & Interior Decoration Joint Stock Company
2. Stock code: CMD

- Address: 215-217 Tran Hung Dao Street, Co Giang Ward, District 1, Ho Chi Minh City
- Tel: (028) 39 205 104 Fax: (028) 38 369 434
- Email: [cmidvld@gmail.com](mailto:cmidvld@gmail.com) Website: [www.cmid.com.vn](http://www.cmid.com.vn)

2. Content of information disclosure:

- Audited Financial Statements in 2025

☒ Separate Financial Statements (Listed organizations has no subsidiaries and superior accounting units have affiliated units);

☐ Consolidated Financial Statements (Listed organizations have subsidiaries);

☐ General Financial Statements (Listed organizations has an accounting units directly under its own accounting system)

Cases in which the cause must be explained:

+ The auditing organization expresses an opinion that is not a fully accepted opinion for financial statements (for audited financial statements in 2025):

☐ Yes

☒ No

Explanatory documents in case of integration:

☐ Yes

☐ No

+ Profit after tax in the reporting period has a difference before and after the audit of 5% or more, converted from loss to profit or vice versa (for audited financial statements in 2025):

☐ Yes

☒ No

Explanatory documents in case of integration:

☐ Yes

☐ No

+ The profit after corporate income tax in the business performance statement of the reporting period changes by 10% or more compared to the same period of the previous year:

☐ Yes

☒ No

*Explanatory documents in case of integration:*

☐ Yes

☐ No

+ *The profit after tax in the reporting period suffered a loss, converted from profit in the same period last year to a loss in this period or vice versa:*

☐ Yes

☒ No

*Explanatory documents in case of integration:*

☐ Yes

☐ No

*This information was published on the Company's website on March 30<sup>th</sup>, 2026 at the link [www.cmid.com.vn](http://www.cmid.com.vn)*

*We hereby commit that the information published above is true and take full responsibility before the law for the content of the published information.*

***Attachments:***

- *Financial Statements in 2025.*

**CONSTRUCTION MATERIAL & INTERIOR  
DECORATION JOINT STOCK COMPANY**  
*Authorized person for information disclosure*



**NGUYEN THE VINH**

**CONSTRUCTION MATERIAL & INTERIOR  
DECORATION JOINT STOCK COMPANY**  
Financial Statements

For the year ended 31 December 2025 audited by  
NVA AUDITING COMPANY LIMITED



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## **REPORT OF THE BOARD OF MANAGEMENT**

The Board of Management of Construction Material & Interior Decoration Joint Stock Company (the "Company") presents this statement and the accompanying financial statements of the Company for the year ended 31 December 2025.

### **Overview of the Company**

Construction Material & Interior Decoration Joint Stock Company was converted from a State-owned enterprise into a joint stock company according to Decision No. 1286/QĐ-TTĐ dated September 28, 2001 of the Prime Minister, the first Business Registration Certificate No. 4103000762 dated December 31, 2001.

The First amendment Enterprise Registration Certificates No. 0302495140 dated 26 July 2012 and subsequent amended Enterprise Registration Certificates. The latest amended Enterprise Registration Certificate is No. 15 dated April 15, 2022 issued by the Department of Planning and Investment of Ho Chi Minh City (New name is the Department of Finance of Ho Chi Minh City)

Company's Address : 215-217 Tran Hung Dao Street, Cau Ong Lanh Ward, Ho Chi Minh City.

### **Board of Directors; Board of Management and Supervisory Board**

The Board of Directors; Board of Management and Supervisory Board during the year and as at the date of this report are:

#### **Board of Directors:**

Mr. Truong Minh Tuyen	Chairman
Mr. Le Van Phai	Vice Chairman
Mr. Huynh Ngoc Khanh	Member
Ms. Le Kim Trinh	Member

#### **Board of Management:**

Mr. Le Van Phai	General Director
Mr. Huynh Ngoc Khanh	Deputy General Director

#### **Supervisory Board:**

Mr. Nguyen Van Chau	Head of the board
Ms. Vo Thi Anh Loan	Member
Ms. Chau Thuy My	Member

#### **Legal Representative:**

Legal representative of the Company during the year and as at the date of this report is:

Mr. Le Van Phai	General Director
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#### **Auditor**

NVA Auditing Company Limited has performed the audit on the financial statements for the year ended 31 December 2025 of the company.

**Statement of the Board of Management's responsibility in respect of the financial Statements**

The Board of Management is responsible for the financial statements which give a true and fair view of the financial positions of the Company as at 31 December 2025 and of its operation results and cash flows for the year then ended. In preparing those financial statements, the Board of Management is required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgments and estimates that are reasonable and prudent;
- Indicate whether the accounting standards applied to the Company have been complied with and all material misstatements (if any) have been disclosed and explained in the financial statements;
- Prepare the financial statements on going concern basis unless it is inappropriate to presume that the Company will continue in business;
- Establish and implement an effective internal control system to mitigate the risks of material misstatement, whether due to fraud or error, in the preparation and presentation of the financial statements.

The Board of Management is responsible for ensuring that proper accounting records are kept which disclosed, with reasonable accuracy at any time, the financial position of Company and to ensure that the accounting records comply with the registered accounting system. It is responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other violations.

The Board of Management has approved the accompanying financial statements set out on pages 06 to 34 and commits that the financial statements give true and fair view of the financial position of the Company as at 31 December 2025, and of the results of operations and cash flows for the year then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System for enterprises and the relevant statutory requirements related to the preparation and presentation of financial statements

*Ho Chi Minh City, Date: 30<sup>th</sup> March 2026*

**On behalf of the board of Management**



**Le Van Phai**  
General Director

No.: 20.06.1.2/25/BCTC/NVA

## INDEPENDENT AUDITOR'S REPORT

To: **The Shareholders, The Board of Directors and The Board of Management  
Of Construction Material & Interior Decoration Joint Stock Company**

We have audited the enclosed financial statements of **Construction Material & Interior Decoration Joint Stock Company** ("the Company") for the year ended 31<sup>st</sup> December 2025 from page 06 to 34, which comprise the balance sheet as at 31 December 2025, the Income statement and Cash flow statement for the year then ended prepared on 30<sup>th</sup> March 2026, together with the appended notes.

### The Board of Management's responsibility

The Board of Management is responsible for the preparation and fair presentation of these Financial Statements in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System and applicable regulations in SR Vietnam. This responsibilities includes: designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, where due to fraud or error.

### Auditor's responsibilities

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit in order to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including an assessment of the risks of material misstatement of the financial statements, whether due to fraud or an error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting estimates made by management, as well as evaluating the overall presentation of these financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provides a reasonable basis for our audit opinion.

### Auditor's opinion

In our opinion, the accompanying Financial Statements give a true and fair view, in all material respects, of the financial position of **Construction Material & Interior Decoration Joint Stock Company** as at 31 December 2025, and of the results of its operations and its cash flow for the year then ended in accordance with Vietnamese Accounting Standards, Vietnamese Accounting System for enterprises and the relevant statutory requirements applicable to financial reporting.

### Other Matter

The Company's Financial Statements for the year ended 31 December 2024 were audited by another auditor who expressed an unqualified opinion on those statements in their audit report dated 24 March 2025.

### NVA AUDITING COMPANY LIMITED

Deputy General Director



\_\_\_\_\_  
Nguyễn Thi Cuc  
Practicing Auditor Registration  
Certificate No: 0700-2023-152-1

*Ho Chi Minh City, Date: 30<sup>th</sup> March 2026*

Auditor

\_\_\_\_\_  
Le Thi Nhu Ngoc  
Practicing Auditor Registration  
Certificate No: 4799-2024-152-1

**CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY**

Address: 215-217 Tran Hung Dao Street, Cau Ong Lanh Ward, Ho Chi Minh City

**FINANCIAL STATEMENTS**

For the year ended 31 December 2025

**BALANCE SHEET**

As at 31 December 2025

Unit: VND

ASSETS	Code	Note	Ending balance	Beginning balance
<b>A - CURRENT ASSETS</b>	<b>100</b>		<b>373.075.751.311</b>	<b>310.440.147.048</b>
<b>I. Cash and cash equivalents</b>	<b>110</b>	<b>V.01</b>	<b>55.945.096.053</b>	<b>31.617.865.202</b>
1. Cash	111		55.945.096.053	31.617.865.202
<b>II. Short-term investments</b>	<b>120</b>		-	-
<b>III. Short-term accounts receivable</b>	<b>130</b>		<b>315.106.631.603</b>	<b>276.886.022.792</b>
1. Trade receivables	131	V.03	320.199.872.597	279.385.131.709
2. Advances to suppliers	132	V.04	19.857.232.071	22.194.609.537
3. Other short-term receivables	136	V.05a	1.434.974.287	1.226.431.488
4. Provision for short-term receivables	137	V.06	(26.385.447.352)	(25.920.149.942)
<b>IV. Inventory</b>	<b>140</b>	<b>V.07</b>	<b>1.995.105.860</b>	<b>1.917.521.599</b>
1. Inventory	141		1.995.105.860	1.917.521.599
<b>V. Other current assets</b>	<b>150</b>		<b>28.917.795</b>	<b>18.737.455</b>
1. Short-term prepaid expenses	151		22.691.698	12.511.358
2. Taxes and other receivables from State	153	V.15b	6.226.097	6.226.097
<b>B. NON- CURRENT ASSETS</b>	<b>200</b>		<b>63.769.420.710</b>	<b>31.993.250.740</b>
<b>I. Long-term receivables</b>	<b>210</b>		<b>300.000.000</b>	<b>580.000.000</b>
1. Long-term lending	215		-	280.000.000
2. Other long-term receivables	216	V.05b	300.000.000	300.000.000
<b>II. Fixed assets</b>	<b>220</b>		<b>14.893.076.981</b>	<b>16.615.771.551</b>
1. Tangible fixed assets	221	V.09	7.354.676.981	9.077.371.551
- Cost	222		21.696.073.922	24.396.073.922
- Accumulated depreciation	223		(14.341.396.941)	(15.318.702.371)
2. Intangible fixed assets	227	V.10	7.538.400.000	7.538.400.000
- Cost	228		7.538.400.000	7.538.400.000
- Accumulated depreciation	229		-	-
<b>III. Investment properties</b>	<b>230</b>	<b>V.11</b>	<b>9.285.655.290</b>	<b>9.789.018.288</b>
- Cost	231		14.182.634.200	14.182.634.200
- Accumulated depreciation	232		(4.896.978.910)	(4.393.615.912)
<b>IV. Long-term assets in progress</b>	<b>240</b>		<b>36.585.300.000</b>	<b>2.401.500.000</b>
1. Construction in progress	242	V.08	36.585.300.000	2.401.500.000
<b>V. Long-term investments</b>	<b>250</b>		<b>2.494.800.000</b>	<b>1.769.040.000</b>
1. Investments in other entities	253	V.02	2.888.000.000	2.888.000.000
2. Provision for long-term investments	254		(393.200.000)	(1.118.960.000)
<b>VI. Other long-term assets</b>	<b>260</b>		<b>210.588.439</b>	<b>837.920.901</b>
1. Long-term prepaid expenses	261		210.588.439	837.920.901
<b>TOTAL ASSETS</b>	<b>270</b>		<b>436.845.172.021</b>	<b>342.433.397.788</b>

**CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY**

Address: 215-217 Tran Hung Dao Street, Cau Ong Lanh Ward, Ho Chi Minh City

**FINANCIAL STATEMENTS**

For the year ended 31 December 2025

**BALANCE SHEET (Continued)**

As at 31 December 2025

Unit: VND

RESOURCE	Code	Note	Ending balance	Beginning balance
<b>C. LIABILITIES</b>	<b>300</b>		<b>200.529.992.878</b>	<b>107.282.475.508</b>
<b>I. Current liabilities</b>	<b>310</b>		<b>197.412.602.878</b>	<b>104.140.085.508</b>
1. Short-term trade payables	311	V.13	11.714.714.332	5.538.839.116
2. Short-term advances from customers	312		890.920.000	552.588.350
3. Tax payables and statutory obligations	313	V.14	4.883.249.929	4.002.961.770
4. Payables to employees	314		1.582.986.206	1.532.145.238
5. Short-term accrued expenses	315	V.15	772.011.587	961.246.583
6. Other short-term payables	319	V.16a	18.854.296.240	21.628.324.095
7. Short-term loans and finance lease liabilities	320	V.12	157.631.774.950	67.424.771.397
8. Bonus and welfare funds	322		1.082.649.634	2.499.208.959
<b>II. Long-term liabilities</b>	<b>330</b>		<b>3.117.390.000</b>	<b>3.142.390.000</b>
1. Other long-term payables	337	V.16b	3.117.390.000	3.142.390.000
<b>D. OWNER'S EQUITY</b>	<b>400</b>		<b>236.315.179.143</b>	<b>235.150.922.280</b>
<b>I. Equity</b>	<b>410</b>	<b>V.17</b>	<b>236.315.179.143</b>	<b>235.150.922.280</b>
1. Owners' capital	411		150.000.000.000	150.000.000.000
- Ordinary shares with voting rights	411a		150.000.000.000	150.000.000.000
2. Share capital surplus	412		42.088.848.102	42.088.848.102
3. Treasury shares	415		(55.823.611.800)	(55.823.611.800)
4. Investment and development funds	418		25.807.335.594	24.907.742.820
5. Retained profits	421		74.242.607.247	73.977.943.158
- Retained profits brought forward	421a		43.006.757.609	43.991.517.342
- Retained Profit of the current year	421b		31.235.849.638	29.986.425.816
<b>II. Non-Business Expenditure Funds</b>	<b>430</b>		-	-
<b>TOTAL RESOURCES</b>	<b>440</b>		<b>436.845.172.021</b>	<b>342.433.397.788</b>

Ho Chi Minh City, Date: 30 March 2025

Prepared by/ Chief Accountant



Prepared by/ Chief Accountant



General Director

Le Van Phai

# CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY

Address: 215-217 Tran Hung Dao Street, Cau Ong Lanh Ward, Ho Chi Minh City

## FINANCIAL STATEMENTS

For the year ended 31 December 2025

### INCOME STATEMENT

Year 2025

Unit: VND

Items	Code	Note	Current year	Previous year
1. Revenue from sale of goods and rendering of services	01	VI.01	884.114.345.984	771.459.885.921
2. Revenue deductions	02		-	-
3. Net revenue from sale of goods and rendering of services	10		884.114.345.984	771.459.885.921
4. Cost of goods sold	11	VI.02	800.527.097.544	683.448.132.533
5. Gross profit from sale of goods and rendering of services	20		83.587.248.440	88.011.753.388
6. Financial income	21	VI.03	10.561.672.677	5.780.447.923
7. Financial expenses	22	VI.04	6.244.289.181	4.605.677.383
- In which: Interest expenses	23		6.970.049.181	4.560.317.383
8. Selling expenses	25	VI.07a	34.580.361.639	34.807.343.579
9. Administration expenses	26	VI.07b	14.152.816.179	16.728.890.470
10. Net profit from operating activities	30		39.171.454.118	37.650.289.879
11. Other income	31	VI.05	898.406.166	803.209.163
12. Other expenses	32	VI.06	923.834.404	888.098.031
13. Other profit	40		(25.428.238)	(84.888.868)
14. Profit before tax	50		39.146.025.880	37.565.401.011
15. Corporate income tax - Current	51	VI.09	7.910.176.242	7.578.975.195
16. Corporate income tax - Deferred	52		-	-
17. Profit after tax	60		31.235.849.638	29.986.425.816
18. Basic earnings per share	70	VI.10	2.700	2.592
19. Diluted earnings per share	71	VI.10	2.700	2.592

Ho Chi Minh City, Date: 30 March 2025

Prepared by/ Chief Accountant



Prepared by/ Chief Accountant



General Director

Le Van Phai

**CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY**

Address: 215-217 Tran Hung Dao Street, Cau Ong Lanh Ward, Ho Chi Minh City

**FINANCIAL STATEMENTS**

For the year ended 31 December 2025

**CASH FLOWS STATEMENT**

(Indirect method)

Year 2025

Unit: VND

Items	Code	Note	Current year	Previous year
<b>I. Cash flows from operating activities</b>				
<b>1. Profit before tax</b>	<b>01</b>		<b>39.146.025.880</b>	<b>37.565.401.011</b>
<b>2. Adjustments for</b>				
- Depreciation	02		1.753.557.568	2.037.446.458
- Provisions	03		(260.462.590)	2.546.397.339
- Gains/losses from investing activities	05		(5.066.551.540)	(1.571.518.777)
- Interest expenses	06		6.970.049.181	4.560.317.383
<b>3. Profit from operating activities before changes in working capital</b>	<b>08</b>		<b>42.542.618.499</b>	<b>45.138.043.414</b>
- Increase/Decrease in receivables	09		(38.685.906.221)	7.732.578.023
- Increase/Decrease in inventory	10		(77.584.261)	(190.666.112)
- Increase/Decrease in payables (excluding interest payables, business income tax payables)	11		6.339.975.631	2.567.925.273
- Increase/Decrease in prepaid expenses	12		617.152.122	340.326.328
- Interest paid	14		(6.905.128.633)	(4.590.454.370)
- Business income tax paid	15		(7.417.935.429)	(8.107.634.769)
- Other payments for operating activities	17		(2.316.152.100)	(2.156.146.208)
<b>Net cash flows from operating activities</b>	<b>20</b>		<b>(5.902.960.392)</b>	<b>40.733.971.579</b>
<b>II. Cash flow from investing activities</b>				
1. Purchase of fixed assets and other long-term assets	21		(34.183.800.000)	-
2. Proceeds from disposals of fixed assets and other long-term assets	22		1.018.518.518	-
3. Loans to other entities and purchase of debt instruments of other entities	23		(70.000.000.000)	(10.000.000.000)
4. Repayment from borrowers and proceeds from sales of debt instruments of other entities	24		70.280.000.000	40.104.000.000
5. Interest, dividends and profit received	27		4.520.533.022	1.571.518.777
<b>Net cash flows from investing activities</b>	<b>30</b>		<b>(28.364.748.460)</b>	<b>31.675.518.777</b>

**CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY**  
 Address: 215-217 Tran Hung Dao Street, Cau Ong Lanh Ward, Ho Chi Minh City  
**FINANCIAL STATEMENTS**  
 For the year ended 31 December 2025

**CASH FLOWS STATEMENT (Continued)**

Unit: VND

Items	Code	Note	Current year	Previous year
<b>III. Cash flows from financing activities</b>				
1. Long-term and short-term borrowings received	33		304.225.384.069	125.510.450.405
2. Loan repayment	34		(214.018.380.516)	(155.514.282.408)
3. Dividends, profit paid to equity owners	36		(31.612.063.850)	(33.470.161.100)
<b>Net cash flows from financing activities</b>	40		<b>58.594.939.703</b>	<b>(63.473.993.103)</b>
<b>Net cash flows within the period</b>	50		<b>24.327.230.851</b>	<b>8.935.497.253</b>
<b>Cash and cash equivalents at the beginning of year</b>	60		<b>31.617.865.202</b>	<b>22.682.367.949</b>
<b>Cash and cash equivalents at the end of the Year</b>	70		<b>55.945.096.053</b>	<b>31.617.865.202</b>

Ho Chi Minh City, Date: 30 March 2025

Prepared by/ Chief Accountant


Prepared by/ Chief Accountant



General Director

Le Van Phai

## **NOTES TO THE FINANCIAL STATEMENTS**

**Year 2025**

### **I. BACKGROUND OF THE COMPANY**

#### **1. Investment form**

Construction Material & Interior Decoration Joint Stock Company was converted from a State-owned enterprise into a joint stock company according to Decision No. 1286/QĐ-TTĐ dated September 28, 2001 of the Prime Minister, the first Business Registration Certificate No. 4103000762 dated December 31, 2001.

The First amendment Enterprise Registration Certificates No. 0302495140 dated 26 July 2012 and subsequent amended Enterprise Registration Certificates. The latest amended Enterprise Registration Certificate is No. 15 dated April 15, 2022 issued by the Department of Planning and Investment of Ho Chi Minh City (New name is the Department of Finance of Ho Chi Minh City)

**Company's Address:** 215-217 Tran Hung Dao Street, Cau Ong Lanh Ward, Ho Chi Minh City.

**Employees:** The number of employees of the Company at 31 December 2025 is 54 people (at 1st January 2025 is 48 people).

#### **2. Business field:** Manufacturing, Trading and Services.

#### **3. Principal Activities**

The principal activities of the Company are:

- Trading in construction materials. Repairing and decorating interiors. Civil and industrial construction and site leveling. Warehouse, factory, office for rent.
- Investing in creating houses and construction works for sale, rent, or hire purchase. Buying houses and construction works for sale, rent, or hire purchase. Renting houses and construction works for sub-lease. Investing in land improvement and investing in infrastructure works on leased land to lease land with infrastructure.

#### **4. The cycle of Company's business:** The company's operating cycle is 12 months.

#### **5. Structure of the company**

During the year and until the date of this report, The company has branches as follows:

Name	Address
Binh Duong Branch	163 Thich Quang Duc, Thu Dau Mot Ward, HCM City
Long An Branch	Hamlet 1, Can Duoc ward, Tay Ninh Province
No.1 Construction Materials and Interior Decoration Business Center	397 Ly Thuong Kiet, Tan Hoa Ward, HCM City
No.7 Construction Materials and Fuel Business Center	28 Tan Phuoc, Tan Hoa Ward, HCM City
No.9 Construction Materials and Interior Decoration Business Center	19 Đông Sơn, Tan Son Nhat Ward, HCM City
No.10 Construction Materials and Fuel Business Center	28 Tan Phuoc, Tan Hoa Ward, HCM City

#### **6. Comparability of Information in the Financial Statements**

The figures in the Financial Statement for the year ended 31 December 2025 are fully consistent and comparable with the figures in the Financial Statement for the year ended 31 December 2024.

## **II. ACCOUNTING PERIOD, ACCOUNTING AND PRESENTATION CURRENCY**

### **1. Annual Accounting Period**

Annual Accounting period of the company is from 1<sup>st</sup> January and ends on 31<sup>st</sup> December.

### **2. Accounting and presentation currency**

The Company maintains its accounting records and presentations its financial statements in VND.

## **III. ACCOUNTING STANDARDS AND ACCOUNTING SYSTEM**

### **1. Accounting Standards and System**

The Company has been applying Vietnamese Accounting Standards and Vietnamese Accounting System for Enterprises issued under Circular No. 200/2014/TT-BTC dated 22 December 2014, Circular No. 53/2016/TT-BTC amending and supplementing Circular No. 200/2014/TT-BTC, and other Circulars guiding the implementation of accounting standards issued by the Ministry of Finance in the preparation and presentation of financial statements.

### **2. Announcement on compliance with Vietnamese standards and accounting system**

The Board of Management ensures to follow all the requirements of Vietnamese Accounting Standards and Vietnamese Accounting System for Enterprises issued under Circular No. 200/2014/TT-BTC dated 22 December 2014, Circular No. 53/2016/TT-BTC amending and supplementing Circular No. 200/2014/TT-BTC, and other Circulars giving guidance on the implementation of accounting standards issued by the Ministry of Finance in the preparation of the financial statements.

## **IV. ACCOUNTING PRINCIPLES**

### **1. Exchange rate applied in accounting**

Transactions arising in currencies other than the reporting currency of VND are translated at the prevailing exchange rates at transaction dates. The revaluation exchange rates at the end of the period of foreign currency monetary items classified as assets and foreign currency monetary items classified as liabilities are respectively the foreign currency buying rate and foreign currency selling rate of the commercial bank where the enterprise regularly conducts transactions at the time of preparing the Financial Statements.

All exchange differences arising on settlement or revaluation are recognized as income or expense in the income statement.

### **2. Recognition of cash and cash equivalents**

Cash and cash equivalents comprise cash on hand, Cash in banks, short-term, highly liquid investments with an original maturity of not more than 3 months, that are readily convertible into known amounts of cash and that are subject to an insignificant risk of change in value.

### **3. Recognition of Financial investments**

#### *a) Trading securities*

Trading securities are securities held by the Company for business purposes. Trading securities are recorded from the date the Company acquires ownership and are initially measured at fair value of the consideration paid at the time of transaction plus transaction costs associated with the purchase of trading securities.

In subsequent accounting periods, securities investments are determined at original cost minus Provision for impairment of trading securities if any.

Provision for impairment of trading securities is made in accordance with current accounting regulations.

*b) Held to maturity investments*

Investments held to maturity include investments that the Company has the intent and ability to hold to maturity. Investments held to maturity include bank deposits with a term (including treasury bills, promissory notes), bonds, preferred stock, the issuer is required to repurchase at a certain point in the future and loans held-to-maturity for the purpose of collecting interest periodically and other investments held to maturity.

Investments held to maturity are recognized starting from the date of purchase and the initial valuation of the purchase price and the costs related to the purchase of investments. Interest income from investments held to maturity after the date of acquisition are recognized in the Income statement on an accrual basis. Rates received before the Company held is deducted from the cost of acquisition.

Investments held to maturity at the time of report:

- If the term of maturity is equal or less than 01 year or 01 operating period classified to be short-term;

- If the term of maturity is more than 01 year or 01 operating period classified to be long-term.

*c) Investment in equity instruments of other entities*

Investments in equity instruments of other entities represent investments in equity instruments but the Company does not have control, joint control or significant influence over the investee.

Investments in equity instruments of other entities are stated at cost less provisions for impairment of investments in other entities. Provision for investment losses in capital instruments of other units is set up according to current regulations.

**4. Recognition of account receivables**

Receivables are recognized and presented at their carrying value minus the provisions for doubtful debts.

Provisions for doubtful debts are made for each doubtful debt based on the overdue age of the debts or the estimated potential loss at the end of the accounting period. Increase or decrease in the Provisions for doubtful debts are recorded as administrative expenses in the income statement. Receivables are classified as Short-term and Long-term on the Balance Sheet based on the remaining term of the receivables at the Balance Sheet's date.

**5. Recognition of inventories**

Inventories are stated at original cost. Where the net realizable value is lower than cost, inventories should be measured at the net realizable value. The cost of inventories should comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Inventory value is calculated on a FIFO basis.

The company applies the perpetual method of accounting for inventories.

An provision is made for devaluation of inventories for each inventory item whose historical cost is greater than its net realizable value.

Provision devaluation of inventories is made in accordance with prevailing regulations.

**6. Tangible and Intangible fixed assets**

Tangible fixed assets are determined by their historical costs. During the using time, Tangible fixed assets are recorded at cost less accumulated depreciation.

Depreciation is computed on a straight-line basis over the estimated useful lives of tangible fixed assets. The period of depreciation applied are as follow:

Buildings and structures	20 - 30 years
Machine, equipments	06 years
Transportation equipments	06 years

Intangible fixed assets are land use rights. Land use rights have indefinite in duration so they are not depreciated.

**7. Recognition and depreciation of investment property**

Investment property is recognised at historical cost.

During the period of operating lease, investment property is recorded at cost less accumulated depreciation. Depreciation is provided on a straight-line basis. Annual rates calculated to write off the cost of each asset evenly over its expected useful life as follows:

Buildings and structures	20 - 30 years
Machine, equipments	06 years

Investment properties held for capital appreciation is not depreciated. In cases where there is clear evidence that the investment property held for capital appreciation has declined relative to its market value and the decline can be reliably determined, the investment property held for capital appreciation is written down and the loss is recognized in cost of goods sold.

**8. Recognition and allocation of prepaid expenses**

Prepaid expenses only related to present fiscal year are recognised as short-term prepaid expenses and are recorded into operating cost.

The calculation and allocation of long-term prepaid expenses to profit and loss account in the period should be based on nature of those expenses to choose reasonable method and allocated factors. Prepaid expenses are allocated partly into operating expenses on a straight-line basis.

**9. Payables and accrued expenses**

Payables and accrued expenses are recognized for future amounts payable in respect of goods and services already received. Accrued expenses are recognized based on reasonable estimates on the payable amount.

Payables are classified as commercial payables, accrued expenses, internal payables and other payables according to the following principles:

- Trade payables represent commercial payables arising from purchases of goods, services or assets and the seller is independent from the Company, including payables when import through authorized receivers;
- Accrued expenses reflect payables for goods or services received from seller or provided to a buyer but not paid due to lack of invoices or insufficient accounting documents and payables to employees on vacation pay, accrued production and business expenses.

Other payables reflect non-commercial payables not related to the transactions of buying, selling or supplying goods or services.

**10. Recognition of Loans**

The loans at the time of the balance sheet date:

- If the term of loans is lower 01 year or 01 operating period classified to be short-term;
- If the term of loans is upper 01 year or 01 operating period classified to be long-term.

In case of loans in foreign currency, at the end of the year, loans with foreign currency origin are converted at the selling exchange rate of the Commercial Bank where the enterprise opens an account announced on the closing date of the accounting period.

**11. Recognition and capitalization of borrowing costs**

Borrowing costs are recognized into operating costs during the period, except for which directly attributable to the acquisition, construction or production of a qualifying asset included (capitalized) in the cost of that asset, when gather sufficient conditions as regulated in SAV No. 16 "Borrowing costs".

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset should be included (capitalized) in the cost of that asset, includes interest on borrowings, amortization of discounts or premiums relating to issuing bonds and ancillary costs incurred in connection with the arrangement of borrowings.

**12. Recognition of owner's equity**

Owner's investment capital is recognized according to the amount actually invested by the shareholders.

Share capital surplus is recorded at the larger difference between the actual issuance price and the par value of shares when issuing shares for the first time, issuing additional shares or reissuing treasury shares.

Undistributed profit after tax reflects the business results (profit, loss) after corporate income tax and the Company's profit distribution or loss handling situation.

Dividends payable to shareholders are recorded as payable in the Company's Balance Sheet when the dividend announcement by the Company's Board of Directors.

**13. Recognition of revenue**

***Revenue from sale of goods***

Revenue from sale of goods should be recognised when all the following conditions have been satisfied:

- The significant risks and rewards of ownership of the goods have been transferred to the buyer;
- The Company retains neither continuing managerial involvement as an owner nor effective control over the goods sold;
- The amount of revenue can be measured reliably;
- The economic benefits associated with the transaction of goods sold have flown or will flow to the Company;
- The costs incurred or to be incurred in respect of the transaction of goods sold can be measured reliably.

***Revenue from rendering of services***

Revenue from rendering of services is recognised when the outcome of that transaction can be measured reliably. Where a transaction involving the rendering of services is attributable to several periods, each period's revenue should be recognised by reference to the stage of completion at the balance sheet date. The outcome of a transaction can be estimated reliably when all the following conditions are satisfied:

- The amount of revenue can be measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the Company;
- The stage of completion of the transaction at the balance sheet date can be measured reliably;
- The costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

The stage of completion of a transaction may be determined by surveys of work completed method.

***Financial income***

Income from interest, royalties and dividends and other financial income earned by the Company should be recognised when these two conditions are satisfied:

- It is probable that the economic benefits associated with the transaction will flow to the Company;
- The amount of the income can be measured reliably.

Dividends should be recognised when the Company's right to receive payment is established.

***Revenue deductions***

Revenue deductions include: Trade discounts, sales discounts, and returned sales.

Revenue reduction adjustment is made as follows:

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**NOTES TO THE FINANCIAL STATEMENTS (Continued)**

- Trade discounts, discounts on goods sold and returned goods arising in the same period of consumption of products and goods and services shall be adjusted to reduce the revenue of the arising period;

- In case products, goods and services have been consumed from the previous period, until the next period when trade discounts, discounts on goods sold or goods sold are returned, the company shall be entitled to write down revenue according to the principle:

+ If products, goods and services consumed from previous periods to the next period must be discounted, subject to trade discounts, returned but arising before the time of issuance of financial statements, accountants must consider this as an event requiring adjustment arising after the balance sheet date and writing down revenue on the financial statements of the reporting period (the previous period).

+ In case products, goods and services must be discounted, have trade discounts, or are returned after the issuance of the financial statements, the enterprise shall record a reduction in revenue of the period in which they arise (the following period).

**14. Recognition of Cost of goods sold**

Cost of goods sold reflects the capital value of products, goods, services, investment real estate; production cost of construction products (for construction enterprises) sold during the period. In addition, it also reflects expenses related to investment real estate business activities such as: Depreciation expenses; repair expenses; operating expenses for leasing investment real estate under the operating lease method (in case of small occurrence); expenses for transferring, selling and liquidating investment real estate, etc...

Provision for devaluation of inventories is charged to cost of goods sold on the basis of inventories and the difference between the net realizable value and the cost of inventories. When determining the volume of inventory that is subject to a decline in value for which a provision is made, the accountant must exclude the volume of inventory that has been signed for sale (with a net realizable value not lower than the value of the contract). book) but has not yet been delivered to the customer if there is solid evidence that the customer will not abandon the performance of the contract.

**15. Recognition of financial expenses**

Expenses recorded in financial expenses include: Expenses or losses related to financial investment activities; Borrowing expenses; Losses due to changes in exchange rates of transactions involving foreign currencies; Provision for diminution in value of securities investments and long-term financial investments.

The above items are recorded according to the total amount arising in the period, not offset against financial Income.

**16. Recognition of selling expenses and administration expenses**

Selling expenses represent expenses that are incurred in process of selling products, goods, providing services, which mainly include publicity, display, promotions, advertising expenses, sale commissions, warranty charges of goods and products (excluding construction activity), maintenance charges, packaging, and transportation, etc...

General administration expenses represent expenses for administrative purposes which mainly including salary expenses of administrative staffs (salaries, wages, allowances,...); social insurance, medical insurance, labor union fees, unemployment insurance of administrative staff, expenses of office materials, tools and supplies, depreciation of fixed assets used for administration, land rental, licence tax, provision for bad debts, utilities (electricity, water, telephone, fax, assets warranty, fire and explosive accidents insurance,...) other cash expenses (entertainment, customer conference...).

**17. Recognition of corporate income tax expenses**

Corporate income tax expenses recognized in the income statement include current corporate income tax expenses and deferred corporate income tax expenses. Current corporate income tax expenses are determined based on taxable income and the corporate income tax rate in the current period.

Deferred corporate income tax expense is determined based on the deductible temporary differences, taxable temporary differences and the corporate income tax rates that are expected to apply to the period when the asset is recovered or the liability is settled, based on tax laws that have been enacted or substantively enacted at the balance sheet date.

**18. Segment reporting**

Segment reporting includes a business segment or a geographical segment.

Business segment: A distinguishable component of an entity that is engaged in providing an individual product or service or a group of related products or services and that is subject to risks and returns that are different from those of other business segments.

Geographical segment: A distinguishable component of an entity that is engaged in providing products or services within a particular economic environment and that is subject to risks and returns that are different from those of components operating in other economic environments.

**19. Financial instruments**

**Initial recognition**

*Financial assets*

At the date of initial recognition, financial assets are recognized at cost plus that are directly attributable to the acquisition of the financial assets.

Financial assets of the Company comprise cash and cash equivalents, short-term deposits, trade and other receivables, and investments.

*Financial liabilities*

At the date of initial recognition, financial liabilities are recognized at cost minus transaction costs that are directly attributable to the issue of the financial liabilities.

Financial liabilities of the Company comprise payable to suppliers, other payables and borrowings.

*Offsetting of financial instruments*

Financial assets and financial liabilities are offset and the net amount reported in the balance sheet if and only if:

- There is a currently enforceable legal right to offset the recognised amounts; and
- There is an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

**Reassessment after initial recognition**

Currently, there is no regulation on the revaluation of financial instruments after initial recognition.

**20. Related parties**

Parties are considered related if one party has the ability to control or significantly influence the other party in making financial and operating policy decisions. Parties are also considered related if they are under common control or common significant influence.

In considering related party relationships, the substance of the relationship is more important than its legal form.

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## FINANCIAL STATEMENTS

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### Note to the Financial Statements (Continued)

#### V. SUPPLEMENTARY INFORMATION TO THE BALANCE SHEET

##### 1. Cash and cash equivalents

	Ending balance VND	Beginning balance VND
Cash on hand	350.777.432	1.383.775.383
Cash at bank	55.594.318.621	30.234.089.819
<b>Total</b>	<b>55.945.096.053</b>	<b>31.617.865.202</b>

Unit: VND

##### 2. Long-term financial investments

###### Equity investments in other entities

Long-term financial investments	Ending balance		Beginning balance	
	Number of shares	Amount (VND)	Number of shares	Amount (VND)
Equity investments in other entities				
- Investing in shares of Ha Tien VICEM Cement JSC (HTI)	151.200	2.888.000.000	151.200	2.888.000.000
Total	151.200	2.888.000.000	151.200	2.888.000.000
Provision for reduction in value of investments in other entities (*)		(393.200.000)		(1.118.960.000)
Net value		2.494.800.000		1.769.040.000

(\*) The Company has made provisions for long-term investment depreciation based on the closing price at the end of the current year of HTI shares of VND 16.500/share.

##### 3. Short-term Trade receivables

	Ending balance VND	Beginning balance VND
Hoang So Concrete Company Limited	16.337.742.665	9.002.409.780
Hoang So Construction - Trading - Service Company Limited	7.479.051.624	15.379.941.018
Long An International Port Management and Exploitation Joint Stock Company	28.747.706.007	24.132.773.220
Thu Duc 1 Centrifugal Concrete Joint Stock Company	19.342.523.520	23.751.024.080
Dong Nai Centrifugal Concrete Joint Stock Company	17.914.679.988	12.939.969.379
Others	230.378.168.793	194.179.014.232
<b>Total</b>	<b>320.199.872.597</b>	<b>279.385.131.709</b>

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**FINANCIAL STATEMENTS**

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**Note to the Financial Statements (Continued)**

4. Short-term advances from customers	Ending balance	Beginning balance
	VND	VND
Nghi Son Cement Company - Ho Chi Minh City Branch	4.722.729.186	8.621.979.023
FICO-YTL Cement Marketing and Trading Company Lim	2.921.563.998	2.438.309.596
Branch of Thang Long Cement Joint Stock Company	6.473.889.173	1.138.302.644
Ha Tien 1 Cement Joint Stock Company	2.312.892.258	1.499.918.979
Others	3.426.157.456	8.496.099.295
<b>Total</b>	<b>19.857.232.071</b>	<b>22.194.609.537</b>

5. Other receivables	Ending balance	Beginning balance
	VND	VND
a/ Other short-term receivables		
Advance	277.012.148	61.800.000
Short-term deposits, mortgages and collateral	30.000.000	-
Other receivables	1.127.962.139	1.164.631.488
<b>Total</b>	<b>1.434.974.287</b>	<b>1.226.431.488</b>
b/ Other long-term receivables		
Long-term deposits, mortgages and collateral	300.000.000	300.000.000
<b>Total</b>	<b>300.000.000</b>	<b>300.000.000</b>

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### Note to the Financial Statements (Continued)

6. Provision for short-term receivables	Unit: VND			
	Ending balance		Beginning balance	
	Cost	Recoverable amount	Recoverable amount	Provisions
Hai An Company Limited	2.298.185.620	-	2.298.185.620	2.298.185.620
Nguyen Thanh Tuan	1.363.047.187	-	2.315.195.677	2.315.195.677
Tan Hoan Cau Joint Stock Company	2.560.262.997	-	2.560.262.997	2.560.262.997
Long An International Port Operation & Management JSC.	13.029.181.368	8.396.027.278	6.674.260.712	2.860.397.448
Others	29.352.340.828	13.821.543.370	15.844.787.213	15.886.108.200
<b>Total</b>	<b>48.603.018.000</b>	<b>22.217.570.648</b>	<b>22.519.047.925</b>	<b>25.920.149.942</b>

(\*) The Company has made provisions based on the debt age of bad debts as prescribed in Circular No. 48/2019/TT-BTC.

7. Inventory	Unit: VND			
	Ending balance		Beginning balance	
	Cost	Provisions	Cost	Provisions
Goods	1.995.105.860	-	1.917.521.599	-
<b>Total</b>	<b>1.995.105.860</b>	<b>-</b>	<b>1.917.521.599</b>	<b>-</b>
8. Long-term assets in progress				
Construction in progress				
Ba Nho - Can Duoc - Long An Warehouse Project (Land Use Right)			VND	VND
Warehouse and logistics port Project in My Le Commune, Tay Ninh Province (Land use rights)			2.401.500.000	2.401.500.000
			34.183.800.000	-
<b>Total</b>			<b>36.585.300.000</b>	<b>2.401.500.000</b>



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**FINANCIAL STATEMENTS**

For the year ended 31 December 2025

**Note to the Financial Statements (Continued)**

				Unit: VND
9. Increase and decrease in tangible fixed assets				
	Buildings and structures	Machinery and equipment	Motor vehicles	Total
<b>Cost</b>				
Opening balance	13,866,892,973	913,075,496	9,616,105,453	24,396,073,922
Additions	-	-	-	-
Decreases	-	-	2,700,000,000	2,700,000,000
- Disposals	-	-	2,700,000,000	2,700,000,000
Closing balance	13,866,892,973	913,075,496	6,916,105,453	21,696,073,922
<b>Accumulated depreciation</b>				
Opening balance	8,247,499,498	911,812,870	6,159,390,003	15,318,702,371
Charge for the year	557,321,400	1,262,626	691,610,544	1,250,194,570
Decreases	-	-	2,227,500,000	2,227,500,000
- Disposals	-	-	2,227,500,000	2,227,500,000
Closing balance	8,804,820,898	913,075,496	4,623,500,547	14,341,396,941
<b>Net book value</b>				
Opening balance	5,619,393,475	1,262,626	3,456,715,450	9,077,371,551
Closing balance	5,062,072,075	-	2,292,604,906	7,354,676,981
			Ending balance	Beginning balance
			5,254,189,697	5,928,746,087
			913,075,496	822,166,405

- Netbook value of tangible fixed assets pledged as loan securities:

- Cost of fully depreciated tangible fixed assets but still in use:

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For the year ended 31 December 2025

Note to the Financial Statements (Continued)

12. Loans and finance lease liabilities

	Ending balance		Movements during the period		Beginning balance	
	Carrying amount	Amount within repayment capacity	Additions	Decreases	Carrying amount	Amount within repayment capacity
Bank short-term loan	137.000.000.000	137.000.000.000	255.000.000.000	152.000.000.000	34.000.000.000	34.000.000.000
- BIDV - Hồ Chí Minh Branch (a1)	97.000.000.000	97.000.000.000	155.000.000.000	92.000.000.000	34.000.000.000	34.000.000.000
- Saigon Thuong Tin Commercial Joint Stock Bank - Phu Lam Branch (a1)	40.000.000.000	40.000.000.000	100.000.000.000	60.000.000.000	-	-
Short-term personal loan (b)	20.631.774.950	20.631.774.950	49.225.384.069	62.018.380.516	33.424.771.397	33.424.771.397
<b>Total</b>	<b>157.631.774.950</b>	<b>157.631.774.950</b>	<b>304.225.384.069</b>	<b>214.018.380.516</b>	<b>67.424.771.397</b>	<b>67.424.771.397</b>

- (a1) Short-term loan from the Joint Stock Commercial Bank for Investment and Development of Vietnam – Ho Chi Minh City Branch under the revolving credit agreement No. 01/2024/96756/HDTD dated December 16, 2024, with a loan term of maximum 12 months from the Loan receiving date, with interest rates applied to each drawdown. The outstanding principal balance is VND 97,000,000,000. The loan is secured by pledges of fixed assets, investment properties, and trade receivables.
- (a2) Short-term loan from Saigon Thuong Tin Commercial Joint Stock Bank – Phu Lam Branch – An Lac Transaction Office under credit facility agreement No. 202528262629 dated August 22, 2025, with a loan term of maximum 12 months from the Loan receiving date. The interest rate is applied according to each debt acknowledgment note. The outstanding principal balance is VND 40,000,000,000. The loan is secured by a mortgage of land use rights and ownership of construction works.
- (b) Short-term personal loan, interest rate 0.6%/month. The principal balance at the end of the year is VND 20.631.774.950. This loan is unsecured.

13. Short-term supplier payables

	Ending balance		Beginning balance	
	Amount	Amount within repayment capacity	Amount	Amount within repayment capacity
Logistics Hoang Huy Holdings Co., Ltd	103.172.599	103.172.599	1.071.910.300	1.071.910.300
Ha Long Cement Company Limited	6.705.338.905	6.705.338.905	4.070.823.398	4.070.823.398
Nam Viet Service Trading Transport Corporation	1.920.274.350	1.920.274.350	-	-
Other suppliers	2.985.928.478	2.985.928.478	396.105.418	396.105.418
<b>Total</b>	<b>11.714.714.332</b>	<b>11.714.714.332</b>	<b>5.538.839.116</b>	<b>5.538.839.116</b>



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## FINANCIAL STATEMENTS

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### Note to the Financial Statements (Continued)

Unit: VND

#### 14. Tax payables and statutory obligations

Payable	Beginning balance	Payable	Paid	Ending balance
Value-added tax (VAT)	580.964.974	3.329.368.182	3.003.150.930	907.182.226
Corporate income tax	3.078.975.195	7.910.176.242	7.417.935.429	3.571.216.008
Personal income tax	343.021.601	2.383.072.625	2.321.242.531	404.851.695
Land & housing taxes, land rental	-	5.283.795.884	5.283.795.884	-
Fees and other obligations	-	15.000.000	15.000.000	-
<b>Total</b>	<b>4.002.961.770</b>	<b>18.921.412.933</b>	<b>18.041.124.774</b>	<b>4.883.249.929</b>

#### b/ Receivable

	Beginning balance	Payable	Paid	Ending balance
Land & housing taxes, land rental	6.226.097	-	-	6.226.097
	<b>6.226.097</b>	<b>-</b>	<b>-</b>	<b>6.226.097</b>

#### 15. Short-term accrued expenses

	Ending balance VND	Beginning balance VND
Accrual of construction costs for the project at 400 Le Van Tho	544.608.000	544.608.000
Accrual of transportation expenses	131.896.738	286.052.282
Accrued interest expense	95.506.849	30.586.301
Other accrued expenses	-	100.000.000
<b>Total</b>	<b>772.011.587</b>	<b>961.246.583</b>

#### 16. Other payables

##### a/ Other short-term payables

	Ending balance VND	Beginning balance VND
Trade Union fees	81.822.240	85.834.480
Dividends payable	18.535.010.000	20.975.073.850
Short-term deposits, collateral received	107.000.000	107.000.000
Other short-term payables	130.464.000	460.415.765
<b>Total</b>	<b>18.854.296.240</b>	<b>21.628.324.095</b>

##### b/ Other long-term payables

	Ending balance VND	Beginning balance VND
Long-term deposits, collateral received	3.117.390.000	3.142.390.000
<b>Total</b>	<b>3.117.390.000</b>	<b>3.142.390.000</b>

# CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY

Address: 215-217 Tran Hung Dao Street, Cau Ong Lanh Ward, Ho Chi Minh City

## FINANCIAL STATEMENTS

For the year ended 31 December 2025

### Note to the Financial Statements (Continued)

Unit: VND						
17. Owner's equity						
a/	Changes in owner's equity					
	Share capital	Share premium	Treasury shares	Investment and development fund	Retained profits	Total
	150.000.000.000	42.088.848.102	(55.823.611.800)	23.583.963.143	78.056.711.454	237.905.910.899
Prior year beginning balance					29.986.425.816	29.986.425.816
Profit increased in the prior year				1.323.779.677	(34.065.194.112)	(32.741.414.435)
Distribution of profit in prior year				1.323.779.677	(1.323.779.677)	-
- Investment and development fund					(992.834.758)	(992.834.758)
- Bonus and welfare fund					(332.579.677)	(332.579.677)
- Management Bonus fund					(31.416.000.000)	(31.416.000.000)
- Dividend paid in prior year						
Prior year ending balance	150.000.000.000	42.088.848.102	(55.823.611.800)	24.907.742.820	73.977.943.158	235.150.922.280
Profit increase in the year					31.235.849.638	31.235.849.638
Distribution of profit - current year (*)				899.592.774	(30.971.185.549)	(30.071.592.775)
- Investment and development fund				899.592.774	(899.592.774)	-
- Bonus and welfare fund					(899.592.775)	(899.592.775)
- Dividend paid in current year					(29.172.000.000)	(29.172.000.000)
Current year ending balance	150.000.000.000	42.088.848.102	(55.823.611.800)	25.807.335.594	74.242.607.247	236.315.179.143

(\*): During the year, the company distributed prior years profits according to Resolution No. 129/NQ-DHDCD of the Annual General Meeting of Shareholders dated April 25, 2025; Resolution No. 135/NQ-HDQT dated June 13, 2025; Resolution No. 138/NQ-HDQT dated June 20, 2025 and Resolution No. 153/NQ-HDQT dated December 22, 2025 of the Company's Board of Directors.

# CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY

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## FINANCIAL STATEMENTS

For the year ended 31 December 2025

### Note to the Financial Statements (Continued)

b/ Details of owner's invested capital	Ending balance		Beginning balance	
	Rate	VND	Rate	VND
Mr. Le Van Phai	17,56%	26.346.870.000	20,63%	30.946.870.000
CMID ( Treasury shares)	25,20%	37.800.000.000	25,20%	37.800.000.000
Other shareholders	57,24%	85.853.130.000	54,17%	81.253.130.000
<b>Total</b>	<b>100%</b>	<b>150.000.000.000</b>	<b>100%</b>	<b>150.000.000.000</b>

c/ Movements in share capital and distribution of dividends	Current year VND	Previous year VND
Owner's share capital	150.000.000.000	150.000.000.000
+ Share Capital - Opening balance	-	-
+ Share Capital - increased	-	-
+ Share Capital - decreased	150.000.000.000	150.000.000.000
+ Share Capital - Closing balance	29.172.000.000	31.416.000.000
+ Dividends paid		

d/ Shares	Ending balance	Beginning balance
- Number of share authorized for issue	15.000.000	15.000.000
- Number of shares issued and fully contributed	15.000.000	15.000.000
+ Ordinary shares	15.000.000	15.000.000
- Number of repurchased shares	3.780.000	3.780.000
+ Ordinary shares	3.780.000	3.780.000
- Number of shares outstanding	11.220.000	11.220.000
+ Ordinary shares	11.220.000	11.220.000

\* Par value per stock: 10.000 VND

e/ Company's funds	Ending balance VND	Beginning balance VND
Investment and development funds	25.807.335.594	24.907.742.820
<b>Total</b>	<b>25.807.335.594</b>	<b>24.907.742.820</b>

18. Off-Balance Sheet Accounts	Ending balance VND	Beginning balance VND
1. Bad debts written off	11.235.483.813	11.235.483.813

**CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY**

Address: 215-217 Tran Hung Dao Street, Cau Ong Lanh Ward, Ho Chi Minh City

**FINANCIAL STATEMENTS**

For the year ended 31 December 2025

**Note to the Financial Statements (Continued)****VI. SUPPLEMENTARY INFORMATION TO THE INCOME STATEMENT**

<b>1. Revenue from sale of goods and rendering of services</b>	<b>Current year VND</b>	<b>Previous year VND</b>
Revenue from sale of Goods	870.867.966.542	761.080.290.602
Revenue from rendering of services	7.333.470.350	7.236.413.499
Revenue from investment properties business	5.912.909.092	3.143.181.820
<i>In which:</i>		
+ Sales of Properties	2.954.545.455	-
+ Properties rental	2.958.363.637	3.143.181.820
<b>Total</b>	<b>884.114.345.984</b>	<b>771.459.885.921</b>
<b>2. Costs of Sales</b>	<b>Current year VND</b>	<b>Previous year VND</b>
Costs of Goods sold	795.511.437.096	681.241.038.818
Costs of investment properties business	5.015.660.448	2.207.093.715
<i>In which:</i>		
+ Cost of Properties sold	2.759.744.284	-
+ Costs of Properties rental	2.255.916.164	2.207.093.715
<b>Total</b>	<b>800.527.097.544</b>	<b>683.448.132.533</b>
<b>3. Financial income</b>	<b>Current year VND</b>	<b>Previous year VND</b>
Interest income	4.505.413.022	1.571.518.777
Dividend Payable	15.120.000	-
Payment discount	4.454.246.600	3.902.303.020
Late payment interest	1.586.893.055	306.626.126
<b>Total</b>	<b>10.561.672.677</b>	<b>5.780.447.923</b>
<b>4. Financial expenses</b>	<b>Current year VND</b>	<b>Previous year VND</b>
Interest expenses	6.970.049.181	4.560.317.383
Provision/(Reversal) for long-term investments	(725.760.000)	45.360.000
<b>Total</b>	<b>6.244.289.181</b>	<b>4.605.677.383</b>
<b>5. Other income</b>	<b>Current year VND</b>	<b>Previous year VND</b>
Profit from Disposal of fixed assets	546.018.518	544.254.770
Other incomes	352.387.648	258.954.393
<b>Total</b>	<b>898.406.166</b>	<b>803.209.163</b>

**CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY**

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**FINANCIAL STATEMENTS**

For the year ended 31 December 2025

**Note to the Financial Statements (Continued)**

6. Other expenses	Current year VND	Previous year VND
Additional land rent from previous years	561.781.026	669.676.280
Administrative and tax's penalties	27.766.029	36.367.610
Other expenses	334.287.349	182.054.141
<b>Total</b>	<b>923.834.404</b>	<b>888.098.031</b>
7. Selling expenses and Administration expenses		
a/ Selling expenses	Current year VND	Previous year VND
Labour Costs	8.700.637.402	8.438.980.630
Depreciation expenses	593.504.410	877.393.301
Outside Services Expenses	24.965.677.241	24.478.816.626
Other expenses by cash	320.542.586	1.012.153.022
<b>Total</b>	<b>34.580.361.639</b>	<b>34.807.343.579</b>
b/ Administrative expenses	Current year VND	Previous year VND
Labour cost	5.897.024.211	5.918.911.597
Depreciation expenses	656.690.160	656.690.159
Taxes, fees and charges	2.984.461.692	3.689.737.585
Provision/(Reversal) of bad debt	465.297.410	2.501.037.339
Expenses from external services	1.425.487.086	1.768.602.616
Other expenses by cash	2.723.855.620	2.193.911.174
<b>Total</b>	<b>14.152.816.179</b>	<b>16.728.890.470</b>
8. Productions cost by items	Current year VND	Previous year VND
Raw materials	324.969.550	262.038.071
Labour cost	14.597.661.613	14.161.120.727
Depreciation expenses	1.753.557.568	2.037.446.458
Provision/(Reversal) of bad debt	1.095.339.346	2.501.037.339
Expenses from external services	26.391.164.327	26.247.419.242
Other expenses by cash	7.501.165.736	8.534.265.927
<b>Total</b>	<b>51.663.858.140</b>	<b>53.743.327.764</b>

# CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY

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## FINANCIAL STATEMENTS

For the year ended 31 December 2025

### Note to the Financial Statements (Continued)

#### 9. Corporate income tax

The Company is obliged to pay corporate income tax at the rate of 20% on taxable income.

*The corporate income tax expense is determined as follow:*

	Current year VND	Previous year VND
Total profit before tax	39.146.025.880	37.565.401.011
Adjustments for	404.855.328	329.474.963
- Increases (Nondeductible expenses)	419.975.328	329.474.963
- Decreases (Dividends received)	15.120.000	-
Total taxable income	39.550.881.208	37.894.875.974
CIT tax rate	20%	20%
<b>Current corporate income tax expenses</b>	<b>7.910.176.242</b>	<b>7.578.975.195</b>

The Company's tax settlements are subject to examination by the tax authorities. Because the application of tax laws and regulations to many types of transactions is susceptible to varying interpretations, amounts reported in the financial statements could be changed at a later date upon final determination by the tax authorities.

#### 10. Earnings per Share

	Current year VND	Năm trước VND
Profit after tax	31.235.849.638	29.986.425.816
Adjustment to accounting profits to determine profit or loss attributable to ordinary equity holders of the Company	(937.075.489)	(899.592.774)
- Decreases (*)	937.075.489	899.592.774
Profit attributable to ordinary equity holders of the Company	30.298.774.149	29.086.833.042
Number of shares outstanding at the Beginning year	11.220.000	11.220.000
Weighted average of issued ordinary shares	11.220.000	11.220.000
<b>Basic earnings per Share</b>	<b>2.700</b>	<b>2.592</b>
<b>Diluted earnings per share (**)</b>	<b>2.700</b>	<b>2.592</b>

(\*): The reduction in accounting profit current year is provisional amounts that will be allocated to the reward and welfare fund for employees at a rate of 3% after-tax profit according to the Company's 2026 Financial Plan.

(\*\*): The Company has no potential ordinary shares to dilute during the period and up to the date of this interim financial statements.

**CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY**

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**FINANCIAL STATEMENTS**

For the year ended 31 December 2025

**Note to the Financial Statements (Continued)****VII. OTHER INFORMATION****1. Events since the balance sheet date**

There have been no significant financial events occurring after the balance sheet date which would require adjustments or disclosures to be made in the financial statements for the year ended 31st December 2025

**2. Transactions with related parties**

Compensation for Key management personnel during the year are as follows:

<b>Board of Directors</b>		<b>Current year</b>	<b>Previous year</b>
		<b>VND</b>	<b>VND</b>
Remuneration			
Mr. Truong Minh Tuyen	Chairman	47.974.000	134.689.000
Mr. Le Van Phai	Vice Chairman	38.382.000	107.755.000
Mr. Thai Thanh Son	Member	-	89.795.000
Mr. Huynh Ngoc Khanh	Member	31.985.000	89.795.000
Ms. Le Kim Trinh	Member	31.985.000	89.795.677
<b>Total</b>		<b>150.326.000</b>	<b>511.829.677</b>

<b>Supervisory Board</b>		<b>Current year</b>	<b>Previous year</b>
		<b>VND</b>	<b>VND</b>
Salaries, remuneration, bonus and other benefits			
Mr. Nguyen Van Chau	Head of the board	376.807.000	334.526.000
Ms. Vu Phi Bang	Head of the board	-	15.241.000
Ms. Vo Thi Anh Loan	Member	509.388.300	173.098.076
Ms. Chau Thuy My	Member	268.505.600	468.024.500
<b>Total</b>		<b>1.154.700.900</b>	<b>990.889.576</b>

<b>Board of Managements and the Chief Accountant</b>		<b>Current year</b>	<b>Previous year</b>
		<b>VND</b>	<b>VND</b>
Salaries, bonus and other benefits			
Mr. Le Van Phai	General Director	1.104.740.000	1.073.280.000
Mr. Thai Thanh Son	Deputy General Director	-	326.040.000
Mr. Huynh Ngoc Khanh	Deputy General Director	806.740.000	787.188.000
Ms. Pham Thi Bac Giang	Chief Accountant	676.640.000	655.280.000
<b>Total</b>		<b>2.588.120.000</b>	<b>2.841.788.000</b>

**3. Information about the segment****a) Segment reporting by business line**

The Company's principal business activity is mainly trading in construction materials; therefore, the Company does not prepare segment financial statements by business line.

**b) Segment reporting by geographical area**

The company operates solely within the geographical territory of Vietnam; therefore, geographical segment reporting is not presented.

# CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY

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## FINANCIAL STATEMENTS

For the year ended 31 December 2025

### Note to the Financial Statements (Continued)

#### 4. Financial instruments

##### a) Fair value of Financial Asset and Liability

	Ending balance		Beginning balance	
	Book value	Provision	Book value	Provision
	VND	VND	VND	VND
<b>Financial assets</b>				
Cash and cash equivalent	55.945.096.053	-	31.617.865.202	-
Trade receivables and other receivables, lending	321.327.834.736	(26.385.447.352)	280.829.763.197	(25.920.149.942)
Short-term/ Long-term deposits, mortgages and collateral	330.000.000	-	300.000.000	-
Short-term/ Long-term financial investments	2.888.000.000	(393.200.000)	2.888.000.000	(1.118.960.000)
<b>Total</b>	<b>380.490.930.789</b>	<b>(26.778.647.352)</b>	<b>315.635.628.399</b>	<b>(27.039.109.942)</b>

##### Financial liabilities

	Book value		Beginning balance	
	Ending balance	Beginning balance	Ending balance	Beginning balance
Trade payable and other payable	30.380.188.332	26.974.328.731		
Accrued expenses	772.011.587	961.246.583		
Short-term/ Long-term deposits, collateral received	3.224.390.000	3.249.390.000		
Loans and debts	157.631.774.950	67.424.771.397		
<b>Total</b>	<b>192.008.364.869</b>	<b>98.609.736.711</b>		

The Company has not determined the fair value of financial assets and financial liabilities as at the end of the period due to No. 210/2009/TT-BTC circular issued by the Ministry of Finance dated 06 November 2009 as well as the current regulations do not provide specific guidance on determining the fair value of financial assets and financial liabilities. Circular No. 210/2009/TT-BTC requirements applicable Financial Reporting Standards International presentation of financial statements and disclosures for financial instruments but not provide guidance for the equivalent assessment and recognition of financial instruments, including the application of fair value in line with the financial reporting Standards International.

**CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY**

Address: 215-217 Tran Hung Dao Street, Cau Ong Lanh Ward, Ho Chi Minh City

**FINANCIAL STATEMENTS**

For the year ended 31 December 2025

**Note to the Financial Statements (Continued)****b) Guaranteed assets**

The remaining value of collateral mortgaged to other entities at the beginning and end of the period is as follows:

	Ending balance VND	Beginning balance VND
Tangible fixed assets - Buildings	5.254.189.697	5.928.746.087
Intangible fixed assets - land use rights	7.538.400.000	7.538.400.000
IPs - Value of properties on land	9.277.617.156	9.772.211.280
Trade receivables	320.199.872.597	279.385.131.709
<b>Total</b>	<b>342.270.079.450</b>	<b>302.624.489.076</b>

**c) Financial Risk Management**

Overview: The Company is exposed to the following types of financial risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

**c.1) Credit risk**

Credit risk is the risk that partners will not perform its obligations under the provisions of a financial instrument or contract leading to financial losses. The Company has credit risk from its business activities (primarily accounts receivable for customers) and from its own financial operations, including bank deposits and other financial instruments.

**Bank deposits**

Most bank deposits of the Company shall be deposited at the prestigious banks in Vietnam. The Company found that concentrations of credit risk for bank deposits are low.

**Account receivable**

The management of customer credit risk based on company policies, procedures and process control of the Company relating to the management of customers credit risk.

Customer receivables which are unpaid are regularly monitored. The analysis of the ability to be made redundant at the reporting date on the basis of each large customer.

Bad debts (if any) have been fully controlled and provisioned.

**c.2) Liquidity risk**

Liquidity risk is the risk that Company has difficulty in complete the financial obligations due to lack of capital. Liquidity risk of the Company arises mainly due to mismatch in the maturities of financial assets and financial liabilities.

The Company manage liquidity risk through maintaining the ratio of cash and cash equivalents at the level that Board of Management thought its sufficient to provide financial support for the business of Company and to minimize impact of changing cash flows.

Information maturities of financial liabilities of the Company based on the value without discounting payments under the contract as follows:

**CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY**

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**FINANCIAL STATEMENTS**

For the year ended 31 December 2025

**Note to the Financial Statements (Continued)**

	Under 01 year	Over 01 year	Unit: VND Total
<b>Ending balance</b>	<b>188.890.974.869</b>	<b>3.117.390.000</b>	<b>192.008.364.869</b>
Loans and debts	157.631.774.950	-	157.631.774.950
Trade payable	11.714.714.332	-	11.714.714.332
Other payable	18.772.474.000	3.117.390.000	21.889.864.000
Accrued expenses	772.011.587	-	772.011.587
<b>Beginning balance</b>	<b>95.467.346.711</b>	<b>3.142.390.000</b>	<b>98.609.736.711</b>
Loans and debts	67.424.771.397	-	67.424.771.397
Trade payable	5.538.839.116	-	5.538.839.116
Other payable	21.542.489.615	3.142.390.000	24.684.879.615
Accrued expenses	961.246.583	-	961.246.583

The Company considers that the risk concentration for debt repayment is low. The Company has the ability to pay its due debts from cash flows from operating activities and proceeds from maturing

**c.3) Market risk**

Market risk is the risk that fair value or future value of cash flows from financial instruments will fluctuate with changing of market prices. Market risk includes three types: foreign currency risk, interest rate risk and other price risk.

**Foreign currency risk**

Foreign currency risk is the risk that fair value or future cash flows of financial instruments will fluctuate with changes in the exchange rate.

The Company manages foreign currency risk by considering the current and expected market when planning for the future transaction in foreign currency. Company supervises the risk for financial assets and liabilities in foreign currencies.

**Interest rate risk**

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate due to changes of market interest rates. The risk of changes in market interest rates of the Company primarily related to short-term deposits and loans.

The Company manages interest rate risk by closely monitoring market conditions relevant, by that Company will determine the appropriate interest rate policy for risk limited purpose Company.

**Other price risk**

Other price risk is the risk that fair value or future cash flows of a financial instrument will fluctuate according to changes in external market prices of interest rate changes and exchange rate.

**CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY**

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**FINANCIAL STATEMENTS**

For the year ended 31 December 2025

**Note to the Financial Statements (Continued)**

**5. Comparative figures**

The comparative figures are those taken from the Financial Statement for the year ended 31st December 2024, which was audited by Nhan Tam Viet Auditing Company.

**6. Information about going concern**

During the year and up to now, there have been no financial events occurring that has significantly affected the ability the going concern of the Company, therefore the financial statements of the Company are prepared on the assumption of going concern basic.

*Ho Chi Minh City, Date: 30 March 2025*

**Prepared by/ Chief Accountant**

*uh*

**Prepared by/ Chief Accountant**



**General Director**

**Le Van Phai**



**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

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## **COMPANY CHARTER**

### **CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY**

**(Enacted according to the Resolution of the General Meeting of Shareholders  
on June 09, 2026)**

**(Enterprise Registration Certificate No. 0302495140, issued by the Department  
of Finance HCMC on the sixteenth amendment date of January 08, 2026)**

***Ho Chi Minh City, dated June 09, 2026***

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## **INTRODUCTION**

This Charter was approved by the Construction Material & Interior Decoration Joint Stock Company pursuant to a valid Resolution of the General Meeting of Shareholders (GMS) No. ..../NQ-DHĐCĐ held on June 09, 2026.

### **I. DEFINITIONS**

#### **Article 1. Definitions**

1. For the purpose of this Charter, the terms below are construed as follows:

a) *The charter capital is the total par value of the shares that have been sold or registered for purchase upon the establishment of the Joint Stock Company, as stipulated in Article 6 of this Charter;*

b) *The Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025;*

c) *The Law on Securities is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;*

d) *Establishment date* means the day on which the Company's first Certificate of Enterprise Registration (Certificate of Business Registration and equivalent documents) is issued;

e) *Executives* include the General Director, Deputy General Director, chief accountant designated by Board of Directors;

f) *Managers* include the Chairman of the Board of Directors, members of the Board of Directors, General Director designated by GMS or Board of Directors;

g) *Related persons* are the organizations and individuals defined in Clause 46 Article 4 of the Law on Securities;

h) *Shareholder* means an individual or organization that owns at least one share of the Company;

i) *Founding shareholder* means a shareholder that holds at least one ordinary share and is included in the Company's list of founding shareholder;

j) *Major shareholder* is defined in Clause 18 Article 4 of the Law on Securities;

k) *The member of the Board of Supervisors* is a Supervisor;

l) *Operating period* is the period specified in Article 2 of this Charter;

- m) *Stock Exchanges* include Vietnam Exchange and its subsidiary companies.
- n) *VSDC* is Vietnam Securities Depository and Clearing Corporation.
- o) *Contact address* is the address registered as the headquarters of an organization; the permanent residence, working place or another address of an individual that is registered as Contact address with an enterprise
- p) “Vietnam” refers to the Socialist Republic of Vietnam.
- q) “Voting capital” refers to share capital, whereby the shareholder has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders..

2. In this Charter, any article or document referred to will include any amendment and supplement or any replacing document of such article or document.

3. The titles of Sections and Articles of this Charter are meant to facilitate readers and do not affect the contents of this Charter.

4. Terms or definitions provided in the Law on Enterprises (unless they are inconsistent with the subject or context) shall have the same meaning in this Charter.

## **II. NAME, TYPE OF BUSINESS, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, type of business, headquarters, branches, representative offices, business locations, operating period of the Company**

1. Name of the Company:

- Vietnamese name: CÔNG TY CỔ PHẦN VẬT LIỆU XÂY DỰNG VÀ TRANG TRÍ NỘI THẤT THÀNH PHỐ HỒ CHÍ MINH.

- English name: CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY.

- Abbreviated name: CMID.

2. The Company is a joint stock company, which is a juridical person and is conformable with applicable regulations of law of Vietnam.

3. Headquarters:

- Headquarters address: 215-217 Tran Hung Dao, Cau Ong Lanh Ward, Ho Chi Minh City

- Phone number: (84) 028 38 368 531 – (84) 028 38 367 969

- Fax: (84) 028 38 369 434

- E-mail: [cmidvtxd@gmail.com](mailto:cmidvtxd@gmail.com)

- Website: <https://www.cmid.com.vn>

4. The Company may establish branches and representative offices to pursue its targets in accordance with decisions of the Board of Directors and the law.

5. Unless the Company is shut down before the expiration of the period specified in Clause 2 Article 55, the Company's operating period shall be indefinite.

### **Article 3. Legal representatives of the Company**

1. The Company can have a maximum of 02 legal representatives, including Chairman of the Board of Directors and/or General Director. The number and title of legal representatives will be decided by the Board of Directors.

2. The legal representative of the Company is the person that, on behalf of the company, exercises and performs the rights and obligations derived from the company's transactions, acts as the plaintiff, defendant or person with relevant interests and duties before in court, arbitration. Responsibilities of the legal representative are based on Article 13 of the Law on Enterprises, and other rights and obligations prescribed by law.

3. An enterprise shall have at least one legal representative residing in Vietnam. Whenever this representative leaves Vietnam, he/she has to authorize another Vietnamese resident, in writing, to act as the legal representative, in which case the authorizing person is still responsible for the authorized person's performance.

4. In the case the authorizing person has not returned to Vietnam when the letter of authorization expires and does not have any further actions, the authorized person shall continue acting as the company's legal representative until the authorizing person returns or until the Board of Directors designates another legal representative.

5. In the case the legal representative of the Company is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights

and duties of the legal representative, the Board of Directors appoint another person to be the legal representative of the Company.

### **III. TARGETS, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY**

#### **Article 4. Targets of the Company**

1. The business sectors and activities of the Company include:

<b>No.</b>	<b>Business line</b>	<b>Code</b>
1	Wholesale of computers, peripherals, and software Details: Wholesale of electrical appliances, computers, and components.	4651
2	Wholesale of other household goods Details: Wholesale of sports equipment and supplies (except for firearms and ammunition and crude weapons).	4649
3	Residential construction Details: Civil and industrial construction.	4101
4	Preschool education	8511
5	Production of plastic and synthetic rubber in primary forms Details: Processing of rubber latex (not operating at headquarters).	2013
6	Cultivation of other perennial crops Details: Cultivation of agricultural and forestry plants.	0129
7	Kindergarten education	8512
8	High school education	8523

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9	Travel agency Details: Domestic and international tour business.	7911
10	Vocational training Details: Vocational training (not operating at headquarters).	8532
11	Other tourism-related activities	7990
12	Wholesale of specialized goods not classified elsewhere Details: Wholesale of rubber latex.	4679
13	Mining of stone, sand, gravel, and clay Details: Sand mining. Clay mining.	0810
14	Other transport support services Details: Passenger transport services under contract.	5229
15	Other telecommunications activities Details: Postal and telecommunications service agencies (excluding Internet access agencies).	6190
16	Manufacture of other wood products; Manufacture of products from bamboo, rattan, straw, and other woven materials Details: Wood processing and manufacturing (not performed at headquarters).	1629
17	Sports club activities Details: Swimming pools, tennis courts.	9312
18	Water extraction, treatment, and supply Details: Groundwater extraction, sand, stone (not extracted at headquarters).	3600

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19	Production of other non-metallic mineral products not classified elsewhere Details: Production of building materials.	2399
20	Specialized design activities Details: Interior decoration and renovation.	7410
21	Land preparation Details: Site leveling for construction projects.	4312
22	Wholesale of solid, liquid, gas fuels and related products Details: Wholesale of petroleum, fuel, and oils (petroleum and gas operations only permitted with required business certification).	4671
23	Repair and maintenance of automobiles and other motor vehicles Details: Car wash services.	9531
24	Real estate business, ownership, or rental rights of land Details: Housing business. Apartment rental. Warehouse, factory, office leasing. Investment in the development of houses, buildings for sale, lease, or lease purchase. Purchase of houses, buildings for sale, lease, or lease purchase. Lease of houses or buildings for subletting. Investment in land improvement and infrastructure development on leased land for subleasing. Transfer of land use rights, investment in infrastructure for transfer, leasing; leasing land with infrastructure for subleasing.	6810
25	Hotels and similar accommodation services Details: Operation of restaurants and hotels (not operated at headquarters).	5510
26	Wholesale of machinery, equipment, and spare parts Details: Wholesale of agricultural, forestry, and aquatic machinery,	4659

	equipment, and spare parts.	
27	Wholesale of raw agricultural, forestry products (except wood, bamboo, rattan) and live animals Details: Wholesale of agricultural products.	4620
28	Wholesale of food products Details: Wholesale of seafood, cereals, food products, and processed food.	4632
29	<b>Wholesale of materials and other construction installation equipment</b> <b>Details: Wholesale of building materials and timber.</b>	<b>4673 - Chính</b>

2. The main operational objective of the Company is to continuously develop and expand its business activities in the construction materials production, civil construction, land leveling for projects, housing business, apartment rental, office building leasing, acquisition of land use rights, investment in infrastructure projects for transfer or leasing, groundwater, sand, and stone extraction, and other diversified activities. The Company aims to provide services to its customers in order to maximize business value, create stable jobs for employees, increase benefits for the Company in line with market rules, and ensure a harmonious balance of interests between the State, the Company, and the shareholders.

#### **Article 5. Scope of business and operation of the Company**

1. The Company may conduct business within the business lines specified in this Charter and changes thereof which have been registered to the business registration authority and published on the National Enterprise Registration Portal.

2. The Company may engage in business activities in other sectors that are legally permitted and approved by the Board of Directors.

#### **IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

##### **Article 6. Charter capital, shares, founding shareholders**

1. The Company's charter capital is **VND 150,000,000,000** (One hundred fifty billion VND). The total charter capital of the Company is divided into 15,000,000 shares with a par value of VND 10,000 per share.

2. The Company's Charter capital may be changed if approved by the GMS and conformable with regulations of law.

3. The Company's shares on the ratification date of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of these shares are specified in Article 12 and Article 13 of this Charter.

4. The Company may issue other preference shares after it is approved by the GMS and it is conformable with regulations of law.

5. The Company officially operates in the form of a Joint Stock Company pursuant to Business Registration Certificate No. 0302495140 issued by the Department of Finance of Ho Chi Minh City, 16th amendment dated January 08, 2026. Pursuant to the Law on Enterprises, as of now, the ordinary shares of founding shareholders are no longer subject to transfer restrictions.

6. Offering shares

Offering shares means the company's increase in charter capital by increasing the quantity of shares, types of authorized shares.

Shares may be offered as follows:

- a) Offering shares to existing shareholders;
- b) Public offering of shares.
- c) Private placement of shares;
- d) Other methods as decided by the General Meeting of Shareholders.

Ordinary shares shall be offered first to existing shareholders in proportion to their holdings of ordinary shares in the Company, unless otherwise decided by the GMS. The unsubscribed shares shall be decided by the Board of Directors. The Board of Directors may distribute these shares to other shareholders and persons with no more favorable conditions than those of the shares offered to existing shareholders, unless otherwise approved by the GMS or Law on Securities.

7. The Company may repurchase shares issued by itself in accordance with the methods prescribed in this Charter and the current laws. The common shares repurchased by the Company shall be treasury shares, and the Board of Directors may offer them for sale in ways that comply with the provisions of this Charter, the Securities Law, and related guiding documents.

8. The Company may issues other types of shares as prescribed by law.

#### **Article 7. Share certificates**

1. Shareholders of the Company shall be issued with share certificates which specify their holdings and types of shares being held.

2. The share certificate is a type of securities that certify the holder's lawful rights and interests to part of the share capital of the issuer. A share certificate shall contain all information specified in Clause 1 Article 121 of the Law on Enterprises.

3. The shareholder shall be issued a share certificate within seven (07) days from the date VSDC notifies that it has received a complete application for transfer of share ownership in accordance with the provisions of law or within two (02) months from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan (or another period as prescribed in the Issuance Terms). The shareholder shall not have to pay the Company for the cost of printing the share certificate.

4. In the case the share certificate is lost or damaged, the shareholder shall be reissued with another share certificate by the Company on request. Such a request shall specify:

a) Information about the lost or damaged share certificate;

b) Declaration to take responsibility for any dispute that arises from the reissuance of the share certificate.

5. In the case the Company cancels the securities registration at VSDC, the Company shall reissue the stock certificate to the shareholder within thirty (30) days from the effective date of securities registration cancellation as notified by VSDC.

#### **Article 8. Other securities certificates**

Bond certificates and other securities certificates issued by the Company shall bear the signatures of the legal representatives and seal of the Company.

**Article 9. Transfer of shares**

1. All shares may be transferred freely unless otherwise prescribed by this Charter and the Law. All share certificates listed or registered on the Stock Exchanges may be transferred in accordance with the regulations of law on securities and the securities market.

2. Shares that are not fully paid for must not be transferred and shall not receive relevant rights such as right to dividends, right to receive shares additionally issued to increase share capital from equity, right to buy new shares and other benefits prescribed by law.

**Article 10. Withdrawal of shares**

1. In the case a shareholder fails to fully and punctually pay for the shares, the Board of Directors shall send a notice and is entitled to request the shareholder to pay the remaining amount and take liability in proportion to the total face value of the subscribed shares to the Company for the damage caused by the failure to fully pay for the shares.

2. The notice shall specify the new deadline (at least seven (07) days from the noticing date), payment location and that the unpaid shares will be withdrawn if they are not paid for as requested.

3. The Board of Directors is entitled to withdraw the shares that are not fully and punctually paid for if such a request is not fulfilled.

4. Withdrawn shares shall be considered authorized shares as prescribed in Clause 3 Article 112 of the Law on Enterprises. The Board of Directors may, directly or through a third party, sell or redistribute these shares under the conditions and methods considered appropriate by the Board of Directors.

5. The shareholder holding the withdrawn shares will no longer be shareholder of these shares but still has the liability in proportion to the total nominal value of the subscribed shares upon withdrawal under the decision of the Board of Directors for the period from the date of withdrawal to the date of payment. The Board of Directors has the full authority to enforce payment for the entire value of the share certificate at the time of withdrawal.

6. The withdrawal notice shall be sent to the holder of withdrawn shares before the withdrawal time. The withdrawal shall be still carried out if the notice is erroneous or the notice is not successfully sent.

## **V. ORGANIZATIONAL, MANAGERIAL AND SUPERVISORY STRUCTURE**

### **Article 11. Organizational, Managerial and Supervisory Structure**

The organizational, managerial and supervisory structure of the Company comprises:

1. General Meeting of Shareholders.
2. Board of Directors, Board of Supervisors.
3. General Director.

## **VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

### **Article 12. Rights of shareholders**

1. Ordinary shareholders have the following rights:

a) To attend and express their opinions in the General Meeting of Shareholders meeting and exercise their direct voting rights either or through authorized representatives or another method prescribed by the Company's Charter and law. Each ordinary share has one vote;

b) To receive dividends at the rate decided by the General Meeting of Shareholders;

c) To have pre-emptive rights to purchase newly issued shares in proportion to each shareholder's holding of ordinary shares;

d) To freely transfer shares to others, except in the cases specified in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and relevant laws.

e) To access, examine and extract information about the names and contact addresses in the list of voting shareholders; request the modification of shareholder's incorrect information. The provision of information in accordance with the procedures is detailed in the Internal Regulations on Corporate Governance;

f) To access, examine and extract or copy the Company's Charter, minutes of General Meeting of Shareholders and resolutions of General Meeting of Shareholders.

The provision of information in accordance with the procedures is detailed in the Internal Regulations on Corporate Governance;

g) When the Company is dissolved or goes bankrupt, receive part of the remaining assets in proportion to their holdings in the Company;

h) To request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

i) To receive equal treatment, with each share of the same type conferring equal rights, obligations, and interests. If the Company has preference shares, the rights and obligations associated with these shares must be approved by the GMS and fully disclosed to shareholders.

j) To have full access to periodic and extraordinary information disclosed by the Company as prescribed by law;

k) To have their legitimate rights and interests protected; propose suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders, the Board of Directors in accordance with the Law on Enterprises;

l) Other rights prescribed by law and this Charter.

2. The shareholder or group of shareholders holding at least 05% of the total ordinary shares shall have the following rights:

a) Request the Board of Directors to convene a General Meeting of Shareholders \ in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises; The request to convene a General Meeting of Shareholders \ must be made in writing and must include the following details: full name, contact address, nationality, and legal identification document number for individual shareholders; name, enterprise code or legal identification document number of the organization, and headquarters address for institutional shareholders; the number of shares and time of share registration of each shareholder, the total number of shares of the entire group of shareholders, and the ownership percentage in the total number of shares of the company; the basis and reasons for requesting the convening of a General Meeting of Shareholders. Attached to the request to convene the meeting must be documents and evidence of the Board of Directors' violations, the extent of the violations, or decisions exceeding their authority. Shareholders or a group of shareholders shall be fully responsible before the law for the accuracy and truthfulness of the documents

and evidence provided to the competent authority when requesting to convene a General Meeting of Shareholders;

b) To access, examine and extract the minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, except documents relevant to the Company's trade secrets, Company's business secrets. The provision of information in accordance with the procedures is detailed in the Internal Regulations on Corporate Governance;

c) Request the Board of Supervisors to inspect specific issues relevant to the management and operation of the Company when necessary. Such request must be made in writing, included full name, contact address, nationality, legal documents of individual if the shareholder is individual; name, enterprise/organizational identification number or legal documents of organization, head quarter address if the shareholder is organization; quantity of shares and share subscription time of each shareholder, total shares of the group of shareholders and their holdings; the issues that need inspecting and purposes of inspection;

d) Propose inclusion of the issues in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least five (05) working days before the opening date. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues;

e) Other rights prescribed by law and this Charter.

3. The shareholder or group of shareholders holding at least 10% of the total ordinary shares is entitled to nominate candidates to the Board of Directors, the Board of Supervisors. Candidates shall be nominated as follows:

a) The group of Shareholders that nominate candidates to the Board of Directors and the Board of Supervisors must inform the participating shareholders before the opening of the General Meeting of the Shareholders.

b) Depending on the quantity of members of the Board of Directors and the Board of Supervisors, the Shareholders or groups of Shareholders prescribed in this Clause may nominate one or some candidates in accordance with Article 25 and Article 37 of this Charter. In the case the number of candidates nominated by such Shareholders or groups of Shareholders is smaller than the maximum permissible

number of candidates specified in the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by Board of Directors, the Board of Supervisors and other shareholders in accordance with Article 25 and Article 37 of this Charter.

### **Article 13. Obligations of Shareholders**

Ordinary shareholders have the following obligations:

1. To fully and punctually pay for the subscribed shares.
2. Not withdraw the capital that has been contributed in the form of ordinary shares in any shape or form, unless these shares are repurchased by the Company or other persons. Otherwise, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.
3. To comply with the Company's Charter and Internal Regulations approved by the General Meeting of Shareholders.
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To protect the confidential of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals.
6. To participate in the General Meeting of Shareholders and exercise the right to vote/elect in the following manners:
  - a) Participating and voting/electing in person at the meeting;
  - b) Authorizing other organizations and individuals to participate and vote/elect at the meeting;
  - c) Participating and voting/electing through online meetings, electronic voting or other electronic forms;
  - d) Sending votes to the meetings via mail, fax or email;

7. To bear personal responsibility when committing any of the following acts in any form in the name of the Company:

a) Violations of law;

b) Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;

c) Paying undue debts while the Company is facing financial risks.

8. Fulfill other obligations prescribed by applicable regulations of law.

#### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all voting shareholders and is the highest decision-making competent authority of the Company. The Annual General Meeting of Shareholders shall be organized once every year and must be held within four (04) months from the end of a fiscal year. The Board of Directors may delay the date of conducting the Annual General Meeting of Shareholders, but not exceeding six (06) months from the end of the fiscal year. The extraordinary General Meeting of Shareholders may be conducted in addition to the annual General Meeting of Shareholders. The location of the General Meeting of Shareholders is where the chairman participates in the meeting and must be within Vietnam's territory.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and choose a suitable location. The Annual General Meeting of Shareholders shall make decisions on issues prescribed by the Law and this Charter. In the case the audit report of the annual financial statement contains unqualified opinions, adverse opinions or disclaimers of opinions, the Company shall invite representatives of the accredited audit organization that audited the financial statements of the Company to participate in the Annual General Meeting of Shareholders. The invited representative of the audit organization has the responsibility to participate in the Annual General Meeting of Shareholders.

3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:

a) The Board of Directors considers that it is necessary to do for the Company's interests.

b) The remaining number of Board of Directors or Board of Supervisors is smaller than the minimum number prescribed by law;

c) It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the request shall be made in writing, specify the reasons and purpose for convening such a meeting, and bear signatures of relevant shareholders or the written request may be made into multiple copies with signatures of relevant shareholders;

d) It is requested by the Board of Supervisors;

e) Other cases prescribed by law and this Charter.

#### 4. Convening the Extraordinary General Meeting of Shareholders

a) The Board of Directors must determine the opening of the General Meeting of the Shareholders within 60 days from the day on which the number of members of the Board of Directors, the Board of Supervisors falls below the minimum number mentioned in Point b Clause 3 of this Article, or from the date of request mentioned in Point c and Point d Clause 3 of this Article;

b) In the case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a Clause 4 of this Article, the Board of Supervisors shall convene the General Meeting of Shareholders instead of the Board of Directors within the next 30 days as prescribed in Clause 3 Article 140 of the Law on Enterprises;

c) In case the Board of Supervisors fails to convene a General Meeting of Shareholders as stipulated in Point b, Clause 4 of this Article, the shareholder or group of shareholders stipulated in Point c, Clause 3 of this Article shall have the right to represent the Company to convene a General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All reasonable costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) The General Meeting of Shareholders shall be conducted following the procedures specified in Clause 5 Article 140 of the Law on Enterprises.

### **Article 15. Rights and Obligations of the General Meeting of Shareholders**

1. The GMS has following rights and obligations:

- a) Approve the Company's development orientations;
- b) Decide the types of authorized shares and quantity of each type; decide annual dividends of each type of shares;
- c) Election, dismissal and removal of members of the Board of Directors and members of the Board of Supervisors;
- d) Decide investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;
- e) Decide revisions to the Company's Charter;
- f) Approve annual financial statements;
- g) Decide repurchase of over 10% of shares of each type;
- h) Consider taking actions against violations committed by members of the Board of Directors and members of the Board of Supervisors if they cause damage to the Company and its shareholders;
- i) Decide re-organization, dissolution of the Company and appointment of liquidators;
- j) Decide the budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Supervisors;
- k) Approve The Internal Regulations on Corporate Governance, Regulations on operation of the Board of Directors and the Board of Supervisors;

l) Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors when necessary;

m) The quantity of members of the Board of Directors and the Board of Supervisors;

n) Division, separation, consolidation, merger or conversion of the Company;

o) Conclusion of contracts and transactions with the entities specified in Clause 1 Article 167 of the Law on Enterprises that are worth at least 35% of the Company's total assets written in the latest financial statement;

p) Approve transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;

q) Other issues prescribed by law and this Charter.

2. The annual general meeting of shareholders discusses and approves the following issues:

a) The company's annual business plan;

b) The audited annual financial statements;

c) The report of the Board of Directors on governance and the performance of the Board of Directors and each of its members;

d) The report of the Board of Supervisors on the company's business results and the performance of the Board of Directors, Director, or General Director;

e) The self-assessment report on the performance of the Board of Supervisors and the Supervisors;

f) Dividends of each type of shares;

g) Other matters within its authority.

3. All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the General Meeting of Shareholders.

**Article 16. Authorizing participation in General Meeting of Shareholders**

1. Shareholders and authorized representatives of shareholders that are organizations may directly participate or authorize one or some other organizations and individuals to participate on their behalf in one of the manners specified in Clause 3 Article 144 of the Law on Enterprises, with specific provisions as follows:

a) Individual shareholders may appoint only one (1) authorized representative to attend the meeting. Once authorization is granted, the shareholder is not permitted to attend the GMS, even In the cases of partial authorization.

b) For organizational shareholders, authorization will be as follows:

- Shareholders holding less than 1% of the total ordinary shares may authorize up to one (01) representative to attend the GMS.
- Shareholders holding from 1% to less than 10% of the total ordinary shares may authorize up to two (02) representatives to attend.
- Shareholders holding 10% or more of the total ordinary shares may authorize up to three (03) representatives to attend.

In the cases where multiple authorized representatives are appointed, the number of shares and corresponding voting rights assigned to each representative must be explicitly specified. If no specific allocation is made, the shares and voting rights will be equally divided among the representatives, with any fractional shares (if applicable) assigned alphabetically by the names of the representatives.

2. The authorization mentioned in Clause 1 of this Article shall be made into written documents. Authorization documents shall comply with the civil laws and specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope, authorization period, signatures with full names (handwritten), and the seal (if applicable for organizations) of both the authorizing party and the authorized party. The authorized representative must submit the authorization document upon registration for the GMS.

Authorized representatives may delegate their authority to another individual or organization, provided they have written consent from the initial authorizing shareholder. Secondary authorized representatives must present this written consent

along with the initial authorization document when attending the GMS. Secondary authorized representatives are not permitted to further delegate their authority.

3. Voting/Election ballots casted the authorized participants within authorization scope shall be effective unless:

- a) The authorizing person has passed away, has have limited legal capacity or is incapacitated;
- b) The authorizing person has cancelled the authorization;
- c) The authorizing person has cancelled the authority of the authorized person;

This Clause does not apply In the case the Company receives a notification of any of the aforementioned events before the opening hour of the GMS or before the GMS is re-convened.

4. Shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases:

- a) Attend and vote directly at the meeting.
- b) Authorize another person to attend and vote at the meeting.
- c) Attend and vote via online meetings, electronic voting, or other electronic means.
- d) Submit a voting ballot to the meeting via mail, fax, or email.

### **Article 17. Changes of rights**

1. The change or cancellation of special rights associated with a certain type of preference shares is effective when it is voted for by a number of shareholders that represent at least 65% of the total number of voting ballots of all the Shareholders attending and partipating in voting at the General Meeting of Shareholders. The GMS's resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% of preference shares of the same type, or approved by a number of preference shareholders that hold at least 75% of preference shares of the same type In the case of collection of written opinion.

2. A meeting of shareholders holding a type of preference shares for approving change of right as provide in Clause 1 above shall only be carried out when it is participated in by at least 02 shareholders (or their authorized representatives) that hold at least one third (1/3) of the nominal value of these shares. If the number of participating shareholders is not adequate, another meeting shall be carried out within 30 days regardless of the number of participating shareholders of that type of shares (or their authorized representatives) and the quantity of their shares. During the meeting, shareholders of that type of shares may, directly or through their representatives, request a ballot. Each share of that type has the same number of votes in such a meeting.

3. Procedures for carrying out such a meeting are similar to those specified in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type.

#### **Article 18. Convening, agenda and invitations to the GMS**

1. The Board of Directors shall convene annual and extraordinary GMS. The Board of Directors shall convene extraordinary GMS in the cases specified in Clause 3 Article 14 of this Charter.

2. The person who convenes the GMS shall perform the following tasks:

a) Compile the list of shareholders eligible to participate in and vote at the GMS. This list shall be compiled within 10 days before the day on which the invitation to the GMS is sent. The Company shall disclosure the compilation of this list at least twenty (20) days before the book closing date;

b) Prepare the meeting agenda and contents;

c) Prepare meeting documents;

d) Draft the resolution of the GMS according to the meeting contents;

e) Determine the meeting time and location;

f) Make an announcement and send invitations to all shareholders that are eligible to participate in the GMS;

g) Perform other tasks serving the general meeting.

3. The invitations to the GMS shall be sent to all shareholders using a method ensuring delivery to the shareholders' registered contact addresses. It shall also be published on the Company's website, as well as on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered. The person that convenes the GMS shall send invitations to all shareholders on the list of shareholders eligible to participate in the GMS at least twenty one (21) days before the opening date of the GMS (from the day on which the invitation is validly sent). The agenda of the GMS and documents relevant to the issues to be voted on at the GMS shall be sent to the shareholders and/or published on the Company's website. In the case these documents are not enclosed with the invitations, the invitations must contain the URL for these documents to which the Shareholders are enable to access, including:

a) The meeting agenda and documents to be used during the meeting;

b) The list of and detailed information about all candidates for members of the Board of Directors and members of the Board of Supervisors (In the case of election);

c) Voting/Election ballots;

d) Draft resolution on each issue mentioned in the meeting agenda.

4. The shareholder or group of shareholders mentioned in Clause 2 Article 12 of this Charter is entitled to propose inclusion of other issues to the agenda of the GMS. The proposal must be made in writing and sent to the Company at least five (05) working days before the opening date of the GMS. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder, contact address, nationality, identification details such as National Identity Card, Citizen Identification Card, Passport, or legal documents of individual if the shareholder is individual; name, enterprise/organizational identification number or establishment decision number, head quarter address if the shareholder is

organization; quantity of shares and type of shares held by such shareholders, and the issue proposed to be included in the meeting agenda.

5. The person who convenes the GMS is entitled to reject the proposal mentioned in Clause 4 of this Article in any of the following cases:

a) The proposal is sent against the regulations of Clause 4 of this Article;

b) The proposing shareholder or group of shareholders is holding less than 5% of total ordinary shares when the proposal is made as prescribed in Clause 2 Article 12 of this Charter;

c) The proposed issue is outside the authority of the GMS;

d) Other cases prescribed by law and this Charter.

6. The person who convenes the GMS shall accept and include the proposed issues mentioned in Clause 4 of this Article to the intended meeting agenda, except in the cases specified in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if approved by the GMS.

### **Article 19. Conditions for opening the GMS**

1. The GMS shall be carried out when it is participated in by a number of shareholders that represent over 50% of the voting shares of the Company.

2. In the case the number of participating shareholders specified in Clause 1 of this Article is not adequate, invitations to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second GMS shall be opened when it is participated in by a number of shareholders that represent at least 33% of the voting shares of the Company.

3. In the case the number of participating shareholders specified in Clause 2 of this Article is not adequate, invitations to the third meeting shall be sent within 30 days from the intended date of the second meeting. The third GMS shall be opened regardless of the number of participating shareholders.

### **Article 20. Procedures for carrying out and voting at the GMS**

1. Before opening the GMS , the Company shall complete the procedures for shareholder registration. All shareholders that are eligible to participate shall be registered in the following order:

a) When registering shareholders, the Company provides each shareholder or their authorized representative with a voting card/voting slip/election ballot, which includes the registration number, the name of the shareholder, the name of the authorized representative, and the number of votes/election ballots for that shareholder. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmative votes, negative votes and abstentions. The vote counting result shall be announced by the chair/Voting Counting Committee right before the meeting is closed. The GMS shall elect vote counters or vote counting supervisors at the request of the chair. The number of members of the vote counting board shall be decided by the GMS at the request of the chair;

b) The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote/elect after registration. The chair does not have the responsibility to suspend the meeting and the effect of the decisions voted/elected on before their presence shall remain unchanged.

2. Election of the Chair, Secretary, Delegate Eligibility Check Committee and Voting counting Committee:

a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the GMS if it is convened by the Board of Directors. If the Chairman of the Board of Directors is absent or not able to work, other members of the Board of Directors shall elect one of them as the chair under the majority rule. In the case a chair cannot be elected, the Chief Supervisor shall preside over the election of the chair among the participants by the GMS, in which case the person who receives the most votes shall chair the meeting;

b) In the case specified in Point a of this Clause, the person that signs the decision to convene the GMS preside over the election of the chair by the GMS. The person who receives the most votes shall chair the meeting;

c) The chair shall appoint one or some people as secretaries of the meeting; the person who convenes the GMS shall appoint one or some people as Delegate Eligibility Check Committee of the meeting;

d) The GMS shall elect one or some persons to the Voting counting Committee at the request of the chair.

3. The meeting agenda and contents shall be approved by the GMS during the opening session. The agenda shall specify the time of each issue.

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

a) Arrange seats at the meeting location;

b) Ensure safety of the participants;

c) Enable shareholders to participate in (or continue to participate in) the GMS. The person who convenes the GMS has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.

5. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmatives, negatives and abstentions. The vote counting result shall be announced right before the meeting is closed.

6. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The effect of the decisions voted on before their presence shall remain unchanged.

7. The person who convenes the GMS or the chair has the rights to:

a) Request all participants to undergo inspection or other lawful and reasonable security measures;

b) Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chair's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.

8. The Chairperson is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The GMS may only be delayed or relocated in the following cases:

a) The current location does not have adequate convenient seats for all participants;

b) Communications equipment is not sufficient for discussion and voting by participating shareholders;

c) The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.

9. In the case the chair delay or suspend the GMS against the regulations of Clause 8 of this Article, the GMS shall elect another participant as the chair, who will chair the meeting until the end; all resolutions ratified at that meeting shall be effective.

10. In the case of an online meeting, the Company shall ensure that participating shareholders are able to vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

### **Article 21. Conditions for ratification of resolutions of the GMS**

1. Resolutions on the following issues shall be adopted if they receive at least 65% of the total voting shares from all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

a) Types of shares and quantity of each type;

b) Change of business lines;

c) Changes to the Company's organizational structure;

d) Investment projects or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement, unless another ratio or value is prescribed by the Company's Charter;

e) Re-organization, dissolution of the Company;

f) Extension of the company's operational duration.

2. A resolution shall be adopted when it receives approval from shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

3. A resolution of the GMS that is voted for by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and ratifying the resolution are not conformable with the Law on Enterprises and the Company's Charter.

4. Voting for the election of members of the Board of Directors and the Board of Supervisors must be conducted by cumulative voting, where each shareholder has voting rights corresponding to the total number of shares owned, multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors. Shareholders may allocate all or part of their votes to one or several candidates.

## **Article 22. Authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders**

The authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders on all matters subject to the authority of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to solicit shareholders' opinions in writing to approve the resolutions of the General Meeting of Shareholders on the following issues:

a) Decide revisions to the Company's Charter\

b) Approve The Internal Regulations on Corporate Governance, Regulations on operation of the Board of Directors and the Board of Supervisors;

- c) Approve the Company's development orientations;
- d) Decide the types of authorized shares and quantity of each type;
- e) Election, dismissal and removal of members of the Board of Directors and members of the Board of Supervisors;
- f) Decide investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;
- g) Approve annual financial statements;
- h) Decide re-organization, dissolution of the Company
- i) Change of business lines;
- j) Changes to the Company's organizational structure;
- k) Other matters deemed necessary by the Board of Directors in the interest of the Company.

2. The Board of Directors shall prepare and send the questionnaires, draft resolutions of the GMS, explanatory documents to the voting shareholders at least 10 days before the deadline for submission of the questionnaires in accordance with Clause 3 Article 18 of this Charter.

3. A questionnaire shall contain the following information:

- a) The enterprise's name, headquarters address, identification number;
- b) Purposes of the survey;
- c) Full name, mailing address, nationality, ID number of the shareholder that is an individual; name, enterprise/organization ID number and headquarters address of the shareholder that is an organization or full name, mailing address, nationality, ID number of the representative of the shareholder that is an organization; quantity of shares of each type and the number of votes of the shareholder;
- d) The issues being voted on;
- e) Voting options for each issue, including affirmative, negative and abstentions;
- f) Election plan (if any);
- g) Submission deadline;

h) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send their completed questionnaires to the Company by mail, fax or email as follows:

a) The questionnaire that is sent by mail shall bear the signature of the shareholder that is an individual or signature of the authorized representative of the shareholder that is an organization. The questionnaire shall be put into a sealed envelope, which must not be opened before vote counting;

b) Questionnaires that are sent by fax or email must be kept confidential until vote counting time;

c) The questionnaires that are sent to the Company after the deadline or that are opened (for those sent by mail) or revealed (for those sent by fax or email) shall be invalidated. The shareholders that do not submit their questionnaires shall be considered not voting.

5. The Board of Directors shall count the votes and prepare the vote counting records in the presence of the Board of Controllers or shareholders that are not holding managerial positions in the Company. The vote counting record shall contain the following information:

a) The enterprise's name, headquarters address, identification number;

b) The purposes and issues voted on;

c) The quantity of shareholders and cast votes, including the quantity of valid and invalid votes, vote sending methods and the list of shareholders that have cast their votes;

d) Quantity of affirmative votes, negative votes and abstentions on each issue;

e) Ratified issues and ratio of affirmative votes;

f) Full name and signature of the Chairman of the Board of Directors.

Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting records and any damage caused by the decisions that are ratified because of inaccurate vote counting.

6. The vote counting record and resolutions shall be sent to the shareholders within 15 days from the vote counting completion date, or uploaded to the Company's website within 24 hours after vote counting is completed.

7. The completed questionnaires, vote counting record, ratified resolutions and documents enclosed with questionnaires shall be retained at the Company's headquarters.

8. A resolution shall be ratified by questionnaire survey if it receive at least 50% affirmative votes from voting shareholders and has the same value as those ratified at the GMS

### **Article 23. Resolutions and minutes of meetings of the GMS**

1. Minutes of all GMS shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:

- a) The enterprise's name, headquarters address, identification number;
- b) Time and location of the GMS;
- c) Agenda and contents of the meeting;
- d) Full names of the chair and secretaries;
- e) Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;
- f) The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that participated in the meeting, their holdings and votes;
- g) The total number of voting ballots for each voting issue, specifying the voting method, the total number of valid and invalid votes, votes in favor, votes against, and abstentions; the corresponding percentages of the total voting ballots of the shareholders attending and voting;
- h) The compilation of the number of votes for each candidate (if any);

i) Ratified issues and ratios of affirmative votes;

j) Full name and signatures of the chair and secretaries. In the case the chair or a secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information prescribed in this Clause. The minutes shall specify that the chair or secretary refuses to sign it

2. The GMS minutes shall be completed and ratified before the meeting ends. The chair and secretaries or other persons that sign the minutes shall be jointly responsible for its truthfulness and accuracy.

3. The minutes in Vietnamese and foreign languages have equal legal value. In the case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.

4. Resolutions, minutes of the GMS, the list of registered participating shareholders bearing their signatures, meeting participation authorization documents, documents enclosed to the minutes (if any) and documents enclosed to the invitations shall be disclosed in accordance with regulations of law on disclosure of information on the securities market and retained at the Company's headquarters.

#### **Article 24. Requesting cancellation of a resolution of the GMS**

Within 90 days from the receipt of the resolution or minutes of the GMS or the vote counting record, the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises is entitled to request the court or arbitral tribunal to consider cancelling all or part of the resolution of the GMS in the following cases:

1. The procedures for convening the meeting and decision-making of the GMS seriously violate the Law on Enterprises and the Company's Charter, except in the cases specified in Clause 3 Article 21 of this Charter.

2. The contents of the resolution violate regulations of law or this Charter.

In the cases where shareholders or groups of shareholders request the Court or Arbitration to annul the resolution of the General Shareholders' Meeting as provided in Article 151 of the Enterprise Law, that resolution shall remain in effect until the court or arbitration's annulment decision takes effect, except In the cases where a

temporary emergency measure is applied according to the decision of the competent authority.

## **VII. THE BOARD OF DIRECTORS**

### **Article 25. Nomination and self-nomination of members of the Board of Directors**

1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:

- a) Full name, date of birth;
- b) Qualifications;
- c) Working experience;
- d) Other managerial positions (including positions in the Board of Directors of other companies);
- e) Interests relevant to the Company and the Company's related parties;
- f) Other information (if any) as prescribed by law.

The company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).

2. The shareholder or group of shareholders holding at least 10% of the total ordinary shares is entitled to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Shareholders holding ordinary shares may aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to 20% of the total voting shares have the right to nominate one (01) candidate; from more than 20% to 30%, they can nominate a maximum of two (02) candidates; from more than 30% to 50%, they can nominate up to three (03) candidates; from more than 50% to 65%, they can nominate a maximum of four (04) candidates; and from

more than 65%, they can nominate a maximum of five (05) candidates. The nomination process for members of the Board of Directors is detailed in the Internal Corporate Governance Regulations.

3. In the case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates in accordance with the Company's Charter, Internal Regulations on Corporate Governance and Regulations on Operation of the Board of Directors. This must be announced before the General Meeting of Shareholders starts to vote for members of the Board of Directors as prescribed by law.

4. In the case the number of candidates nominated by the incumbent Board of Directors is still insufficient, the Board of Directors shall declare that the number of candidates for the Board of Directors is inadequate no later than five (5) days before the opening of the General Meeting of Shareholders. The Board of Directors shall facilitate other shareholders to make nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance and Regulations on Operation of the Board of Directors. The incumbent Board of Directors' organization of additional nominations by other shareholders must be declared before the General Meeting of Shareholders votes to elect members to the Board of Directors as prescribed by law.

5. Members of the Board of Directors shall satisfy the standards and conditions specified in Clause 1 and Clause 2 Article 155 of the Law on Enterprises and the Company's Charter.

#### **Article 26. Term of office and composition of the Board of Directors**

1. The Board of Directors consists of five (05) members. The term of office for members of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. In the event that the terms of all members of the Board of Directors expire simultaneously, they shall continue to serve as members of the Board until new members are elected and take over their duties.

#### **2. Composition of the Board of Directors:**

The structure of the Board of Directors of a public company must ensure compliance with the provisions below, and the Company shall minimize the number

of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

a. There shall be at least 01 non-executive member in case the company has from 03 to 05 members of the Board of Directors;

b. There shall be at least 02 non-executive members in case the company has from 06 to 08 members of the Board of Directors;

c. Have at least 03 non-executive members in case the company has from 09 to 11 members of the Board of Directors.

3. Members of the Board of Directors shall satisfy the standards and conditions:

a) Not one of the persons specified in Clause 2 Article 17 of the Law on Enterprises;

b) A member of the Board of Directors of the company may concurrently be a member of the Board of Directors or a member of the Board of Members of another company, but may only concurrently be a member of the Board of Directors or Board of Members at a maximum of 05 other companies.

4. A member of the Board of Directors loses the status of member of the Board of Directors when he/she is replaced, dismissed or discharged by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.

Members of the Board of Directors shall continue to fully exercise their rights and obligations until the General Shareholders' Meeting approves the dismissal of the Board member, except for the right to attend and vote at Board meetings and the right to receive remuneration, immediately upon the Company's receipt of notification regarding any of the following circumstances:

- A Board member has limited legal capacity or is incapacitated, has difficulty controlling his/her own behaviors.
- A Board member who is facing criminal prosecution, is in temporary detention, is serving a prison sentence, or is undergoing an administrative penalty in a correctional institution or rehabilitation center, is prohibited by the court from holding specific positions or performing certain works.

- The Board of Directors has decided to accept the resignation of a Board member in accordance with Article 9 of The Regulations on operation of the Board of Directors.

5. Information about designation of members of the Board of Directors shall be disclosed in accordance with regulations of law on information disclosure on the securities market.

6. Members of the Board of Directors are not necessarily shareholders of the Company.

### **Article 27. Rights and obligations of the Board of Directors**

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the General Meeting of Shareholders.

2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the General Meeting of Shareholders. To be specific:

- a) Decide the strategy, medium-term development and annual business plans of the Company;
- b) Propose types of authorized shares and quantity of each type;
- c) Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;
- d) Decide selling prices for shares and bonds of the Company;
- e) Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;
- f) Decide investment plans and investment projects that are worth from over 25% to under 35% of the total assets written the Company's latest audited financial statement;
- g) Decide strategies for market development, marketing and technology;
- h) Approve contracts for purchase, sale, lending, borrowing and other contracts and transactions that are worth at least 35% of the total assets written the Company's latest financial statement, unless contracts and transactions within the jurisdiction of the General Meeting of Shareholders as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;

i) Elect, dismiss, discharge the Chairman of the Board of Directors; designate, discharge, conclude and terminate contracts with the General Director and other key managers prescribed by the Company's Charter at the request of the Chairman of the Board of Directors; decide salaries, remunerations, bonuses and other benefits of these managers at the request of the Chairman of the Board of Directors; authorize representatives to participate in the Board of Members or General Meeting of Shareholders of other companies; decide their remunerations and other benefits for these representatives;

j) Supervise the General Director and other managers operating everyday business of the Company;

k) Decide the organizational structure, rules and regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;

l) Approve the agenda and documents serving the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect shareholder' opinions in written for the General Meeting of Shareholders to ratify its resolutions;

m) Submit audited annual financial statements to the General Meeting of Shareholders;

n) Recommend the dividend payout ratio; decide on the time limit and procedures for dividend payment or handling of losses incurred during business operations; Execute dividend payments to shareholders in accordance with the law after being approved by the annual General Meeting of Shareholders;

o) Propose the remuneration level for the Board of Directors and the Board of Supervisors; select the annual auditing firm

p) Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;

q) Decide to issue the Board of Directors' operational regulations, the internal regulations on corporate governance after they are approved by the General Meeting of Shareholders; regulations on information disclosure of the Company;

r) Require the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its divisions. The managers are required to provide timely, complete, and accurate information and documents as requested by the members of the Board of Directors. The procedures and processes for requesting

and providing information are specifically regulated in the Internal Regulations on Corporate Governance.

s) Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and the Company's Charter.

3. The Board of Directors shall submit reports on its performance Pursuant to Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

**Article 28. Remunerations, bonuses and other benefits of members of the Board of Directors**

1. The company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.

2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors shall be decided by the Annual General Meeting of Shareholders.

3. Remunerations of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the Annual General Meeting of Shareholders.

4. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the General Meeting of Shareholders, the Board of Directors or its subcommittees.

6. Members of the Board of Directors may have responsibility insurance purchased by the Company if this is approved by the General Meeting of

Shareholders. This insurance does not cover responsibility of members of the Board of Directors relevant to violations against the law and the Company's Charter.

**Article 29. Chairman, Vice Chairman of the Board of Directors**

1. The Chairman of the Board of Directors and Vice Chairman shall be elected among the members of the Board of Directors by the Board of Directors, and dismissed by the Board of Directors.

2. The Chairman of the Board of Directors must not concurrently hold the position of General Director.

3. Rights and obligations of the Chairman of the Board of Directors:

- a) Formulate operating plans and programs of the Board of Directors;
- b) Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;
- c) Organize the ratification of resolutions and decisions of the Board of Directors;
- d) Supervise the process of implementation of resolutions and decisions of the Board of Directors;
- e) Chair the General Meeting of Shareholders;
- f) Other rights and obligations prescribed by the Law on Enterprises.

4. In the case the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new Chairman within ten (10) days from the resignation or dismissal date.

5. In the case the Chairman of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the Board of. In the case no one is authorized or the Chairman of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

**Article 30. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected during the first meeting of the Board of Directors within seven (07) working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In the case of a tie, the members shall vote under the majority rule to choose 01 person to convene the Board of Directors.

2. The Board of Directors shall have at least 01 meeting per quarter and may have ad hoc meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) The meeting is requested by the Board of Supervisors;
- b) The meeting is requested by the General Director or at least five (05) more managers;
- c) The meeting is requested by at least 02 members of the Board of Directors;
- d) Other cases when deemed necessary.

4. The request for meeting mentioned in Clause 3 must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors.

5. The Chairman of the Board of Directors shall send invitation of the meeting to the Board of Directors within 07 (seven) working days from the date the Company receives the proposal specified in Clause 3 of this Article and at least 03 (three) working days before the date of the meeting. The Board of Directors meeting shall be held no later than 10 (ten) working days from the date the Company receives the proposal. Otherwise, the Chairman of the Board of Directors shall be responsible for the damage incurred by the Company; the requester is entitled to convene the meeting instead of the Chairman of the Board of Directors, the process of convening is similar to that of the Chairman of the Board of Directors convening at the request.

6. The Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations at least three (03) working days before the meeting. The invitation shall specify the meeting time, location, form, agenda, issues that need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and votes.

The invitations to the meeting of the Board of Directors may be a physical invitation, by phone, fax, email or other forms prescribed by the Company's Charter as long as they are delivered to the mailing address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Board of Supervisors.

Members of the Board of Supervisors are entitled to attend meetings of the Board of Directors; they are entitled to discuss but must not vote.

8. The meeting of the Board of Directors shall be opened when it is participated in by three fourths (3/4) of the members. In the case the number of participating members is not adequate, the Chairman of the Board of Directors shall send invitation to the second meeting to the members of the Board of Directors within 07 (seven) days from the date of the planned first meeting and at least 03 (three) working days before the date of the meeting. The meeting of the Board of Directors shall be held no later than 10 (ten) days from the date of the planned first meeting. In this case, the meeting shall be opened when it is participated in by more than half of the members of the Board of Directors.

9. The Board of Directors shall approve resolutions and decisions by voting at the meeting, collect opinions in written or other forms prescribed by the Company's Charter. Each member of the Board of Directors has one vote. It is considered that a member of the Board of Directors has participated in and voted at a meeting when he/she:

- a) Participate and vote in person at the meeting;
- b) Authorize another person to participate in the meeting and vote in accordance with Clause 11 of this Article;
- c) Participate and vote at online meeting; cast electronic votes or in other electronic forms;
- d) Send votes by mail, fax or email;
- e) Send votes using other means as prescribed by law (if any).

10. In the case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01

hour before the opening hour. The votes shall only be opened in the presence of the meeting participants.

11. The members shall participate in all meetings of the Board of Directors. A member may authorize other members or another person (who is not the members of the Board of Directors if it is approved by the majority of the members of the Board of Directors) to participate in the meeting and vote.

12. A resolution or decision of the Board of Directors will be ratified if it is approved by the majority of the participating members. In the case of a tie, the Chairman of the Board of Directors shall have the casting vote. Note, Members of the Board of Directors are not allowed to vote on transactions that benefit that member or related persons of that member in accordance with the provisions of the Law on Enterprises and Article 43 of the Company's Charter.

### **Article 31. Subcommittees of the Board of Directors**

1. When deeming it necessary, the Board of Directors may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the Board of Directors with at least 02 persons that are members of the Board of Directors and external members. Non-executive members of the Board of Directors shall make up a majority of the subcommittee and one of these member shall be designated as the chief of the subcommittee under a decision of the Board of Directors. The subcommittees shall operate in accordance with regulations of the Board of Directors. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.

2. The implementation of decisions of the Board of Directors or its subcommittees shall be conformable with applicable regulations of law, the Company's Charter and Regulations on Operation of the Board of Directors.

### **Article 32. Person in charge of Corporate Governance**

1. The Board of Directors of the Company shall appoint at least one (01) person in charge of Corporate Governance, who will assist in administration works and may concurrently hold the position of the Company's secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises.

2. The person in charge of Corporate Governance must not concurrently work for the accredited audit organization that is auditing the Company's financial statements.

3. The person in charge of Corporate Governance has the following rights and obligations:

a) Provide consultancy for the Board of Directors in organizing the General Meeting of Shareholders and performance of relevant tasks between the Company and its shareholders;

b) Prepare for meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;

c) Provide consultancy on meeting procedures;

d) Participate in the meetings;

e) Provide consultancy on procedures for lawful issuance of resolutions of the Board of Directors;

f) Provide financial information, copies of minutes of meetings of the Board of Directors and other information for members of the Board of Directors and the Board of Supervisors;

g) Supervise and report to the Board of Directors on the Company's information disclosure;

h) Assist in contact between parties with relevant interests;

i) Protect confidentiality of in accordance with regulations of law and the Company's Charter;

j) Other rights and obligations prescribed by law and the Company's Charter.

## **VIII. THE GENERAL DIRECTOR, OTHER EXECUTIVES AND COMPANY SECRETARY**

### **Article 33. Organization of the management apparatus**

The Company's management apparatus shall be responsible to the Board of Directors, supervised and controlled by the Board of Directors in the Company's everyday business operation. The Company has a General Director, Deputy General Directors and a Chief Accountant designated by the Board of Directors. The designation and dismissal of these persons are subject to ratification by resolutions or decisions of the Board of Directors.

### **Article 34. The Company's executives**

1. The Company's executives include General Director, Deputy General Directors and Chief Accountant designated by the Board of Directors.

2. When requested by the General Director and approved by the Board of Directors, the Company may recruit other executives with the quantity and qualifications conformable the organizational structure and management regulations of the Company prescribed by the Board of Directors. Executives shall assist the Company in achieving its organizational and business objectives.

3. The General Director shall receive salaries and bonuses, which are decided by the Board of Directors.

4. Salaries of executives shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the Annual General Meeting of Shareholders.

### **Article 35. Designation, dismissal, rights and obligations of the General Director**

1. The Board of Directors shall designate one (01) member of the Board of Directors or hires a person as the General Director.

2. The General Director shall administer the Company's everyday business operation; be supervised by the Board of Directors; is responsible to the Board of Directors and the law for the performance of his/her rights and obligations.

3. The term of office of the General Director shall not exceed 05 years without term limit. The General Director shall satisfy the requirements prescribed by law and the Company's Charter.

4. The General Director has the following rights and obligations:

a) Decide the issues relevant to the Company's everyday business operation outside the jurisdiction of the Board of Directors and the Chairman of the Board of Directors;

b) Organize the implementation of resolutions and decisions of the Board of Directors and the Chairman of the Board of Directors;

- c) Organize the implementation of the Company's business plans and investment plans;
- d) Propose organizational structure and internal administration regulations of the Company;
- e) Recruit, transfer, dismiss, commend and discipline employees, except for managerial positions within the jurisdiction of the Board of Directors and the Chairman of the Board of Directors;
- f) Decide the salaries, bonuses and other benefits of the Company's employees, except for managerial positions within the jurisdiction of the Board of Directors and the Chairman of the Board of Directors;
- g) Propose dividend payment plan or business loss settlement;
- h) The General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of their rights and obligations, and shall report to these levels upon request.
- i) Other rights and obligations prescribed by law, the Company's Charter, resolutions and decisions of the Board of Directors, decisions of the Chairman of the Board of Directors and labor contract signed with the Company.

5. The Board of Directors may dismiss the General Director if it is approved by the majority of members of the Board of Directors who have the right to vote and participate in the meeting, and designate a new General Director.

### **Article 36. Company Secretary**

Where necessary, the Board of Directors decide to designate one (01) or more company's secretary for a term of office as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not contrary to current labor laws. The company's secretary has the following rights and obligations:

- a) Assist in convening the General Meeting of Shareholders and meetings of the Board of Directors; takes minutes of the meetings;
- b) Assists members of the Board of Directors in performing their rights and obligations;
- c) Assists the Board of Directors in applying and implementing the business administration rules;

d) Assist the company in development of shareholder relationship, protection of lawful rights and interests of shareholders; fulfillment of the obligation to provide and disclose information and administrative procedures;

e) Other rights and obligations prescribed by the Company's Charter, Internal Regulations on Corporate Governance.

## **IX. THE BOARD OF SUPERVISORS**

### **Article 37. Nomination and self-nomination of members of the Board of Supervisors**

1. The nomination and self-nomination of members of the Board of Supervisors shall comply with Clause 1 Article 25 of this Charter. The shareholder or group of shareholders holding from 10% to under 30% of the total voting shares have the right to nominate one (01) candidate; from 30% to under 50% can nominate a maximum of two (02) candidates; and from 50% and above can nominate a maximum of three (03) candidates. The nomination and self-nomination of members of the Board of Supervisors are detailed in Clause 1 Article 70 of the Internal Regulations on Corporate Governance.

2. In the case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Supervisors may nominate more candidates in accordance with the Company's Charter, Internal Regulations on Corporate Governance and Regulations on Operation of the Board of Supervisors. This must be announced before the General Meeting of Shareholders starts to vote for members of the Board of Supervisors as prescribed by law.

3. In the case the number of candidates nominated by the incumbent Board of Supervisors is still insufficient, the Board of Supervisors shall declare that the number of candidates for the Board of Supervisors is inadequate no later than five (5) days before the opening of the General Meeting of Shareholders. The Board of Supervisors shall facilitate other shareholders to make nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance and Regulations on Operation of the Board of Supervisors. The incumbent Board of Supervisors' organization of additional nominations by other shareholders must be declared before the General Meeting of Shareholders votes to elect members to the Board of Supervisors as prescribed by law.

### **Article 38. Composition of the Board of Supervisors**

1. The Board of Supervisors has 3 members . The term of office of members of the Board of Supervisors shall not exceed five (05) years without term limit.

2. Members of the Board of Supervisors shall satisfy the standards and conditions specified in Article 169 of the Law on Enterprises and the Company's Charter and shall not:

a) Work in the Company's accounting or finance department;

b) Be a member of employee of the independent accredited audit organization that is auditing the Company's financial statements over the last 03 years.

3. A member of the Board of Supervisors will be dismissed in the following cases:

a) No longer fully satisfies the requirements specified in Clause 2 of this Article;

b) Hands in resignation letter which is accepted;

c) Other cases prescribed by law and this Charter.

4. A member of the Board of Supervisors will be discharged in the following cases:

a) Fails to fulfill the assigned tasks and duties;

b) Fails to perform his/her rights and obligations for 06 consecutive months, except in force majeure events;

c) Commits multiple or serious violations against obligations of members of the Board of Supervisors prescribed by the Law on Enterprises and the Company's Charter;

d) Other cases specified in the resolution of the General Meeting of Shareholders.

5. Members of the Board of Supervisors shall continue to fully exercise their rights and obligations until the General Shareholders' Meeting approves the dismissal of the Board member, except for the right to attend and vote at Board meetings and the right to receive remuneration, immediately upon the Company's receipt of notification regarding any of the following circumstances:

- A Board member has limited legal capacity or is incapacitated, has difficulty controlling his/her own behaviors.
- A Board member who is facing criminal prosecution, is in temporary detention, is serving a prison sentence, or is undergoing an administrative penalty in a correctional institution or rehabilitation center, is prohibited by the court from holding specific positions or performing certain works.
- The Board of Supervisors has decided to accept the resignation of a Board member in accordance with Article 9 of The Regulations on operation of the Board of Directors.

### **Article 39. Chief Supervisor**

1. The Chief Supervisor shall be elected by the Board of Supervisors among its members under the majority rule. More than half of the members of the Board of Supervisors shall be residents of Vietnam. The Chief Supervisor shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation.

2. Rights and obligations of the Chief Supervisor:

- a) Convene meetings of the Board of Supervisors;
- b) Request the Board of Directors, the General Director and other executives to provide relevant information for reporting to the Board of Supervisors;
- c) Prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

### **Article 40. Rights and obligations of the Board of Supervisors**

Ngoài các quyền, nghĩa vụ theo quy định tại Điều 170 Luật Doanh nghiệp, Ban kiểm soát có các quyền, nghĩa vụ sau:

In addition to the rights and obligations in Article 170 of the Law on Enterprises, the Board of Supervisors also has the following rights and obligations:

1. Submit and request the General Meeting of Shareholders to approve the list of accredited audit organizations, which will audit the Company's financial statements; choose the accredited audit organization that audits the Company's operation; discharge accredited auditors where necessary.

2. Take responsibility to the shareholders for the supervision tasks performed by the Board of Supervisors.

3. Supervise the Company's finance, lawfulness of operation of members of the Board of Directors, the General Director and other managers.

4. Cooperate with the Board of Directors, the General Director and shareholders.

5. Send a written notice to the Board of Directors within 48 hours after discovery of violations against the law or the Company's Charter by a member of the Board of Directors, General Director or another executive of the Company, and request the violator to stop committing the violations and take remedial measures.

6. Formulate the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for ratification.

7. Submit reports to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

8. Access the Company's documents retained at its headquarters, branches and other locations related to the performance of the assigned tasks of the members of the Board of Supervisors if approved by the Board of Supervisors, and these information are not within the scope of the company's business secrets. The person who is provided with information is responsible for keeping confidential the information provided and using it for the right purposes for the assigned work; enter the working locations of the Company's managers and employees during office hours. The provision of information according to the process is detailed in the Internal Regulation on Corporate Governance.

9. Request the Board of Directors, its members, the General Director and other managers to provide accurate, adequate and timely information and documents about the Company's management and operation. The order and procedures for requesting and providing information are specified in the Internal Regulation on Corporate Governance and the Regulations on Operation of the Board of Supervisors.

10. Other rights and obligations prescribed by law and this Charter.

**Article 41. Meetings of the Board of Supervisors**

1. The Board of Supervisors shall have at least 02 meetings per year. Each meeting must be participated in by at least two thirds (2/3) of its members. Minutes of these meetings must be detailed, bear the signatures of the minute taker and participating members. All minutes of meetings of the Board of Supervisors must be retained in order to attribute responsibility of each member.

2. The Board of Supervisors is entitled to request members of the Board of Directors, the General Director and representatives of the accredited audit organization to participate in its meetings and clarify raised issues.

**Article 42. Salaries, remunerations, bonuses and other benefits of members of the Board of Supervisors**

The salaries, remunerations, bonuses and other benefits of members of the Board of Supervisors shall comply with the regulations below:

1. Members of the Board of Supervisors shall receive salaries, remunerations, bonuses and other benefits under the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall the reasonable costs of accommodation, travel and independent counseling services reimbursed. The total costs must not exceed the annual budget of the Board of Supervisors which has been approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating costs of the Board of Supervisors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement.

**X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES**

Members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives shall fulfill their duties as members of subcommittees of the Board of Directors in a truthful and prudent manner to serve the interests of the Company.

**Article 43. Responsibility to be honest and avoid conflicts of interest**

1. Members of the Board of Directors, members of the Board of Supervisors, General Director and other managers shall disclose their relevant interests in accordance with the Law on Enterprises and relevant legislative documents.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons may only use the information obtained from their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers shall send written notices to the Board of Directors and the Board of Supervisors of the transactions between the Company, subsidiary companies, companies over 50% of charter capital of which is held by the Company with them or with their related persons as prescribed by law. The Company shall disclose information about the transactions that are approved by the GMS or the Board of Directors in accordance with regulations of the Law on Securities on information disclosure.

4. Members of the Board of Directors must not vote on the transactions that bring interests to themselves or their related persons as prescribed by the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons must not use or reveal internal information for carrying out relevant transactions.

6. Transactions between the Company with one or some members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives and their related persons shall not be invalidated in the following cases:

a) For transactions whose value do not exceed 35% of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives have been reported to the Board of Directors and are approved by the majority of the members of the Board of Directors without relevant interests;

b) For transactions whose separate value or cumulative value over 12 months from the day the first transaction is conducted exceed 35% of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives have been disclosed to the shareholders and are approved by the GMS by votes of shareholders without relevant interests.

c) Contracts and transactions that involve borrowing, selling assets that are worth more than 10% of the company's total assets according to the latest financial statement between the company and shareholders that hold at least 51% of the total voting shares or their related persons was disclosed to shareholders and approved by the GMS by votes of shareholders without related interests.

#### **Article 44. Responsibility for loss and compensation**

1. Any members of the Board of Directors, members of the Board of Supervisors, the General Director or other executives that fail to fulfill their duties in a truthful and prudent manner shall be held responsible for their violations.

2. The Company shall pay compensation for the persons who have become or may become a related party in the complaints, lawsuits, charges (including administrative and civil cases other than lawsuits filed by the Company) if they were or are members of the Board of Directors, members of the Board of Supervisors, General Director, other executives, employees or authorized representatives of the Company who performed or are performing their duties as authorized by the Company, act in a lawful, honest and prudent manner for the Company's interests, and there is no evidence that they fail to fulfill their duties.

3. Costs of compensation include judgment costs, fines, amounts payable in reality (including lawyer payment) during the settlement of these cases. The Company may purchase insurance for these people in order to avoid this liability.

#### **Article 45. Financial delegation for investment projects.**

1. Investment projects or asset sales with a value of less than 20% of the total asset value recorded in the most recent financial statements of the company shall be decided by the General Director.

2. Investment projects or asset sales with a value from 20% to under 25% of the total asset value recorded in the most recent financial statements of the company shall be decided by the Chairman of the Board of Directors.

3. Investment projects or asset sales with a value from 25% to under 35% of the total asset value recorded in the most recent financial statements of the company shall be decided by the Board of Directors collectively.

4. Investment projects or asset sales with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the company must be approved by the General Meeting of Shareholders.

## **XI. RIGHT TO INVESTIGATE BOOKS AND RECORDS OF THE COMPANY**

### **Article 46. Right to investigate books and records**

1. Ordinary shareholders have the rights to access the Company's documents and records:

a) Ordinary shareholders are entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the Company's Charter, meeting minutes and resolutions of the General Meeting of Shareholders;

b) A shareholder or a group of shareholders holding from five percent (5%) of the total ordinary shares or more shall have the right to examine, access, extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets.

2. In the case the authorized representatives of the aforementioned shareholder or group of shareholders request access to documents and records, the request shall be enclosed with the authorization letter (or its notarized copy) issued by the shareholder or group of shareholders.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives are entitled to access the Company's shareholder register, list of shareholders, other documents and records for the

purposes that are relevant to their positions, provided this information is kept confidential.

4. The Company shall retain this Charter and its revising documents, the Certificate of Enterprise Registration, Regulations and documents proving the ownership of assets, resolutions of the GMS and the Board of Directors, minutes of the GMS and the Board of Directors, reports of the Board of Directors and the Board of Supervisors, annual financial statements, accounting records and other documents prescribed by law at its headquarters or another location, provided the shareholders and business registration authorities are informed of the location where these documents are retained.

5. The Company's Charter shall be posted on the Company's website.

## **XII. VIET NAM COMMUNIST PARTY, EMPLOYEES, AND THE TRADE UNION**

### **Article 47. Viet Nam Communist Party, Employees, and the Trade Union**

1. The Company respects and provides the best conditions for the activities of the Communist Party, Trade Union, Youth Union, Women's Association, etc., within the company, in accordance with the Constitution and Laws of the Socialist Republic of Vietnam and the regulations of the respective organizations.

2. The General Director shall develop and present to the Board of Directors the "Collective Labor Agreement," which specifies agreements on labor conditions and employment, including labor recruitment, employment contracts, dismissals, wage regulations, bonuses, social insurance, social welfare, rewards, and discipline... for management staff and employees, in compliance with labor laws, related laws, as well as the Company's relations with recognized Trade Union organizations, in accordance with customary standards, best management practices, and the provisions in this Charter, the Company's regulations, and the Law.

## **XIII. PROFIT DISTRIBUTION**

### **Article 48. Profit distribution**

1. The GMS shall decide the dividends and method of annual dividend payment from the Company's retained profit.

2. As authorized by the General Meeting of Shareholders, the Board of Directors may decide mid-term dividends advances upon considering such advance payment conforms to the Company's profitability.

3. The Company shall not pay interest on dividends or the payments relevant to a certain type of shares.

4. The Board of Directors may request the GMS to decide payment of all or part of dividends in shares, and the Board of Directors shall execute this decision.

5. In the case the dividends or other amounts are relevant to a type of shares are paid in cash, the Company shall pay them in VND. Payment may be carried out directly or through banks on the basis of detailed information about bank accounts provided by the shareholders. The Company is not responsible if a shareholder does not receive money after the Company has transferred money according to the information provided by that shareholder. Dividends of shares listed/registered on other Stock Exchanges may be paid via securities companies or VSDC.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall ratify the resolution or decision which specifies the shareholder list closing date. Registered shareholders or holders of other securities are entitled to receive dividends in cash or shares, notice and other documents.

7. Other issues relevant to profit distribution prescribed by law.

#### **XIV. BANK ACCOUNTS, FISCAL YEARS AND ACCOUNTING**

##### **Article 49. Bank accounts**

1. The Company shall open accounts at Vietnamese banks or foreign bank branches that are permitted to operate in Vietnam.

2. Where necessary and if permitted by competent authorities, the Company may open foreign bank accounts in accordance with regulations of law.

3. All payments and accounting transactions of the Company shall be carried out through the Company's VND or foreign currency bank accounts.

##### **Article 50. Fiscal year**

The Company's fiscal year begins on the first day of January each year and ends on the thirty-first day of December. The first fiscal year begins on the date of issuance of the Enterprise Registration Certificate and ends on the thirty-first day of December of the year in which the Enterprise Registration Certificate is issued.

#### **Article 51. Accounting**

1. The Company shall apply corporate accounting regulations or special accounting regulations promulgated and approved by competent authorities.

2. The Company's accounting records shall be written in Vietnamese and retained in accordance with accounting laws and relevant laws. These records shall be accurate, up to date, systematic, and able to prove and explain the Company's transactions.

3. The accounting currency shall be VND. If the Company's transactions primarily use a foreign currency, the Company may use it as accounting currency, take legal responsibility and send a notice to its supervisory tax authority..

### **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**

#### **Article 52. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The Company shall prepare annual financial statements, which have to be audited as prescribed by law. The Company shall disclose the audited annual financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

2. The annual financial statements shall have adequate contents, appendices and descriptions prescribed by corporate accounting laws. Annual financial statements shall truthfully and objectively reflect the Company's operation.

#### **Article 53. Annual reports**

The Company shall prepare and publish annual reports in accordance with regulations of law on securities and the securities market.

### **XVI. COMPANY AUDIT**

#### **Article 54. Auditing**

1. The GMS shall appoint an independent auditing company, or approve the list of independent auditing companies and authorize the Board of Directors to decide to select one of such companies to conduct the Company audit for the next fiscal year on the basis of the terms and conditions as agreed with the Board of Directors.

2. Audit reports shall be enclosed with the Company's annual financial statements.

3. The representative of the independent auditing company providing audit service to the Company shall be invited to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive notifications and other information relating to any meeting of the General Meeting of Shareholders where any Shareholder has the right to receive and also has the right to express his or her opinions at the General Meeting of Shareholders regarding audit-related matters.

## **XVII. SEAL**

### **Article 55. Seal**

1. Seal includes physical seal or seal in the form of digital signatures as prescribed by regulations of law on electronic transactions.

2. The Board of Directors shall decide the type, quantity, form and content of the seals of the Company, its branches and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seals in accordance with applicable regulations of law.

## **XVIII. DISSOLUTION OF THE COMPANY**

### **Article 56. Dissolution of the Company**

1. The Company can be dissolved in the following cases:

- a) The dissolution is decided under a resolution or decision of the GMS;
- b) The Certificate of Enterprise Registration is revoked, unless otherwise prescribed by the Law on Tax Administration;
- c) Other cases prescribed by law.

2. Dissolution of the Company ahead of schedule shall be decided by the GMS and carried out by the Board of Directors. Such dissolution decision shall be

announced and subject to approval by competent authorities (if mandatory) as per regulations.

### **Article 57. Liquidation**

1. After a decision on dissolution of the Company is issued, the Board of Directors shall establish a Liquidation Committee, which consists of 03 members, 02 of whom shall be appointed by the GMS and 01 by the Board of Directors from 01 independent audit company. The Liquidation Committee shall formulate its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. Priority shall be given to payment of liquidation costs over other debts of the Company.

2. The Liquidation Committee shall inform the business registration authority of its establishment date and commencement date. From that date, the Liquidation Committee shall perform all liquidation tasks on behalf of the Company in the court and administrative authorities.

3. Revenues from the liquidation shall be used in the following order:

a) Liquidation costs;

b) Unpaid salaries, severance pay, social insurance and other benefits of employees according to the collective bargaining agreement and employment contracts;

c) Tax debts;

d) Other debts of the Company;

e) The remainder after payment of the debts specified in (a) to (d) shall be divided among the shareholders. Priority shall be given to preference shares.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 58. Internal dispute resolution**

1. In the case of disputes and complaints relevant to the Company's operation, rights and obligations of shareholders prescribed by the Law on Enterprises, the Company's Charter, other laws or agreements between:

a) The shareholders and the Company;

b) The shareholders and the Board of Directors, the Board of Supervisors, the General Director or other executives;

The parties shall try to settle these disputes through negotiation and mediation. Except for disputes that involve the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of disputes and request each party to provide information about their dispute within 30 working days from the occurrence of the dispute. In the case the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party is entitled to request Head of Board of Supervisors to appoint an independent expert as a mediator.

2. In the case the dispute cannot be settled through mediation within six (06) weeks or the mediator's decision is not accepted by the parties, either party may bring the case to court or arbitration.

3. The parties shall pay the cost of negotiation and mediation. Cost of proceedings at court shall be paid under the court's judgment.

## **XX. CHARTER SUPPLEMENT AND AMENDMENT**

### **Article 59. The Company's Charter**

1. Revisions to this Charter are subject to approval by the GMS.

2. In the case regulations of law that are relevant to the Company's operation are not mentioned in this Charter or new regulations of law contradict the contents of this Charter, the regulations of law shall be applied to regulate the Company's operation.

## **XXI. EFFECTIVE DATE**

### **Article 60. Effective date**

1. This Charter consists of 21 sections and 60 articles, unanimously approved by the General Meeting of Shareholders of the Construction Materials and Interior Decoration Joint Stock Company of Ho Chi Minh City on June 09, 2026, in Ho Chi Minh City, and all parties agree to the full validity of this Charter.

2. This Charter shall be executed in 05 copies, all of which are of equal validity and must be kept at the Company's headquarters.

3. This Charter is the only and official Charter of the Company.

4. Copies or extracts of this Charter shall be valid when signed by the Chairman of the Board of Directors or at least half of the total members of the Board of Directors, or the General Director.

**Full names and signatures of the legal representatives**

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**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

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**INTERNAL REGULATIONS ON CORPORATE  
GOVERNANCE**

**CONSTRUCTION MATERIAL & INTERIOR  
DECORATION JOINT STOCK COMPANY**

*(Enacted according to the Resolution of the 2026 Annual General Meeting of  
Shareholders Construction Material & Interior Decoration Joint Stock Company)*

*Ho Chi Minh City, June 09, 2026*

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## **Chapter I: GENERAL PROVISIONS**

### **Article 1. Governing scope and applicable entities**

1. Governing scope: These Regulations which is built as the Circular No. 116/2020/TT-BTC dated December 31st, 2020 of the Minister of Finance, provide for the contents such as Roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; Procedures for meetings of the General Meeting of Shareholders; Nomination, self-nomination, election, dismissal and removal of members of the Board of Directors, the Board of Supervisors, the General Director and Other activities in accordance with the Company's Charter and other applicable laws and regulations.

2. Applicable entities: These Regulations apply to members of the Board of Directors, the Board of Supervisors, the General Director and other related persons.

### **Article 2. Definitions**

1. “Charter capital” means the total face value of shares that have been sold or subscribed upon establishment of the Company as prescribed in Article 6 of this Charter.

2. Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025

3. Law on Securities is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;

4. “Establishment date” means the day on which the Company’s first Certificate of Enterprise Registration (Certificate of Business Registration and equivalent documents) is issued

5. “Executives” include the General Director, Deputy General Director, chief accountant prescribed by the Board of Directors;

6. “Managers” include the Chairman of the Board of Directors, members of the Board of Directors, the General Director prescribed by the Board of Directors

or the General Meeting of Shareholders;

7. “Related persons” are the organizations and individuals defined in Clause 46 Article 4 of the Law on Securities;

8. “Shareholder” means an individual or organization that owns at least one share of the Company;

9. “Major shareholder” is defined in Clause 18 Article 4 of the Law on Securities;

10. “Member of the Board of Supervisors” means Supervisors;

11. “Stock Exchanges” include Vietnam Exchange and its subsidiary companies;

12. “The non-executive members of the Board of Directors” means the members of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant in accordance with the company's Charter.

13. “Shareholder/Delegate Eligibility Check Committee” means is the department in charge of determining the conditions for conducting the General Meeting of Shareholders in accordance with the law and the Company's Charter.

14. “the Company” means Construction Material & Interior Decoration Joint Stock Company

15. BOD means the Board of Directors

16. “Self-nomination” means Candidacy

17. BOS means the Board of Supervisors

18. VSDC means Viet Nam Securities Depository and Clearing Corporation

19. “Delegate” mean Shareholders, authorized representatives of Shareholders

20. “Person in charge of corporate governance” is the person with the responsibilities and powers specified in Article 281 of Decree 155/2020/ND-CP.

21. “Online meeting” means a form of organizing a meeting of the General Meeting of Shareholders using electronic means to transmit images and sounds through the internet environment, allowing shareholders in different locations to monitor the proceedings of the general meeting, discuss and vote on issues of the meeting.

22. “Electronic voting” means Shareholders vote by Electronic voting System defined with These Regulations.

23. “Username” and “password” include username and password information

uniquely issued by the Company to each shareholder.

24. “Contact address” means the registered address of the head office of an organization; the person's permanent residence or place of work or other address that the person registers with the business as a contact address.

25. In this regulation, references to one or more provisions or legal documents shall include any amendments, supplements, or replacements of those documents

## **Chapter II: GENERAL MEETING OF SHAREHOLDERS**

### **I. REGULATIONS FOR THE GMS TO RATIFY RESOLUTIONS BY VOTE AT THE GMS (FACE-TO-FACE MEETINGS, ONLINE MEETINGS, BOTH FACE-TO-FACE AND ONLINE MEETINGS)**

#### **SECTION 1: GENERAL PROVISIONS**

#### **Article 3. Roles, rights and obligations of the General Meeting of Shareholders**

Roles, rights, and obligations of the General Meeting of Shareholders (GMS) are defined in Article 138 of the Law on Enterprises No. 59/2020/QH14, as amended and supplemented by Law No. 03/2022/QH15, the Law on Securities No. 54/2019/QH14, as amended and supplemented by Law No. 56/2024/QH15, and in Articles 14 and 15 of the Company’s Charter.

#### **Article 4. Authority to convene the GMS**

*(Pursuant to Article 140 the Law on Enterprises and Article 14 the Company's Charter)*

1. The Board of Directors shall convene the annual GMS and extraordinary ones. The Board of Directors shall convene an extraordinary GMS in the following cases:

a. It is considered necessary for the Company’s interests by the Board of Directors;

b. The remaining number of Board of Directors or Board of Supervisors is smaller than the minimum number prescribed by law;

c. It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with

signatures of relevant shareholders;

- d. It is requested by the Board of Supervisors;
- e. Other cases prescribed by law and this Charter.

2. The Board of Directors shall determine the opening date of the GMS within [60] days from the day on which the number of members of the Board of Directors or members of the Board of Supervisors mentioned in Point b Clause 3 of this Article, or from the date of request mentioned in Point c and Point d Clause 3 of this Article;

3. In the case the Board of Directors fails to convene the GMS as prescribed in Point a Clause 2 of this Article, the Board of Supervisors shall convene the GMS instead of the Board of Directors within the next 30 days as prescribed in Clause 3 Article 140 of the Law on Enterprises;

4. In the case the Board of Supervisors fails to convene the GMS as prescribed in Clause 3 of this Article, the shareholder or group of shareholders mentioned in Point c Clause 1 of this Article is entitled to request the Company's representatives to convene the GMS in accordance with the Law on Enterprises;

5. In this case, the requesting shareholder or group of shareholders may request the business registration authority to supervise the process of convening, conducting and decision-making of the GMS. The costs of convening and conducting the GMS shall be reimbursed by the Company. These costs do not include the costs incurred by the shareholders during their participation in the GMS, including lodging and travel costs.

6. The GMS shall be conducted following the procedures specified in Clause 5 Article 140 of the Law on Enterprises.

### **Article 5. The personnel of The GMS**

*(Pursuant to Article 146 the Law on Enterprises and Clause 2 Article 20 the Company's Charter)*

#### **1. Chairman and The Presiding**

a. The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the GMS if it is convened by the Board of Directors. If the Chairman of the Board of Directors is absent or not able to work, other members of the Board of Directors shall elect one of them as the chair

under the majority rule. In the case a chairman cannot be elected, the Head of the Board of Supervisors shall preside over the election of the chair among the participants by the GMS, in which case the person who receives the most votes shall chair the meeting;

b. In the case specified in Point a of this Clause, the person that signs the decision to convene the GMS preside over the election of the chair by the GMS. The person who receives the most votes shall chair the meeting;

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

d. The chairman who convenes the GMS has the rights to:

- Request all participants to undergo inspection or other lawful and reasonable security measures;
- Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chair's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.

e. The chairman is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The GMS may only be delayed or relocated in the following cases:

- The current location does not have adequate convenient seats for all participants;
- Communications equipment is not sufficient for discussion and voting by participating shareholders;
- The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting;

f. Other rights and obligations prescribed by applicable regulations of law.

g. The presiding that include at least 01 person, include a chairman and other members (if any)

h. Tasks of The Presiding

- To administer the activities of the Company's General Meeting of Shareholders according to the expected agenda of the Board of Directors approved by the General Meeting of Shareholders;
- Guidelines for Delegate and the meetings to discuss issues in the agenda;

- Submit draft, verdict of issues for the meeting to vote
- Answer issues requested by the Meeting;
- Settle issues that incurred during the General Meeting.
- i. Work principles of The Presiding: The Presiding works on the principle of collectivity, democratic centralization, and majority decision-making.
- 2. The secretary of the General Meeting:
  - a. The chair shall appoint one or some people as secretaries of the meeting
  - b. Tasks of The secretary of the General Meeting
    - Fully, accurately and truthfully recorded the documents at the meeting;
    - Receipt of comment registration forms of shareholders/ Delegate
    - Preparation of the minutes and the resolution of the GMS;
    - Assist The chairman in disclosing information related to the GMS and and notifying the Shareholders as prescribed in the law and the company's Charter;
    - Other tasks at the request of the Chairman.
- 3. The vote counting board:
  - a. The GMS shall elect one or some persons to the vote counting board at the request of the chairman;
  - b. Tasks of The vote counting board:
    - Disseminate the principles, rules and guidelines on how to vote.
    - Counting and recording ballots, making records of vote counting, announcing results; transfer the minutes to the Chairman for approval of voting results.
    - Quickly notify the voting results to the secretary.
    - Consider and report to the General Meeting cases of violation of voting rules or letters of complaint about voting results.
- 4. Shareholder/Delegate Eligibility Check Committee
  - a. The person who convenes the GMS as prescribed in Article 140 of the Law on Enterprises, assign one or some personnel to verify the Shareholders' eligibility to attend the meeting /Delegate for the meeting. The Shareholder/Delegate Eligibility Check Committee must consist of at least two members, including one Chairperson and at least one additional member.
  - b. Tasks of Shareholder/Delegate Eligibility Check Committee:
    - Check the eligibility and situation of Shareholders and authorized

representative of Shareholders attending the meeting.

- The Head of the Shareholder Eligibility Verification Committee shall report to the General Meeting of Shareholders on the situation of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized representatives have the right to attend the meeting representing more than 50% of the total number of, the meeting of the General Meeting of Shareholders of the Company shall be held.

- Participate in counting votes and other contents before establishing the Vote Counting Committee.

**Article 6. Prepare a list of shareholders entitled to participate in the GMS and notify the finalization of the list of shareholders entitled to attend the General Meeting of Shareholders**

*(Pursuant to Point a Clause 2 Article 18 of the company's charter; Regulations on Performance of Corporate actions of VSDC)*

1. The company must disclose information on the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date.

2. The Company shall carry out procedures for making a list of shareholders and related procedures as prescribed in the Regulation on the exercise of rights of the Vietnam Securities Depository and Clearing Corporation or other provisions of law (applicable when the Company does not register securities at VSDC).

**Article 7. Notice of convening the General Meeting of Shareholders**

*(Pursuant to Article 143 of the Law on Enterprises No. 59/2020/QH14)*

1. The convener of the General Meeting of Shareholders must send a notice of invitation to all shareholders on the list of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date. The notice of invitation to the meeting must include the name, address of the head office, and the enterprise code; name, contact address of shareholders, time, place of meeting and other requirements for meeting participants.

2. The notice of invitation to the meeting shall be sent by the method to ensure that the contact address of the shareholder is reached and posted on the company's website.

3. The notice of invitation to the meeting must be enclosed with the following documents:

a. Meeting agenda, documents used in the meeting and draft resolutions for each issue in the meeting agenda;

b. Ballot/election ballot. Note, In the case of inviting the General Meeting of Shareholders online, the voting/election ballot does not need to be enclosed with the notice of invitation to the meeting.

4. The invitation and meeting documents mentioned in Clause 3 of this Article may be uploaded on the company's website (if any) instead of sending physical invitations and documents. In this case, the invitation shall contain instructions on how to download the documents.

### **Article 8. The meeting agenda and documents of the GMS**

*(Pursuant to Article 142 the Law on Enterprises and Article 18 the Company's Charter)*

1. The person who convenes the GMS shall prepare the agenda in the regulations of Article 18 the Company's Charter

2. The shareholder or group of shareholders specified in Clause 2 Article 12 of the Company's Charter is entitled to propose additional issues to the GMS agenda. The proposal shall be made in writing and sent to the company at least 05 working days before the opening date. The proposal shall contain the names of shareholders, the number of each type of shares of the shareholder, contact address, nationality, number of citizen identity card, identity card, passport or other lawful personal identification for individual shareholders; name, identification number of the enterprise or number of the establishment decision, address of the head office for shareholders being organizations; the number and type of shares held by such shareholders, and the proposed issues.

3. In the case the proposal mentioned in Clause 2 of this Article is rejected by the person who convenes the GMS, a written response and explanation must be provided at least 02 days before the opening day. In the case the convener of the General Meeting of Shareholders or the proposer proposes to exchange/discuss, the two parties must discuss/discuss before the convener of the meeting replies in writing about the refusal. A proposal may only be rejected in the following cases:

- a. The proposal is sent against the regulations of Clause 2 of this Article;
  - b. At the time of petition, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 2 Article 12 of the company's charter;
  - c. The issue exceeds the jurisdiction of the GMS;
  - d. Other cases prescribed by the company's charter.
4. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 2 of this Article in the draft agenda and content of the meeting, except In the cases stipulated in Clause 3 of this Article; the proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

**Article 9. How to register and authorize participation in the General Meeting of Shareholders**

*(Pursuant to Article 144 of the Enterprise Law; Clause 1, 2, 5 of Article 20 of the Company Charter)*

1. Procedures for registering to attend the General Meeting of Shareholders before the meeting date:
- a. The registration process for attending the General Meeting of Shareholders is clearly outlined in the Notice of Meeting, which includes contacting the Company or sending the Registration Form (attached to the Notice of Meeting sent to shareholders) to the Company.
  - b. Shareholders may choose the method of registration to attend the General Meeting of Shareholders as stated in the notice, which includes:
    - Attending and voting/electing in person at the meeting;
    - Authorize another representative to attend and vote/elect at the meeting, in accordance with the provisions of Clause 2 of this Article (In the cases where more than one representative is appointed, the specific number of shares and voting/decision-making rights delegated to each representative must be clearly stated).
    - Attend and vote/elect via online conference, electronic voting, or other electronic formats.
    - Submit voting/election ballots to the meeting via mail, fax, or email.

- Other forms of registration to attend the General Meeting of Shareholders that comply with the provisions of the Law.

- The company must make every effort to apply modern information technology so that shareholders can participate and express their opinions at the General Meeting of Shareholders effectively, including guiding shareholders on voting through online General Meetings, electronic voting, or other electronic formats as provided in Article 144 of the Enterprise Law and the Company's Charter.

2. Regulations on the authorization to attend the general meeting:

- a. Shareholders or their authorized representatives shall perform the authorization in accordance with Article 16 of the Company's Charter;

- b. The delegation of authority to individuals or organizations to represent shareholders at the General Meeting of Shareholders, as stipulated in Point a of Clause 2 of this Article, must be in written form. The authorization document must comply with civil law provisions and must clearly state the name of the shareholder granting the authority, the name of the individual or organization receiving the authority, the number of shares being authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, as well as the signatures of both the granting and receiving parties.

- c. Voting Ballots/Election Ballots of authorized representatives attending the Meeting within the scope of authorization shall remain valid in any of the following cases, provided that the Company has not received a written notice and the GMS has already commenced:

- The principal has deceased, has limited civil act capacity, or has lost civil act capacity;

- The principal has revoked the authorization;

- The principal has annulled the authority of the delegate.

- This provision shall not apply where the Company receives written notice of any of the above events before the opening time of the GMS or before the reconvened Meeting takes place.

**Article 10. Conditions for conducting the GMS**

*(Pursuant to Article 19 the Company's Charter)*

1. The GMS shall be conducted when it is participated by a number of shareholders that represent more than 50% of the votes;

2. In the case the conditions for conducting the meeting prescribed in Clause 1 of this Article are not fulfilled, the second invitation shall be sent within 30 days from the first meeting date unless otherwise prescribed by the company's charter. The second GMS shall be conducted when it is participated by a number of shareholders that represent at least 33% of the votes; the specific ratio shall be specified in the company's charter.

3. In the case the conditions for conducting the second meeting prescribed in Clause 2 of this Article are not fulfilled, the third invitation shall be sent within 30 days from the second meeting date unless otherwise prescribed by the company's charter. The third GMS shall be conducted regardless of the number of votes represented by the participants.

**Article 11. Methods for ratifying resolutions of the GMS**

*(Pursuant to Article 147 the Law on Enterprises and Article 22 the Company's Charter)*

1. The GMS shall decide ratification of resolutions by voting

- a. Face-to-face meetings
- b. Online meetings
- c. Both face-to-face and online meetings

2. The GMS shall decide ratification of resolutions by questionnaire survey  
(Regulations in Section II – This Chapter):

- a. Send the survey by mail, fax, or email.
- b. Send the survey by electronic voting.
- c. Send the survey by mail, fax, or email combined with electronic voting.

**Article 12. The GMS shall approve the following issues**

*(Pursuant to Article 147 and Article 167 the Law on Enterprises and Article 15 the Company's Charter)*

- 1. Ratify the orientation for development of the company
- 2. Take actions against violations committed by members of the Board of Directors and Supervisors that cause damage the company and its shareholders;
- 3. The company's annual business plan;

4. The annual financial statement has been audited;
5. The report of the Board of Directors on its performance and that of its members;
6. The report of the Board of Supervisors on the company's business performance, performance of the Board of Directors, the General Director;
7. The report of the Board of Supervisors on its performance and that of the Supervisors;
8. Decide the types of authorized shares, quantity of each type and transfer of shares by founders within the first 03 years after the establishment date; decide the annual dividends of each type of shares;
9. Election, dismissal and discharge of members of the Board of Directors and members of the Board of Supervisors;
10. Decide investment in or sale of assets that are worth at least 35% of the total assets written in the latest financial statement;
11. Revisions to the Company's Charter;
12. Ratify annual financial statements;
13. Repurchase of over 10% of shares of each type;
14. Decide reorganization or dissolution of the company;
15. The decision on the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors.
16. Approve, Revise and Regulate internal regulations on company administration, operation of the Board of Directors and the Board of Supervisors;
17. Approval for the list of accredited audit organizations; whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;
18. The number of members of The Board of Directors and The number of members of Board of Supervisors;
19. Division, consolidation, merger or conversion of the Company;
20. Conclusion of contracts and transactions with the entities specified in Clause 1 Article 167 of the Law on Enterprises that are worth at least 35% of the Company's total assets written in the latest financial statement;
21. Transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles

of the Law on Securities;

22. Other issues prescribed by law and this Charter.

**Article 13. Conditions for ratification of a resolution**

*(Pursuant to Article 21 the Company's Charter)*

1. A resolution on the following issues shall be passed if it receives the approval of shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- a. Types of shares and quantity of each type;
- b. Change of business lines;
- c. Changes to the Company's organizational structure;
- d. Investment projects or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;
- e. Re-organization, dissolution of the Company;
- f. Extension of company operation;

2. Resolutions shall be passed when they receive the approval of shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

In the case of election of members of the Board of Directors and the Board of Supervisors, if the number of candidates is less than or equal to the number of members of the Board of Directors/ Board of Supervisors to be elected, the election of members of the Board of Directors/ Board of Supervisors may be carried out by the method of accumulating votes as prescribed in Clause 3, Article 148 of the Law on Enterprises or by voting ( approve, disagree, have no opinion). The voting rate approved by the voting method shall comply with Clause 2, Article 21 of the company's charter.

3. A resolution of the GMS that is voted for by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and ratifying the resolution are not conformable with the Law on Enterprises and the Company's Charter.

**Article 14. Announcement of Vote Counting Results**

The ballot counting committee will verify, compile, and report the results of each issue to the Chairperson. The results of the vote counting will be announced by the Chairman/ballot counting committee immediately before the meeting is adjourned.

**Article 15. Procedures for Contesting Shareholders' Meeting Resolutions**

*(Pursuant to Article 132, 151 the Law on Enterprises)*

1. The shareholders that have voted against the resolution on reorganization of the company or change of shareholders' rights and obligations in the company's charter are entitled to request the company to repurchase their shares. The request shall be made in writing and specify the shareholder's name and address, quantity of shares of each type, offered prices, reasons for requesting the repurchase. The request shall be sent to the company within 10 days from the day on which the previously mentioned resolution is ratified by the GMS.

2. The company shall repurchase shares at the request of its shareholders in accordance with Clause 1 of this Article at market prices or at the prices calculated in accordance with the rules in the company's charter within 90 days from the receipt of the request. In the case an agreement on the prices cannot be reached, the parties may hire a valuation organization to determine the price. The company shall introduce at least 03 valuation organizations for the shareholders to make the final decision.

3. Within 90 days from the receipt of the resolution or minutes of the GMS or the vote counting record, the shareholder or group of shareholders mentioned in Clause 2 Article 115 of this Law is entitled to request the court or an arbitral tribunal to consider invalidating the resolution in part or in full in the following cases:

- a. The procedures for convening the GMS and issuing decisions prescribed in this Law and the company's charter are not followed, except for the cases specified in Clause 2 Article 152 of this Law;
- b. The contents of the resolution violations the law or the company's charter.

**Article 16. Preparation of the GMS minutes**

*(Pursuant to Article 23 the Company's Charter)*

1. Minutes of all GMS shall be taken in the form of written documents and

may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:

- a. The enterprise's name, headquarters address, identification number;
- b. Time and location of the GMS;
- c. Agenda and contents of the meeting;
- d. Full names of the chair and secretaries;
- e. Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;
- f. The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that participated in the meeting, their holdings and votes;
- g. Total votes on each issue, voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes and abstentions; corresponding ratios of these votes to total number of votes of all shareholders attending and voting at the meeting;
- h. Summarizing the number of votes for each candidate (if any);
- i. Ratified issues and ratios of affirmative votes;
- j. Full name and signatures of the chair and secretaries. In the case the chair or a secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information prescribed in this Clause. The minutes shall specify that the chair or secretary refuses to sign it.

2. The GMS minutes shall be completed and ratified before the meeting ends. The chair and secretaries or other persons that sign the minutes shall be jointly responsible for its truthfulness and accuracy.

3. The minutes in Vietnamese and foreign languages have equal legal value. In the case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.

#### **Article 17. Announcing the resolution, the minute of the GMS**

*(Pursuant to Article 23 the Company's Charter)*

1. Resolutions, minutes of the GMS, the list of registered participating

shareholders bearing their signatures, meeting participation authorization documents, documents enclosed to the minutes (if any) and documents enclosed to the invitations shall be retained at the Company's headquarters.

2. Resolutions, minutes of the GMS and documents enclosed to the minutes shall be disclosed in accordance with regulations of law on disclosure of information on the securities market.

**SECTION 2: SPECIFIC REGULATIONS FOR EACH VOTING METHOD**  
**AT THE MEETING**

**Section 2.1: Specific regulations for voting in an in-person meeting**

**Article 18. How to Register for Attendance at the Shareholders' General Meeting**

*(Based on the provisions in Clause 1, Article 20 of the company's charter)*

Before the meeting starts, the company must carry out the shareholder registration process and must continue to register until all shareholders eligible to attend are checked in, following these steps:

a. When registering shareholders, representatives confirm their attendance at the General Meeting of Shareholders (GMS), after which the company issues each representative a voting card/ballot, which includes the registration number, the shareholder's name, the name of the authorized representative, and the number of votes for that shareholder.

b. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by indicating approval, disapproval, or abstaining. The results of the voting are announced by the Chair/Counting Committee immediately before the meeting adjourns. The meeting elects those responsible for vote counting or supervising the vote counting as suggested by the Chair. The number of members on the counting committee is determined by the General Meeting of Shareholders based on the Chair's recommendation;

c. Shareholders or authorized representatives of shareholders who are organizations or individuals who arrive after the meeting has started are allowed to register immediately and then participate and vote at the meeting right after registering. The Chair is not responsible for pausing the meeting to allow late shareholders to register, and the validity of matters voted on earlier is not changed.

## **Article 19. Voting on Issues at the General Meeting of Shareholders**

*(Based on the provisions in the Working Regulations; Election Regulations at the General Shareholders' Meeting)*

### **1. General Principles:**

a. All issues on the agenda and content of the meeting of the General Shareholders' Meeting must be discussed and voted on publicly by the General Shareholders.

b. The voting cards, ballots, and election ballots are printed by the Company, stamped with the official seal, and sent directly to representatives at the meeting (along with the set of documents for attending the General Shareholders' Meeting). Each representative is issued a Voting Card/Ballot. The Voting Card/Ballot clearly states the representative's code, full name, number of shares owned, and any proxy voting rights received by that representative.

### **2. Regulations on the validity of voting cards and ballots**

#### **a. Voting Card:**

- **Valid Voting Card:** a card according to the pre-printed template issued by the Organizing Committee, stamped with the official seal of the Company, not erased, scratched, torn, damaged, etc., and doesn't contain any additional content outside the provisions for this Card.

- **Invalid Voting Card:** The content does not comply with the regulations of the valid Voting Card.

#### **b. Voting Ballot**

- **Valid Voting Ballot:** a ballot according to the pre-printed template issued by the Organizing Committee, stamped with the official seal of the Company, not erased, scratched, torn, damaged, etc., and doesn't contain any additional content outside the provisions for this ballot. In the case of direct voting/remote voting (via mail, fax, email, or other means as stipulated in the company charter), it must be signed and clearly state the full name (written by hand) of the attending representative and be sent to the ballot counting committee before the voting time. On the voting ballot, the voting content is valid if the representative marks one (01) in one of three (03) voting boxes.

- **Invalid Voting Ballot:** The content does not comply with the regulations of the valid Voting Ballot.

c. Election voting ballot

- **Valid voting ballot:** is a ballot printed according to the official template provided by the organizing committee, bearing the company's official stamp, without any erasures, corrections, tears, or damage, and does not contain any additional content outside what's allowed for this ballot. In the case of direct voting or remote voting (via mail, fax, email, or other means as specified in the company's charter), it must have the signature and clearly written full name (handwritten) of the attending delegate and be submitted to the ballot counting committee before the vote counting begins.

- **Invalid voting ballot:**

- The content does not comply with the regulations for a valid voting ballot;
- The number of candidates voted for by the delegate exceeds the number of candidates to be voted;
- The total number of votes cast for candidates by shareholders or representatives exceeds the total number of votes allowed;
- Other regulations as stipulated in the election rules for the general meeting of shareholders and the company's charter.

**Article 20. Voting procedures at the direct General Meeting of Shareholders**

*(Based on the regulations in the Working Rules of the General Meeting of Shareholders)*

1. General principles

- The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting occurs through raising cards, direct voting, electronic voting, or other electronic forms.

- Delegates cast their votes to Approve, Disapprove, or Abstain on an issue put to vote at the meeting by raising their voting card or filling out the choices on the Voting Slip.

2. Voting methods

a. Voting by card: When voting by raising the voting card, the front of the voting card must be held up facing the Board of Directors. If a delegate does not raise the voting card in all three votes of Approve, Disapprove, or Abstain on an

issue, it is considered a vote of approval for that issue. If a delegate raises the voting card more than once when voting for Approve, Disapprove, or Abstain on an issue, it is deemed an invalid vote. In the voting method using raised cards, the members of the Delegate Qualification Inspection Committee/Voting Committee mark the delegate codes and the corresponding voting numbers for each delegate who Approves, Disapproves, Abstains, and Invalid votes.

b. Voting by ballot:

- When voting is conducted through direct ballots: for each item, delegates choose one of three options “Approve,” “Disapprove,” or “No Opinion” printed on the Voting Slip by marking “X” or “✓” in their chosen box and returning the Voting Slip to the Voting Committee before the voting time. The Voting Slip must have the delegate's signature and clearly written full name (in handwriting).

- When voting is conducted via electronic voting or other electronic methods: for each item, delegates choose one of three options "Agree", "Disagree", "No Opinion" that has been set up in the electronic voting system for the conference. After that, delegates confirm their votes to ensure the electronic voting system records the results.

**Article 21. Voting Method for Direct Shareholder Meetings**

*(Based on the regulations in the election rules at the shareholder meeting)*

**1. General principles**

- Follow the laws and the company’s charter correctly;  
- Voting is conducted via direct ballots, electronic voting, or other electronic methods.

- Members of the ballot counting committee cannot be listed among the nominees or self-nominate for the Board of Directors and the Board of Supervisors.

**2. Forms of voting**

a. Cumulative voting method

- Each delegate has a total number of votes corresponding to the total number of shares owned, representing ownership multiplied by the number of members to be elected;

- Delegates present have the right to allocate all of their total voting shares to

one or several candidates;

- If there are changes in candidates on the day of the meeting, the ballot counting committee is responsible for issuing new ballots and collecting old ones (if any) before the vote counting begins;

- In the event of accidental selection confusion, delegates should contact the ballot counting committee to obtain a new ballot and must submit the old one;

- How to fill out the ballot: Each delegate receives ballots. The specific instructions for filling out the ballot are detailed in the election rules approved at the shareholder meeting;

- Election winning principle:

- The winner is determined based on the number of votes received from highest to lowest, starting from the candidate who received the highest votes until the required number of members is elected.

- In the case where two or more candidates receive the same number of votes for the last elected board member, a re-election will be held among those candidates who received the same number of votes or selection based on the criteria defined in the election rules approved at the shareholder meeting or the company's charter.

b. Voting by resolution: Implemented according to the provisions in Item b, Clause 2, Article 20 of these regulations.

## **Article 22. Voting Procedures at the General Shareholders' Meeting**

*(Based on the regulations outlined in the Working regulations of the General Shareholders' Meeting)*

The voting procedures are conducted as follows:

- Collecting voting cards/ballots (according to the voting method) for each voting issue, the total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; the corresponding percentages of the total votes cast by the shareholders attending and voting at the meeting as stipulated in the Company's Charter;
- Compiling ballots according to the cumulative voting method, the total number of valid votes, invalid votes, the number of votes for each candidate, and other contents as specified in the Company's Charter.

**Section 2.2: Specific Regulations for Voting in Online Meetings**

**Article 23. How to Register to Attend the Online Shareholders' Meeting**

The procedure for registering to attend the online Shareholders' Meeting before the meeting starts is clearly outlined in the notice for the meeting, which includes:

1. Participation Requirements:

- Must be on the list of shareholders eligible to attend the Shareholders' Meeting as established according to the Company's notice regarding the exercise of rights.

- Authorized representatives must meet the legal requirements and the company's charter.

2. Technical Requirements: Representatives need to have electronic devices connected to the internet (e.g., computer, tablet, mobile phone, or other electronic devices with internet access...).

3. How Attendance of Representatives at the Online Shareholders' Meeting is Recorded: Representatives are marked as attending the online Shareholders' Meeting by the electronic voting system when they access the system using the provided login information in accordance with Article 24 of these regulations and confirm their participation in the online Shareholders' Meeting within the electronic voting system.

**Article 24. Providing login information and conducting electronic voting**

1. The access link to the electronic voting system, username, password, and any other identification factors (if any) required to attend the virtual shareholders' meeting will be provided in the meeting invitation (or in the format of login information notification determined by the Board of Directors). Delegates are responsible for keeping their username, password, and any other identification factors secure to ensure that only they can vote on the electronic voting system and are fully accountable for the information registered.

2. If a delegate needs their login information to be resent, the meeting organizer can notify them through various channels: in person, by mail, email, phone, or any other method specified by the Board of Directors. The provision of login information is based on shareholder information from the shareholder list

compiled by the Vietnam Securities Depository and Clearing Corporation according to the notice for attending the Company's AGM.

3. Delegates use their username, password, or other identification factors (if any) to access the electronic voting system to confirm their participation in the online AGM and conduct electronic voting according to the agenda of the online shareholders' meeting.

### **Article 25. Delegating a Representative to Attend the Online Shareholders' Meeting**

When delegating online, shareholders should follow the guidelines outlined in Section 2 of Article 9 of these regulations, keeping in mind the following requirements:

- Shareholders need to provide complete information for the online delegation, especially the information of the delegate, including: phone number, fax number, email, or other contact details as per the bylaws. This is necessary for issuing a username, password, and other identification factors (if applicable) for the delegate.
- The Power of Attorney for attending the online shareholders' meeting must include all signatures, clearly stating the full name (handwritten) and seal (if it's an organization) of both the delegator and the delegate. The original proxy document must be submitted before the official opening of the meeting. If a shareholder has not attended the meeting and has delegated online, the delegation is effective once the company receives the original proxy document until the meeting is adjourned.
- Shareholders who have attended the meeting cannot delegate their attendance to others.
- To revoke the delegation for shareholders who have delegated online: the shareholder must submit an official document requesting the revocation of the online delegation to the company before the official opening of the meeting. If the delegate has already attended the meeting, the effective time of the revocation will be counted from when the company receives the official document requesting the revocation, and the validity of decisions made before will not change.

### **Article 26. Discussion at the Online Shareholders' General Meeting**

#### **1. Principles:**

- Discussions can only take place within the specified time and must relate to the topics presented in the agenda of the shareholders' meeting;
- Only authorized representatives are allowed to participate in the discussion;
- Representatives who wish to contribute must register their discussion topics according to the specific procedures outlined in the meeting regulations;
- The Secretariat will organize the representatives' questions and forward them to the chairperson.

2. Responding to representatives' comments:

- Based on the discussion content from the representatives, the chairperson or a member appointed by the chairperson will respond to their comments;
- If time constraints prevent immediate answers during the meeting, any unanswered questions will be addressed by the company through other means.

**Article 27. Form of Approval for Resolutions by Online Shareholders' Meeting**

- The Shareholders' Meeting approves Resolutions within its authority through electronic voting.

**Article 28. Online Voting Procedures**

1. Voting method for resolutions:

- Representatives choose one of three voting options: “Agree,” “Disagree,” or “No Opinion” for each issue put to a vote at the meeting, as set up in the electronic voting system.
- Then, representatives confirm their votes so the electronic voting system can record the results.

2. Election voting method:

- Cumulative voting method: If the company's charter does not specify otherwise, voting for members of the Board of Directors and the Board of Supervisors must be conducted through cumulative voting. Accordingly, representatives will vote following the guidelines in the online election regulations approved at the Shareholders' Meeting. Representatives then confirm their votes for the electronic voting system to register the results.
- Voting by ballot (if applicable): This is conducted according to the voting procedures outlined in Section 1 of this Article.

3. Other regulations when conducting electronic voting:

- If representatives do not complete all voting issues on the meeting agenda, the issues that have not been voted on will be regarded as representatives not participating in the vote for those issues.

- In the case additional issues arise outside of the submitted agenda, representatives may vote on these supplementary issues. If representatives do not vote on these newly arisen issues, it will be considered that they did not participate in the vote for those issues.

- Representatives can change their voting results (but cannot cancel previous votes); this includes the voting results for additional issues outside the agenda of the meeting. The online system only records the final vote count for resolutions and elections at the end of the electronic voting period.

- In the case of cumulative voting, an invalid ballot is one where the total number of votes for the candidates exceeds the total number of votes allocated to the representative delegates counted at the time of the election results or any other regulations as guided by the Online Voting Regulations approved by the shareholders' meeting.

- The timing for electronic voting is specified in the working regulations for the meeting. During this period, delegates can access the electronic voting system and vote twenty-four (24) hours a day and seven (07) days a week, except In the cases of system maintenance or other reasons beyond the Company's control. Once the voting period ends, the system will not record any further electronic voting results from the delegates.

**Article 29. Online Voting Process**

- When representatives cast votes/elections, the number of votes is recorded in the electronic voting system. Based on the results of the votes/elections through electronic voting, the ballot counting committee compiles the voting results according to the following principles:

- Compiling the voting results (according to the voting method) for each voting issue, including the total number of valid votes, invalid votes, approvals, disapprovals, and abstentions; the corresponding percentages based on the total votes of the attending and voting shareholders as stipulated in the Company's Charter;

- Compiling the election votes through cumulative voting, totaling the valid votes, invalid votes, the number of votes for each candidate, and other content as prescribed in the Company's Charter.

**Article 30. Minutes of the Online General Shareholder Meeting**

- Implement according to the provisions of Article 16 of these regulations.
- The venue stated in the minutes of the online shareholder meeting is where the Chairperson is present to conduct the meeting. This venue must be located in Vietnam.
- The method for approving the minutes of the general shareholder meeting is specifically regulated in the company's work regulations for the general shareholder meeting.

***Section 2.3: Specific regulations for voting procedures at in-person meetings combined with online participation***

**Article 31. How to register to attend the General Shareholders' Meeting in person combined with online participation**

Follow the regulations in Clause 1, Article 9 and Article 23 of these regulations.

**Article 32. Authorizing a representative to attend the General Shareholders' Meeting in person combined with online participation**

Follow the regulations in Clause 2, Article 9 and Article 25 of these regulations.

**Article 33. Form of passing resolutions at the General Shareholders' Meeting in person combined with online participation**

Follow the regulations in Article 11 and Article 27 of these regulations.

**Article 34. How to vote at the General Shareholders' Meeting in person combined with online participation**

Follow the regulations in Article 20, Article 21, and Article 28 of these regulations.

**Article 35. How to count votes at the General Shareholders' Meeting in person combined with online participation**

Follow the regulations in Article 22 and Article 29 of these regulations.

**Article 36. Preparing the meeting minutes at the General Shareholders' Meeting in person combined with online participation**

Follow the regulations in Article 16 and Article 30 of these regulations.

**II. REGULATIONS ON THE GENERAL MEETING OF SHAREHOLDERS VIA RESOLUTIONS THROUGH WRITTEN CONSULTATION**

**Article 37. Cases where shareholders can be consulted in writing**

*(Based on the provisions of Article 22 of the company's charter)*

The following items can be approved through written shareholder consultation:

- a. Amendments and additions to the contents of the Company's charter;
- b. Approval, addition, adjustment of internal regulations on corporate governance, regulations on the operation of the Board of Directors, and regulations on the operation of the Board of Supervisors;
- c. Development orientation of the Company;
- d. Types of shares and the total number of each type of shares;
- e. Election, dismissal, or removal of members of the Board of Directors and the Board of Supervisors;
- f. Decisions to invest in or sell assets valued at or above 35% of the total asset value recorded in the Company's most recent financial report;
- g. Approval of the annual financial report.
- h. Restructuring or dissolving the Company.
- i. Changing industries, professions, and business fields;
- j. Changing the organizational structure of the Company's management;
- k. Other issues deemed necessary by the Board of Directors for the benefit of the Company.

**Article 38. Cases where written opinions are not allowed**

The Board of Directors can collect shareholders' opinions in writing whenever deemed necessary, except for organizing the annual general meeting of shareholders.

**Article 39. The order and procedures for holding the General Shareholders' Meeting to pass resolutions through written opinion collection**

*(Based on the provisions in point a Clause 2 Article 18; Articles 22, 24 of the company's charter)*

1. The company must announce information regarding the establishment of the shareholders' list and send out opinion collection forms at least ten (10) days before the final registration date.

2. The Board of Directors must prepare the opinion collection forms, draft resolutions for the General Shareholders' Meeting, explanatory documents for the draft resolutions, and send these to all voting shareholders no later than ten (10) days prior to the deadline for submitting the completed opinion forms. The requirements and methods for sending the opinion collection forms and accompanying documents must follow the regulations in Clause 3 Article 18 of the Company's Charter.

3. The opinion collection forms must include the following main contents:

- Name, address of the head office, and business registration number;
- Purpose of collecting opinions;
- Full name, contact address, nationality, and legal document number of individuals for individual shareholders; name, business registration number or legal document number of organizations, and address of the head office for organizational shareholders; or full name, contact address, nationality, and legal document number of individuals representing the organizational shareholders; quantity of shares of each type and the voting ballots of the shareholders;
- Issues requiring opinions for decision-making;
- Voting options including approval, disapproval, and no opinion for each issue being voted on;
- Voting plan (if any);
- Deadline for returning the completed opinion forms to the Company;
- Full name and signature of the Chairman of the Board of Directors.

4. Sending the shareholder vote ballot in writing

- a. Shareholders send their completed ballots to the Company by mail, fax, or email:

- The ballot must be signed with full name (handwritten) and stamped (if it's an organization) by the representative.

- If mailed, the ballot must be enclosed in a sealed envelope, and no one is allowed to open it before the counting of votes. In the case of fax or email, the ballot must remain confidential until the counting of votes.

- Ballots sent to the Company after the deadline specified in the ballot or those that have been opened if sent by mail, or disclosed if sent by fax or email are considered invalid. Ballots that are not sent are treated as abstaining from the vote.

- b. Shareholders send the ballot electronically

- i. Providing access accounts

- The access account information will be communicated to representatives along with the shareholder vote ballot via secure mail.

- If a representative requests the access information again, the Company may provide it through various means: in person, by mail, email, phone, or any other method prescribed by the Board of Directors. The provision of access information is based on the list of shareholders compiled by the Vietnam Securities Depository and Clearing Corporation following the Company's notice to exercise shareholder voting rights in writing.

- ii. Electronic voting implementation

- Principles of implementation

- Delegates can only vote on the electronic voting system starting from the time they receive the shareholder opinion form until the deadline for returning the form as announced by the Company.

- During the voting period as announced by the Company, delegates can access the electronic voting system and vote 24 hours a day, 7 days a week, unless there's system maintenance or other reasons beyond the Company's control.

- During the announced voting period, delegates can change their voting decision on the electronic voting system. Once the voting period ends as announced by the Company, delegates cannot change their voting results, and the final results will be counted by the Company and announced.

- Method of implementation

- Delegates use the access account provided by the Company to directly

access the electronic voting system to view the information related to the voting session that has been posted on the system and make their voting decisions on each voting item that needs shareholders' opinions.

- c. Shareholders send their completed opinion forms back to the Company via mail, fax, or email, along with using the electronic voting system for voting.

Follow the regulations in points a and b of Clause 3 of this Article.

#### 4. Counting votes and preparing the Minutes of the vote:

The organizing committee is responsible for conducting the vote count and preparing the minutes of the vote under the supervision of the Board of Supervisors or shareholders who do not hold management positions in the Company. The minutes must include the following main contents:

- Name, address of the headquarters, business registration number;
- Purpose and issues to be voted on for resolution approval;
- Number of shareholders with the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting votes, along with an appendix listing shareholders participating in the vote;
  - Total votes for, against, and abstentions for each issue, total votes for each candidate (if any);
  - Issues approved and the corresponding approval ratios;
  - Full name and signature of the Chair of the Board of Directors, the vote counter, and the vote supervisor.

Members of the Board of Directors, the vote counter, and the vote supervisor are jointly responsible for the honesty and accuracy of the voting minutes; they are also jointly liable for damages arising from decisions approved as a result of dishonest or inaccurate voting.

#### 5. Resolutions and Voting Minutes:

- a. The voting minutes and resolutions must be sent to the shareholders within fifteen (15) days from the date the voting ends. The sending of the voting minutes and resolutions can be replaced by posting on the Company's electronic information page within twenty-four (24) hours from the end of the voting.

b. The resolution is approved through a written opinion from shareholders, which is valid just like a resolution passed during a shareholders' meeting.

6. Document storage: The answered opinion ballots, vote counting minutes, the approved resolution, and related documents sent along with the opinion ballot must be kept at the Company's headquarters.

7. Request to annul the Decision of the General Meeting of Shareholders through written opinion: Within ninety (90) days from the date of receiving the resolution or the vote counting minutes of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2 of Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the General Meeting of Shareholders' resolution in the following cases:

a. The procedure for convening the meeting and making decisions by the General Meeting of Shareholders seriously violates the provisions of the Enterprise Law and the company's charter, except for the case provided in Clause 3 of Article 21 of the company's charter.

b. The content of the resolution violates the law or the company's charter.

### **Chapter III: BOARD OF DIRECTORS**

#### **SECTION 1: GENERAL PROVISIONS**

##### **Article 40. Role, Rights, and Obligations of the Board of Directors**

(Based on the provisions of Articles 278, 297 of the Government's Decree No. 155/2020/ND-CP)

In addition to the responsibilities and obligations specified in the Law on Enterprises and the company's charter, the Board of Directors also has the following responsibilities and obligations:

1. Assume responsibility to the shareholders for the company's operation;
2. Ensure equal treatment for all shareholders; respect interests of people with interests relevant to the company;
3. Ensure that the company's operation is conformable with law, the company's charter and regulations;
4. Formulate operating regulations of the Board of Directors; submit them to the GMS for ratification and post it on the company's website;

5. Supervise and prevent conflict of interest between members of the Board of Directors, the Board of Supervisors, the General Director/Director and other executive officers, including improper use of the company's assets and taking abuse of transactions with related parties;
6. Formulate the company administration regulations and submit them to the GMS for ratification in accordance with Article 270 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;
7. Designate the person in charge of corporate governance;
8. Provide training in company administration and necessary skills for members of the Board of Directors, the Director/General Director and other executive officers of the company;
9. Report on the BOD's activities at the General Meeting of Shareholders according to current legal regulations.
10. Public companies report on their administration at the annual GMS and disclose information in their annual reports in accordance with regulations of securities laws on information disclosure.
11. Other rights and obligations as stipulated in the Company's charter and internal corporate governance regulations.

**Article 41. Rights, Obligations, and Responsibilities of Board Members**

*(Based on the provisions of Article 277 of the Government's Decree No. 155/2020/ND-CP)*

1. Members of the Board of Directors have all the rights specified in the Law on Securities, relevant laws, the company's charter, and internal regulations on corporate governance including the right to be provided with information and documents about the finance and business performance of the company and its units. The process for providing information is outlined in the Appendix of these regulations. Recipients of such information are responsible for maintaining confidentiality and using the information solely for the assigned duties.
2. Recipients of such information are responsible for maintaining confidentiality and using the information solely for the assigned duties:

- a. Perform their duties in an honest and prudent manner for the best interests of the company and its shareholders;
- b. Attend all meetings of the Board of Directors and comment on the raised issues;
- c. Promptly and fully inform the Board of Directors of the remunerations paid by the subsidiary companies, associate companies and other organizations;
- d. Inform the Board of Directors during the nearest meeting of transactions between the company, subsidiary companies and companies over 50% charter capital of which is held by the public company with members of the Board of Directors and their related persons; transactions between the company with companies whose founders or executive officers are members of the Board of Directors over the last 03 years from the transaction date;
- e. Disclose information when trading the company's shares as prescribed by law.

## **SECTION 2: REGULATIONS ON NOMINATION, CANDIDACY, ELECTION, REMOVAL, AND DISMISSAL OF BOARD MEMBERS**

### **Article 42. Number, Term, and Structure of Members of the Board of Directors**

*(Based on the provisions in Article 26 of the company's charter)*

1. The number of members of the Board of Directors is five (05) persons.
2. The term of office of a member of the Board of Directors shall not exceed 05 years and has no term limit. In the case the term of office all members of the Board of Directors end at the same time, all of them will remain members of the Board of Directors until new members are elected and take over the work.
3. Structure of Board members:
  - a. The structure of the Board of Directors of a public company must comply with the regulations below, and the Company limits the number of Board of Directors' members holding concurrent executive positions in the Company to ensure the independence of the Board of Directors.

- There is at least 01 Non-executive Director in case the company has from 03 to 05 Board of Directors' members;
  - There are at least 02 Non-executive Directors in case the company has from 06 to 08 Board of Directors' members;
  - There are at least 03 Non-executive Directors in case the company has from 09 to 11 Board of Directors' members.
- b. A member of the Board of Directors loses their status as a member In the cases of dismissal, removal or replacement by the General Meeting of Shareholders as stipulated in Article 160 of the Law on Enterprises.
- c. A member of the Board of Directors continues to exercise all rights and obligations until the General Meeting of Shareholders approves their dismissal, except for the right to attend and vote at Board meetings and the right to receive remuneration as a Board member upon the company being notified of the following circumstances:
- The member who with limited legal capacity; incapacitated people; people having difficulties controlling their behavior
  - The member is being facing criminal prosecution, kept in temporary detention, serving an imprisonment sentence, serving an administrative penalty in a correctional institution or rehabilitation center, has limited legal capacity or is incapacitated, is not able to control his/her own behaviors, is banned by the court from holding certain positions or doing certain works
  - The Board decides to accept the resignation of a Board member as provided in Article 9 of the Board of Directors' operating regulations.
- d. The appointment of members to the Board of Directors must be publicly announced in accordance with legal provisions regarding information disclosure in the stock market.
- e. Members of the Board of Directors are not required to be shareholders of the Company.

**Article 43. Standards and Conditions for Board of Directors' Members**

*(Based on the provisions of Clause 1, Clause 2, Article 155 of the Enterprise Law, Article 275 of the Government's Decree No. 155/2020/ND-CP)*

1. Members of the Board of Directors shall satisfy the standards and conditions specified in Clause 1 and Clause 2 Article 155 of the Law on Enterprises and the company's charter.
2. Chairman of the Board of Directors must not concurrently hold the position of Director/General Director of the same public company.
3. A Member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors or a member of the Members' Council of another company, but may only concurrently serve as a member of the Board of Directors or a member of the Members' Council at a maximum of 05 other companies.

**Article 44. Nomination and self-nomination of members of the Board of Directors**

*(Based on the provisions of Article 274 of the Government's Decree No. 155/2020/ND-CP; Clauses 1, 2, 3, 4, Article 25 of the Company's Charter)*

1. Shareholders or groups of shareholders holding at least 10% of the total outstanding shares are entitled to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the Company's Charter. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to 20% of the total voting shares are entitled to nominate one (01) candidate; from over 20% to 30%, they can nominate a maximum of two (02) candidates; from over 30% to 50%, they can nominate a maximum of three (03) candidates; from over 50% to 65%, they can nominate a maximum of four (04) candidates; and from over 65%, they can nominate a maximum of five (05) candidates. The nomination document must specify the name of the shareholder or group of shareholders, the number of each type of shares held by the shareholder or group at the time of nominating the candidates for the Board of Directors, along with relevant candidate information (candidate's profile) as stipulated in Article 25 of the Company's Charter.

The nomination of candidates for the General Meeting of Shareholders:

- In the event that a shareholder or a group of shareholders submits a written

proposal to nominate candidates for the Board of Directors at least fifteen (15) days before the opening of the General Meeting, the Board of Directors is responsible for considering the proposal and passing it within five (5) days from the date of receipt of the nomination proposal. They must also publish information related to the candidates at least ten (10) days prior to the date of the General Meeting. If there is a decision to reject a candidate, the Board must inform the proposing shareholder or group of shareholders in writing within five (5) days from the date of the Board's decision, clearly stating the reasons for the rejection.

- If a shareholder or group of shareholders makes a nomination less than 15 days before the opening of the General Meeting, the Board of Directors will send a notice regarding the timeline for reviewing the nomination documents to the shareholder or group of shareholders within three (3) days from the date of receiving the nomination. During this review period, the Board will publish candidate information as soon as it approves the nomination documents. If the Board does not have sufficient time to review as previously communicated, it will present the nomination information at the General Meeting.

The nomination of candidates through written shareholder opinions:

- The Board of Directors is responsible for announcing the Regulations for nominating candidates for the Board of Directors (including the application form and related information regarding nominations) as soon as the Board decides to conduct a written opinion poll on the elections.
- In the event that a Shareholder or a group of Shareholders submits a written proposal to nominate a candidate for the Board of Directors at least five (5) days before the Company is required to send ballots and accompanying documents to all voting Shareholders, the Board of Directors is responsible for considering and passing the proposal within five (5) days from the date of receipt. If a decision is made to reject the nominated candidate, the Board must notify the proposing Shareholder or group of Shareholders in writing within five (5) days from the date of the Board's decision, providing clear reasons for the rejection.
- If a Shareholder or group of Shareholders does not submit their nomination

within the minimum period of five (5) days, the Company must send ballots and accompanying documents to all voting Shareholders, and the Board of Directors will not accept the proposal for the candidate nomination, reporting this at the nearest General Meeting of Shareholders (if held).

2. In the case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the company's charter and administration regulations. This must be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.
3. In the case the number of candidates nominated by the incumbent Board of Directors, as specified in Clause 2 of this Article, is still insufficient, the Board of Directors shall declare that the number of candidates for the Board of Directors is inadequate no later than five (5) days before the opening of the General Meeting of Shareholders. The Board of Directors shall facilitate other shareholders to make nominations in accordance with the Company's Charter, Internal Regulations on Company Administration and Regulations on Operation of the Board of Directors. The incumbent Board of Directors' organization of additional nominations by other shareholders must be declared before the General Meeting of Shareholders votes to elect members to the Board of Directors as prescribed by law.

**Article 45. Method for Electing Members of the Board of Directors**

*(According to the provisions of Clause 3, Article 148 of the Enterprise Law and Clause 2, Article 21 of the Company Charter)*

1. The election of members of the Board of Directors shall be cumulative voting, which means a shareholder will a number of votes that is proportional to that shareholder's holding multiplied by (x) the number of members of the Board of Directors and a shareholder may use all or part of the votes for one or some candidates. Successful candidates shall be chosen according to the votes they receive in descending order until the number of members of the Board of Directors reaches the minimum number specified in the company's charter. In the case 02 or more candidates receive the same number of votes for the last member of the Board of Directors, these

candidates will undergo an additional election or be chosen according to the criteria specified in the election regulations or company's charter.

2. If the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of Board members may be conducted either through the cumulative voting method specified in Clause 3, Article 148 of the Enterprise Law or through a voting method (*affirmative votes, negative votes and abstentions*). The approval ratio for this voting method is carried out according to Clause 2, Article 21 of the Company Charter.

**Article 46. Cases of Dismissal, removal, replacement and addition of members of the Board of Directors**

*(According to Article 160 of the Enterprise Law)*

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors from office in the following cases:
  - a) He/she does not fully satisfy the requirements specified in Article 155 of this Law;
  - b) He/she hands in a resignation and is accepted;
  - c) Other cases prescribed by the company's charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
  - a) He/she fails to participate in activities of the Board of Directors for 06 consecutive months, except in force majeure events;
  - b) Other cases prescribed by the company's charter.
3. Where necessary, the General Meeting of Shareholders shall replace members of the Board of Directors; dismiss, remove members of the Board of Directors In the cases other than those specified in Clause 1 and Clause 2 of this Article.
4. The Board of Directors shall convene the General Meeting of Shareholders to elect additional members of Board of Directors in the following cases:
  - a) The number of members of the Board of Directors decreases by more than one third of the number specified in the company's charter. The Board of Directors shall convene the General Meeting of Shareholders within 60 days from that day;
  - b) Except the cases specified in Point a of this Clause, the nearest General Meeting of Shareholders shall elect new members to replace the dismissed, removed members.

**Article 47. Announcement of election, removal and dismissal of members of the Board of Directors;**

After the decision is made regarding the election, removal, dismissal of members of the Board of Directors, the company is responsible for publicly announcing this information internally within the company and to relevant authorities, through public media, and on the company's website in accordance with the procedures and regulations of current law.

**Article 48. How to nominate candidates for members of the Board of Directors;**

*(Based on the provisions of Article 274 of Decree No. 155/2020/ND-CP; Clause 1, Article 25 of the Company Charter)*

1. After candidates for members of the Board of Directors have been nominated as prescribed in Clause 1, Article 44 of this Regulation, the public company shall publish information about these candidates at least 10 days before the opening date of the General Meeting of Shareholders on the company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the company if he/she is given the position of member of the Board of Directors. Information about candidates includes:
  - a) Full name, date of birth;
  - b) Qualifications;
  - c) Work experience;
  - d) Other managerial positions (including positions in the Board of Directors of other companies);
  - e) dd) Interests relevant to the company and the company's related parties;
  - f) Other information (if any) specified in the company's charter.

The public company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).

**Article 49. Election, removal and dismissal of the Chairman of the Board of Directors.**

*(Based on the provisions of Article 29 of the Company Charter)*

1. The Board of Directors and Vice Chairman of the Board of Directors (if any) are elected, removed and dismissed from office by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors cannot concurrently serve as the General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a) Plan the activities of the Board of Directors;
  - b) Draw up agenda and prepare documents for meetings of the Board of Directors; convene and chair the meetings;
  - c) Organize the ratification of resolutions and decisions of the Board of Directors;
  - d) Supervise the implementation of resolutions and decisions of the Board of Directors;
  - e) The Chairperson of the General Meeting of Shareholders;
  - f) Other rights and obligations prescribed by Law and the company's charter.
4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed, removed the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal, removal notification.
5. In the case the Chairman of the Board of Directors is not present or not able to perform his tasks, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the company's charter. In the case no member is authorized or the Chairman is dead, missing, detained, serving an imprisonment sentence, serving an administrative penalty in a correctional institution or rehabilitation center, making a getaway; has limited legal capacity or is incapacitated, has difficulty controlling his/her behavior, is prohibited by the court from holding certain positions or doing certain works, one of the Board of Directors shall convene a meeting with the remaining members to elect one of them as the interim Chairman under the majority rule until a new decision is issued by the Board of Directors.

**SECTION 3: REMUNERATION, BONUSES, AND OTHER BENEFITS**  
**FOR MEMBERS OF THE BOARD OF DIRECTORS**

**Article 50. Remuneration, bonuses, and other benefits for members of the**

**Board of Directors**

*(Based on the provisions of Article 28 of the Company Charter)*

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors are entitled to receive remuneration and bonuses. Remuneration is calculated according to the number of working days required to fulfill the duties of each Board member and the daily rate of remuneration. The Board of Directors will determine the remuneration for each member based on consensus. The total remuneration and bonuses for the Board are decided by the General Meeting of Shareholders at the annual meeting.
3. Remuneration for each member of the Board of Directors is recorded as a business expense of the Company according to the regulations on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions or those working in committees of the Board or performing other tasks outside the usual responsibilities of a Board member may receive additional remuneration in the form of a lump sum payment, salary, commission, profit share, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors have the right to be reimbursed for all reasonable travel, accommodation, and related expenses they incur while performing their duties as Board members, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board.
6. Members of the Board of Directors may have liability insurance purchased by the Company, upon approval from the General Meeting of Shareholders. This insurance does not cover liabilities of Board members arising from violations of the law and the Company's charter.

**SECTION 4: THE PROCEDURES FOR HOLDING MEETINGS OF THE  
BOARD OF DIRECTORS**

**Article 51. Minimum number of meetings per month/quarter/year**

*(Based on the provisions of Article 157 of the Enterprise Law; Article 30 of the Company Charter)*

1. The Chairman of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days from the election of that Board of Directors. This meeting shall be convened and chaired by the member that received the highest number of votes. In the case more than one member received the same highest number of votes, one of them will be elected by the members under majority rule to convene the meeting of the Board of Directors.
2. Meetings of the Board of Directors shall be held at least quarterly and on an ad hoc basis.

**Article 52. Cases in which an ad hoc meeting of the Board of Directors must be convened;**

*(Based on the provisions of Article 157 of the Enterprise Law; Article 30 of the Company Charter)*

1. The Chairman of Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. It is requested by the Board of Supervisors;
  - b. It is requested by the General Director or at least 05 other executives;
  - c. It is requested by at least 02 members of the Board of Directors;
  - d. Other cases deemed necessary according to the Company Charter.
2. The request mentioned in Clause 1 of this Article shall be made in writing and specify the issues that need discussing and deciding within the jurisdiction of the Board of Directors.
3. The Chairman of the Board of Directors shall convene the meeting within 07 working days from the day on which the request mentioned in Clause 1 of this Article, and no later than three (03) working days before the meeting. The Board meeting must be held no more than ten (10) working days from the date the Company receives the request. Otherwise, he/she shall be responsible for the damage to the company and the requesting person is entitled to convene the meeting of the Board of Directors.

**Article 53. Announcement of the meeting of the Board of Directors and the Right to Attend meeting of Board of Supervisors members**

## ***Internal Regulations on Corporate Governance of CMID***

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*(Based on the provisions of Article 157 of the Enterprise Law; Article 30 of the Company Charter)*

1. The Chairman of the Board of Directors or the person that convenes the meeting shall send the invitations at least 03 working days before the meeting date. The invitation shall specify the meeting time, location, meeting format, agenda, issues to be discussed. The invitation shall be enclosed with meeting documents and votes.
2. The invitations can be sent physically, by phone, fax, electronically or by other methods prescribed by the company's charter to the registered mailing address of each member of the Board of Directors.
3. The Chairman of the Board of Directors or the person that convenes the meeting shall send the same invitations and documents to the Supervisors.
4. The Supervisors are entitled to participate in meetings of the Board of Directors and discuss but must not vote.

### **Article 54. Conditions for carrying out meetings of the Board of Directors**

*(Based on the provisions of Article 157 of the Enterprise Law; Article 30 of the company's charter)*

A meeting of the Board of Directors shall be conducted when it is participated in by at least three fourths (3/4) of the members. In the case a meeting cannot be conducted due to inadequate number of participants, the second meeting shall be convened within 07 days from the first meeting date and no later than three (03) working days before the meeting. The Board meeting must be held no more than ten (10) days from the date of the first meeting. The second meeting shall be conducted when it is participated in by more than 50% of the members.

### **Article 55. Voting method**

*(Based on Article 30 of the Company Charter)*

1. The Board of Directors approves resolutions and decisions through voting at meetings, soliciting opinions in writing, or other forms as specified in the Company Charter. It will be considered that a member participates in and votes at the meeting of the Board of Directors in the following cases:
  - a. Participate and vote at the meeting;
  - b. Authorizes another person to participate in the meeting and vote on their behalf according to the provisions in Article 57 of this Regulation;
  - c. Participate and vote at online meeting; e- voting or in other electronic forms;

- d. Send votes by mail, fax or email;
  - e. Send the deciding ballot by other means as prescribed by law (if any).
2. A vote is sent by post shall be put in a closed envelope and be delivered to the Chairman of the Board of Directors at least 01 hour before the opening time. Votes shall only be open in the presence of all participants.

**Article 56. Method for ratification of resolutions of the Board of Directors**

*(Based on Article 30 of the Company Charter)*

A resolution or decision of the Board of Directors is considered approved if it receives the support of a majority (more than half) of the members present at the meeting; in the case of a tie, the final decision rests with the opinion of the Chair of the Board.

It is important to note that a member of the Board may not vote on transactions that provide benefits to themselves or their related parties, as stipulated by the Enterprise Law and Article 43 of the Company Charter.

**Article 57. Authorization of other persons to participate in meetings of the Board of Directors**

*(Based on Article 30 of the Company Charter)*

The members shall participate in all meetings of the Board of Directors. A member may authorize another Board member or a non-member (if approved by a majority of Board members) to attend meetings and vote on their behalf.

**Article 58. Preparation of the minutes of meeting of the Board of Directors**

*(Based on the provisions of Article 158 of the Enterprise Law)*

The minutes of all meetings of the Board of Directors shall be taken. Audio recordings and other electronic forms are optional. The minutes shall be written in Vietnamese language, may be translated into foreign languages, and shall contain the following information:

- a) The company's name, EID number, headquarter address;
- b) Time and location of the meeting;
- c) Purposes and agenda of the meeting;

- d) Full names of participating members and the persons authorized to participate in the meeting and how they participate; full names of non-participating members and their excuses;
- e) The issues to be discussed and voted on at the meeting;
- f) Summary of comments of each participating member in chronological order;
- g) Voting result, the members that cast affirmative votes, negative votes and abstentions;
- h) Ratified decisions and corresponding ratio of affirmative votes;
- i) Full names, signatures of the chair and the minute taker, except the case in Article 59 of these regulations.

The minutes and meeting documents shall be retained at the company's headquarters.

The Vietnamese and foreign language copies of the minutes have the same legal value. In the case of any discrepancy between them, the Vietnamese copy shall prevail.

The chairman, the minute taker and the persons who sign the minutes shall be responsible for its accuracy and truthfulness.

**Article 59. Cases in which the chair and/or secretary refuse to sign minutes of meetings of the Board of Directors**

*(Based on the provisions of Article 158 of the Enterprise Law)*

In the case the chair and the minute take refuse to sign the minutes, they will be effective if they are signed by all of the other members of the Board of Directors and contain all the information prescribed in Points a, b, c, d, e, g and h of Article 58 of these regulations, then the minutes shall be valid.

**Article 60. Announcement of resolutions and decisions of the Board of Directors**

After issuing a Resolution/Decision of the Board of Directors, the Company is responsible for publicly announcing this information internally within the company and to relevant authorities, through public media, and on the Company's website in accordance with the procedures and regulations of current law.

**SECTION 5: SUB-COMMITTEES OF THE BOARD OF DIRECTORS**

**Article 61. Sub-committees of the Board of Directors**

*(Based on Article 31 of the Company's Charter)*

1. Where necessary, the Board of Directors may establish subcommittees to oversee development policies, personnel, compensation, internal audits, and risk management. The number of subcommittee members shall be determined by the Board of Directors, with a minimum of 02 members, including a member of the Board of Directors and an external member. Non-executive members of the Board of Directors must hold a majority in the subcommittee, and one of these members shall be appointed as the Head of the Subcommittee by the decision of the Board of Directors. The subcommittee's operations must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only effective with a majority of members present and voting at the subcommittee meeting.
2. The implementation of decisions from the Board of Directors or the subcommittee must align with current legal regulations and the provisions of the Company's Charter and internal governance regulations.

**SECTION 6: REGULATIONS ON SELECTION, DESIGNATION, REMOVAL AND DISMISSAL OF THE PERSON IN CHARGE OF COMPANY ADMINISTRATION**

**Article 62. Standards of the Person in charge of Company Administration**

*(Based on Article 281 of Decree 155/2020/ND-CP, Clause 2 of Article 32 of the Company Charter)*

The Person in charge of Company Administration must not concurrently work for the accredited audit organization that is auditing the company's financial statements.

**Article 63. Designation of Person in charge of Company Administration**

*(Based on Article 281 of Decree 155/2020/ND-CP, Clause 1 of Article 32 of the Company Charter)*

The Board of Directors of the public company shall appoint at least 01 person in charge of company administration, who will assist in administration works and may concurrently hold the position of the company's secretary as prescribed in Clause 5 Article 156 of the Enterprise Law.

**Article 64. Cases of Removal and Dismissal of the Person in charge of Company Administration**

1. The Board of Directors may remove or dismiss the person in charge of corporate administration as needed, provided it complies with existing labor laws.
2. The person in charge of corporate administration may be removed by resolution of the General Meeting of Shareholders.

**Article 65. Announcement of the designation, Removal and dismissal of the Person in charge of Company Administration**

After the decision to appoint, remove and dismiss the Person in charge of Company Administration, the Company is responsible for publicly announcing this information internally within the company and to relevant authorities, through public media, and on the Company's website in accordance with the procedures and regulations of current law.

**Article 66. Rights and obligations of the Person in charge of Company Administration**

*(Based on Clause 3, Article 32 of the Company Charter)*

The person in charge of company administration has the following rights and obligations:

- a) Provide consultancy for the Board of Directors in organizing the General Meeting of Shareholders and performance of relevant tasks between the company and its shareholders;
- b) Prepare for meetings of the Board of Directors, the Board of Supervisors and the GMS as requested by the Board of Directors or the Board of Supervisors;
- c) Provide consultancy on meeting procedures;
- d) Participate in the meetings;
- e) Provide consultancy on procedures for lawful issuance of resolutions of the Board of Directors
- f) Provide financial information, minutes of meetings of the Board of Directors and other information for members of the Board of Directors and the Board of Supervisors;
- g) Supervise and report to the Board of Directors on the company's information disclosure;
- h) Assist in contact between parties with relevant interests;

- i) Protect confidentiality of in accordance with regulations of law and the company's charter;
- j) Other rights and obligations prescribed by law.

## **Chapter IV: THE MEMBERS OF THE BOARD OF SUPERVISORS**

### **SECTION 1: GENERAL PROVISIONS**

#### **Article 67. Roles, rights and obligations of the Board of Supervisors, responsibilities of members thereof.**

*(Based on Article 287, Article 288 of Decree No. 155/2020/ND-CP)*

1. Members of the Board of Supervisors have all the rights specified in the Law on Enterprises, relevant laws and the company's charter, regulations on operation of the Board of Supervisors including the right to be provided with information and documents about company's operation. Members of the Board of Directors, the General Director and other executives of the enterprise shall fully and promptly provide information as requested by members of the Board of Supervisors.

2. Members of the Board of Supervisors shall comply with regulations of law, the company's charter, regulations on operation of the Board of Supervisors and professional ethics in performance of their duties.

3. In addition to the rights and obligations in Article 170 of the Law on Enterprises and the company's charter, the Board of Supervisors also has the following rights and obligations:

a. Submit and request the GMS to approve the list of accredited audit organizations, which will audit the company's financial statements; choose the accredited audit organization that audits the company's operation; discharge accredited auditors where necessary.

b. Take responsibility to the shareholders for the supervision tasks performed by the Board of Supervisors.

c. Supervise the company's finance, lawfulness of operation of members of the Board of Directors, the General Director and other executive officers.

d. Cooperate with the members of the Board of Directors, the General Director and shareholders.

e. Send a written notice to the members of the Board of Directors within 48

hours after discovery of violations against the law or the company's charter by a member of the members of the Board of Directors, General Director or another executive of the company, and request the violator to stop committing the violations and take remedial measures.

f. Formulate operating regulations of the Board of Supervisors and submit them to the GMS for ratification.

g. Submit reports to the GMS in accordance with Article 290 of Decree 155/2020/ND-CP.

4. The Board of Supervisors is responsible for receiving requests to look up books and records of common shareholders as prescribed in Clause 1, Article 45 of the Company's Charter and implementing requests to provide information as requested to the Board of Directors, General Director or other managers. The process for requesting information is specified in the Appendix to this Regulation. The person provided with information is responsible for keeping the information provided confidential and using it for the right purpose for the assigned work.

## **SECTION 2: REGULATIONS ON TERM OF OFFICE, QUANTITY, COMPOSITION, STRUCTURE OF MEMBERS OF THE BOARD OF SUPERVISORS**

### **Article 68. Term of office, quantity, composition and structure of members of the Board of Supervisors**

*(Based on the provisions of Article 168 of the Enterprise Law, Clause 1 of Article 38, and Article 39 of the Company Charter)*

1. The Board of Supervisors of a public company has 03 members.

2. The term of office of members of the Board of Supervisors shall not exceed 05 years without term limit.

3. Members of the Board of Supervisors are not necessarily shareholders of the Company.

4. The head of the Board of Supervisors shall be elected by the Board of Supervisors among the members. The head of the Board of Supervisors shall be elected and dismissed under the majority rule. Rights and obligations of The head of the Board of Supervisors shall be specified in the company's charter. More than

half of the Board of Supervisors shall have permanent residences in Vietnam. The head of the Board of Supervisors shall have a bachelor's degree in economics, finance, accounting, audit, law, business administration or a major that is relevant to the enterprise's business operation, unless higher standards are prescribed in the company's charter.

5. In the case the term of office of all members of Board of Supervisors expires before an election can be carried out, the existing members of Board of Supervisors shall keep performing until Board of Supervisors are elected and take over the job.

**Article 69. Requirements to be satisfied by members of the Board of Supervisors.**

*(Based on the provisions of Article 169 of the Enterprise Law, Clause 2 of Article 38 of the Company Charter)*

1. A members of the Board of Supervisors shall satisfy the following standards and requirements:

a. He/she is not in one of the persons specified in Clause 2 Article 17 of Law on Enterprises;

b. His/her major is economics, finance, accounting, audit, law, business administration or a major that is relevant to the enterprise's business operation;

c. He/she is not a relative of any of the members of the Members of the Board of Directors, General Director and other executives;

d. He/she is not the company's executive, is not necessarily a shareholder or employee of the company unless otherwise prescribed by the company's charter;

e. He/she is not work in the company's accounting or finance department;

f. He/she is not a member of employee of the accredited audit organization that is auditing the company's financial statements over the last 03 years;

g. Other requirements specified in provisions of relevant laws.

2. In addition to the standards and requirements specified in Clause 1 of this Article, members of the Board of Supervisors ensure all the conditions and regulations in Clause 02, Article 169 of the Enterprise Law.

3. The head of the Board of Supervisors shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or

another major that is relevant to the enterprise's operation, unless higher qualifications are required by the company's charter.

**Article 70. Nomination and self-nomination of members of the Board of Supervisors.**

*(Pursuant to the provisions of Article 285 of Decree No. 155/2020/ND-CP; Article 37 of the company charter)*

1. The nomination and candidacy of members of the Board of Supervisors shall be conducted in accordance with the provisions of Clause 1, Article 25 of the Company Charter and Clause 1, Article 44 of this Regulation. Shareholders or groups of shareholders holding from 10% to less than 30% of the total voting shares are entitled to nominate a maximum of one (01) candidate; those holding from 30% to less than 50% may nominate a maximum of two (02) candidates; and those holding 50% or more may nominate a maximum of three (03) candidates.

2. In the event that the number of candidates for the Board of Supervisors through nominations and candidacies as stipulated in Clause 5, Article 115 of the Enterprise Law is insufficient, the incumbent Board of Supervisors may nominate additional candidates in accordance with the provisions of the Company Charter, the internal governance regulations of the Company, and the operational regulations of the Board of Supervisors. The additional nominations by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

3. If the number of candidates nominated additionally by the incumbent Board of Supervisors under Clause 2 of this Article is still insufficient, the Board of Supervisors shall announce information regarding the insufficient number of candidates for the Board of Supervisors no later than five (05) days before the opening of the General Meeting of Shareholders. The incumbent Board of Supervisors shall organize for other shareholders to nominate candidates in accordance with the provisions of the Company Charter, the internal governance regulations of the Company, and the operational regulations of the Board of Supervisors. The organization by the incumbent Board of Supervisors for other shareholders to nominate additional candidates must be clearly announced before

the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

**Article 71. Method for election, dismissal and discharge of members of the Board of Supervisors.**

*(Based on the provisions of Clause 3, Article 148 of the Enterprise Law No. 59/2020/QH14, Clause 2, Article 21 of the Company Charter)*

1. The election of members of the Board of Supervisors shall be cumulative voting, which means a share holder will a number of votes that is proportional to that shareholder's holding multiplied by (x) the number of members of the Board of Supervisors and a shareholder may use all or part of the votes for one or some candidates. Successful candidates shall be chosen according to the votes they receive in descending order until the number of members of the Board of Supervisors reaches the minimum number specified in the company's charter. In the case 02 or more candidates receive the same number of votes for the last members of the Board of Supervisors, these candidates will undergo an additional election or be chosen according to the criteria specified in the election regulations or company's charter.

2. If the number of candidates is less than or equal to the number of members of the Board of Supervisors to be elected, the election of members of the Board of Supervisors may be conducted by cumulative voting as stipulated in Clause 3, Article 148 of the Enterprise Law, or by means of voting (in favor, against, or abstaining). The voting ratio for approval through the voting method shall be carried out in accordance with Clause 2, Article 21 of the company's charter.

**Article 72. Cases of dismissal, discharge of members of the Board of Supervisors.**

*(Based on the provisions of Article 174 of the Enterprise Law)*

1. The GMS shall dismiss a members of the Board of Supervisors from office in the following cases:

- a. He/she does not fully satisfy the standards and requirements specified in Article 169 of this Law;
- b. He/she hands in a resignation and is accepted;
- c. Other cases specified in the charter.

2. The GMS shall dismiss any members of the supervisory in the following cases:

- a. He/she fails to perform his/her duties;
- b. He/she fails to perform his/her rights and obligations for 06 consecutive months, except in force majeure events;
- c. He/she commits multiple, serious violations of any members of the supervisory's duties prescribed by this Law and the charter;
- d. Other cases specified in resolutions of the GMS.

3. The members of the Board of Supervisors shall continue to exercise all rights and obligations until the General Meeting of Shareholders approves the dismissal of the Board of Supervisors member, except for the right to attend and vote at Board of Supervisors meetings and the right to receive remuneration, immediately upon the Company receiving notification of the following circumstances:

- The members of the Board of Supervisors is restricted in their civil capacity, has lost their civil capacity, or has difficulties in perception and self-control.
- The members of the Board of Supervisors is under criminal investigation, is in custody, is serving a prison sentence, is undergoing administrative penalties at a compulsory rehabilitation facility, a compulsory education facility, or is prohibited by the Court from holding a position, practicing a profession, or performing certain jobs.
- The Board of Supervisors has made a decision to accept the resignation of members of the Board of Supervisors, in accordance with the provisions of Article 9 of the Operational Regulations of the Board of Directors.

**Article 73. Announcement of election, dismissal and discharge of members of the Board of Supervisors.**

After the decision to elect, dismiss, or remove the Inspector is made, the Company is responsible for announcing this information internally within the Company and to relevant authorities, through public media, and on the Company's website in accordance with the procedures and regulations of current law.

**Article 74. Salaries and other benefits of members of the Board of Supervisors.**

*(Based on the provisions of Article 172 of the Enterprise Law)*

1. The Members of the Board of Supervisors shall receive salaries, remunerations, bonuses and other benefits under the decision of the GMS. The GMS shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Board of Supervisors.

2. The Members of the the Board of Supervisors shall the reasonable costs of accommodation, travel and independent counseling services reimbursed. The total costs must not exceed the annual budget of the Board of Supervisors which has been approved by the GMS, unless otherwise decided by the GMS.

3. Salaries and operating costs of the Board of Supervisors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement.

## **Chapter V: GENERAL DIRECTOR**

### **Article 75. Roles, responsibilities, rights and obligations of the General Director.**

*(Based on the provisions of Clauses 2 and 4, Article 35 of the Company Charter)*

1. The General Director manages the day-to-day business operations of the Company; is supervised by the Board of Directors, and is responsible to the Board of Directors and before the law for the exercise of his or her delegated powers and the performance of his or her delegated obligations.

2. The General Director has the following rights and obligations:

a. Decide on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors and the Chairman of the Board of Directors;

b. Implement the resolutions and decisions of the Board of Directors and the Chairman of the Board of Directors;

c. Organize the implementation of the Company's business plans and investment proposals;

d. Propose the organizational structure and internal management regulations of the Company;

e. Recruit, assign, dismiss, reward, and discipline employees, except for management positions under the authority of the Board of Directors and the Chairman of the Board of Directors;

f. Decide on salaries, bonuses, and other benefits for employees in the Company, except for management positions under the authority of the Board of Directors and the Chairman of the Board of Directors;

g. Propose plans for dividend payments or handling business losses;

h. The General Director is responsible to the Board of Directors and before the law for the exercise of his or her delegated powers and the performance of his or her delegated obligations.

i. Other rights and obligations as prescribed by law, the Company's Charter, internal regulations on corporate governance, and according to the resolutions and decisions of the Board of Directors, decisions of the Chairman of the Board of Directors, and the employment contract signed with the Company.

**Article 76. Term of office of, requirements to be satisfied by the General Director.**

*(Based on the provisions in Clause 5, Article 162 of the Enterprise Law; Clause 3, Article 35 of the Company Charter)*

The term of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The General Director must meet the following standards and conditions:

a. He/she is not one of the persons specified in Clause 2 Article 17 of the Enterprise Law;

b. He/she is not a relative of any of the executives, Supervisors of the company and the parent company; the representatives of state investments and the enterprise' investment in the company and the parent company;

c. He/she has professional qualifications and experience of business administration.

**Article 77. Nomination, self-nomination of the General Director.**

Members of the Board of Directors and the Executive Board have the right to nominate candidates for the position of General Director in accordance with the standards and conditions specified in Article 76 of this Regulation and to present

them to the Board for consideration when the Company needs to seek a General Director.

**Article 78. Appointment, dismissal, signing contracts, and termination of contracts for the General Director.**

*(Based on Clause 1, Clause 5 of Article 35 of the company charter)*

The Board of Directors shall designate one of its members or hire a person as the General Director.

The Board of Directors may dismiss the General Director when a majority of the voting members present at the meeting agree and appoint a new General Director as a replacement.

The Board of Directors has the authority to sign/terminate contracts and decide on the terms of employment contracts as stipulated in Point i, Clause 2, Article 27 and Article 35 of the company's charter.

**Article 79. Announcement of designation, dismissal, conclusion and termination of the contract with the General Director.**

After the decision to elect, dismiss, or remove the General Director is made, the Company is responsible for announcing this information internally within the Company and to relevant authorities, through public media, and on the Company's website in accordance with the procedures and regulations of current law.

**Article 80. Salary and other benefits of the General Director.**

*(Based on Clause 3, Clause 4 of Article 34 of the company charter)*

1. The General Director's salary and bonuses shall be decided by the Board of Directors.

2. Salaries of members of the General Director and other executives shall be recorded as the company's expenses in accordance with regulations of law on corporate income tax in a separate section of the company's consolidated financial statement and shall be reported at the annual GMS.

**Chapter VI: OTHER ACTIVITIES**

**SECTION 1: REGULATIONS ON COOPERATION BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS AND THE GENERAL DIRECTOR INCLUDE:**

**Article 81. Procedures for convening, announcing meetings, taking minutes, announcing results of meetings between the Board of Directors, the Board of Supervisors and the General Director**

Procedures for convening, announcing meetings, taking minutes, announcing results of meetings between the Board of Directors, the Board of Supervisors and the General Director are carried out according to the procedures and sequence for convening Board of Directors meetings as stipulated in Section 4, Chapter 3 of this Regulation.

**Article 82. Notification of resolutions and decisions of the Board of Directors to the Board of Supervisors**

*(Based on the provisions in Clause 1, Article 171 of the Law on Enterprise)*

The resolutions/decisions and minutes of the Board of Directors meetings, after being issued, must be sent to the Supervisors at the same time and by the same means as those for the members of the Board of Directors.

**Article 83. Notification of resolutions and decisions of the Board of Directors to the General Director**

The resolutions/decisions of the Board of Directors (regarding the responsibilities, entitlements and obligations of the General Director) after being issued must be sent to the General Director at the same time and by the same means as those for the members of the Board of Directors.

**Article 84. Cases in which the General Director and the Board of Supervisors demand a meeting of the Board of Directors be convened, and issues that need consultation with the Board of Directors**

*(Based on the provisions in Point h, Clause 3, Article 162 of the Law on Enterprise, Article 288 of the Government's Decree No. 155/2020/ND-CP, Clause 4, Article 35, Article 40 of the Company Charter)*

1. Cases to propose convening a meeting of the Board of Directors:

a. The Board of Supervisors may propose to convene a meeting of the Board of Directors in the following cases:

- Upon the request of shareholders/group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprise.

- When it is deemed that the rights to access information and documents related to the company's operations by the Supervisors have not been fulfilled according to current laws and the Company Charter.

- When acts of violating laws or the Company Charter by members of the Board of Directors, the General Director, and other executives of the business are discovered after having made a written notification to the Board of Directors as stipulated in Clause 5, Article 40 of the Company Charter but the violators have not rectified their violations or taken adequate remedial measures.

b. The General Director may propose to convene a meeting of the Board of Directors in the following cases:

- When it is deemed that the rights of the General Director as stipulated in Article 35 of the Company Charter are not being exercised.

- When acts of violating laws or the Company Charter by other executives of the business are discovered after having made a written notification to the Board of Directors but the violators have not rectified their violations or taken adequate remedial measures.

2. Issues that the General Director needs to consult with the Board of Directors:

a. Propose to the Board of Directors regarding organizational structure, internal management regulations of the Company;

b. Propose measures to enhance the operations and management of the Company;

c. The General Director reports annually to the Board of Directors on issues related to employees and executives;

d. The General Director reports annually to the Board of Directors on issues related to the Company's relationships with trade unions according to the best standards, practices, and management policies, as well as the provisions outlined in this Charter, the Company's regulations, and current laws;

e. Consult the Board of Directors regarding the audited financial statements (including the balance sheet, income statement, and projected cash flow statement) for each financial year that must be submitted for approval by the Board of Directors;

f. Propose plans for dividend distribution or settlement of business losses;

g. Consult the Board of Directors to approve detailed business plans for the next financial year;

h. Other contents that are deemed in the Company's interest.

3. Issues the General Director needs to consult the Chairman of the Board of Directors: When addressing issues or implementing decisions within the jurisdiction of the Chairman of the Board of Directors.

**Article 85. Reports of the General Director to the Board of Directors on the implementation of assigned tasks and entitlements**

*(Based on the provisions in Appendix IV of Circular No. 96/2020/TT-BTC, Clause 4, Article 35 of the Company Charter)*

1. Report on the implementation of the resolutions of the Board of Directors and the General Meeting of Shareholders, business plans, and investment plans of the Company that have been approved by the Board of Directors and the General Meeting of Shareholders;

2. Periodically every quarter and annually report assessments of the Company's financial situation and operating performance;

3. Report on improvements in organizational structure, policies, management;

4. Report annually on the implementation of obligations towards the environment, community, and employees;

5. Report on the implementation of other contents authorized by the Board of Directors and the General Meeting of Shareholders;

6. Report on other issues as required by the Board of Directors.

**Article 86. Review the implementation of resolutions and other authorized issues from the Board of Directors to the General Director.**

Based on the report of the General Director regarding the performance of the assigned tasks and entitlements stipulated in Article 75 of this Regulation, the Board of Directors will conduct a review of the results of implementing resolutions and other authorized issues from the Board of Directors with the General Director.

**Article 87. Issues that the General Director must report, provide information, and the method of notification to the Board of Directors and Board of Supervisors**

*(Based on the provisions of Clause 3, Article 291 of the Government's Decree No. 155/2020/ND-CP, Article 35, Clause 3, Article 43, Article 45 of the Company Charter)*

1. Issues that the General Director must report, provide information, and the method of notification to the Board of Directors:

- a. The contents as per Article 84 of this Regulation;
- b. The General Director is obliged to inform the Board of Directors of transactions between the company, subsidiaries, and other companies controlled by the Company over 50% of charter capital with them or with their related persons as prescribed by law.
- c. Other contents that require opinions or reports to the Board of Directors must be submitted at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days.
- d. For contracts and transactions as provided in Clause 1, Article 167 of the Law on Enterprise, with a value less than 35% of the company's total assets according to the latest financial statement (or a smaller ratio or value specified in the company's charter), the person that signs the contract or conducts the transaction on behalf of the company shall send a notification to the members of the Board of Directors and Supervisors of the related persons together with the draft contract or transaction summary. The Board of Directors shall decide whether to approve the contract or transaction within 15 days from the day on which the notification is received unless a different deadline is specified in the company's charter. Members of the Board of Directors that are related to the parties to the contract or transaction must not vote.

2. Issues that the General Director must report, provide information, and the method of notification to the Board of Supervisors:

- a. Reports from the General Director presented to the Board of Directors or other documents issued by the company must be sent to the Supervisors at the same time and by the same method as to the members of the Board of Directors.
- b. The General Director and other executives must provide complete, accurate, and timely information and documents related to the

management, operation, and business activities of the company as required by the Supervisors or the Board of Supervisors, except for information related to the company's business secrets.

- c. The method of notification to the the Board of Supervisors is the same as that for the Board of Directors.

**Article 88. Coordination of control, management, and supervision activities among members of the Board of Directors, the Supervisors, and the General Director according to their specific tasks**

1. Coordination between the Board of Supervisors and Board of Directors:

The Board of Supervisors has the role of supervising, coordinating, consulting, and providing complete, timely, and accurate information. Specifically:

- a. Regularly inform the Board of Directors of operational results, consult the Board of Director's opinions before presenting reports, conclusions, and recommendations to the General Meeting of Shareholders.

- b. In meetings of the Board of Supervisors, the Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the accredited audit organization to attend and answer questions that need clarification.

- c. Periodic and unexpected inspections by the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the conclusion date) sent to the Board of Directors to provide additional bases to assist the Board of Directors in managing the Company. Depending on the level and results of the inspection, the Board of Supervisors must discuss and reach an agreement with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In the case of disagreement, an authorized opinion can be recorded in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders.

- d. If the Board of Supervisors detects any violations of the law or breaches of the Company Charter by members of the Board of Directors, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, requiring the violator to stop committing the violations and take remedial measures.

e. Supervisors are obligated to inform the Board of Directors of transactions between the Company, subsidiaries, and other companies controlled by the Company over 50% of charter capital with them or with their related persons as prescribed by law.

f. For recommendations concerning the operational and financial situation of the Company, the Board of Supervisors must send a written document along with related materials at least fifteen (15) days prior to the intended response date.

g. Recommendations to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days.

h. The Board of Directors facilitate the Board of Supervisors in exercising its rights and obligations.

2. Coordination between Board of Supervisors and the General Director:

The Board of Supervisors has the function of checking and supervising.

a. In meetings of the Board of Supervisors, the Board of Supervisors has the right to request the General Director (simultaneously requesting members of the Board of Directors, the General Director, and representatives of the accredited audit organization) to attend and respond to issues that need clarification regarding matters of interest to the Supervisors.

b. Periodic and unexpected inspections by the Board of Supervisors must have conclusions in writing (no later than fifteen (15) days from the conclusion date) sent to the General Director to provide additional bases to assist the General Director in managing the Company. Depending on the level and results of the inspection, the Board of Supervisors must discuss and reach an agreement with the General Director before reporting to the General Meeting of Shareholders. In the case of disagreement, an authorized opinion can be recorded in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders.

c. Supervisors have the right to request the General Director to facilitate access to documents and materials related to the Company's business activities (excluding information classified as business secrets of the company) at the headquarters or the location of document storage, for the purpose of implementing the assigned tasks of the members of the Board of Supervisors if approved by the

Board of Supervisors. The process for information requests is regulated in the Appendix of this Regulation. The recipient of the information is responsible for maintaining the confidentiality of the information provided and using it for the intended business purpose.

d. Requests for management and operational information, business situation reports, and financial statement must be sent to the Company at least forty-eight (48) working hours before the intended response time. The Board of Supervisors is not allowed to use unpublished information from the company or disclose it to others for related transactions.

e. Recommendations regarding measures to amend, supplement, and improve the management structure, supervision, and operation of the company's business activities by the Board of Supervisors must be sent to the General Director at least seven (07) working days prior to the intended response date.

f. The General Director facilitate the Board of Supervisors in exercising its rights and obligations.

3. Coordination between the General Director and the Board of Directors: The General Director represents the operation of the Company, ensuring continuous and effective functioning.

a. When there are proposals regarding the organizational structure or internal management regulations of the company, the General Director must send them to the Board of Directors as early as possible, but no less than seven (07) days before the date when those matters need to be decided.

b. The General Director report annually to the Board of Directors on issues related to employees and executives.

c. The General Director report annually to the Board of Directors on issues regarding the company's relations with trade union organizations in accordance with standards, practices, and best governance policies, along with practices and policies specified in this Charter, company regulations, and current law.

d. The General Director is obligated to notify the Board of Directors of transactions between the Company, subsidiaries, and other companies controlled by the Company with over 50% of charter capital, with them or with their related persons as prescribed by law.

e. Any other matters requiring opinions as specified in Clause 2, Article 84 of

this Regulation must be sent to the Board of Directors at least seven (07) working days before the intended response date from the Board of Directors.

**SECTION 2: REGULATIONS ON ANNUAL ASSESSMENT OF REWARDS AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER COMPANY EXECUTIVES**

**Article 89. Regulations on performance assessment of Board of Directors members, Supervisors, General Director and other executives**

1. The Board of Directors is responsible for developing performance evaluation standards for all members of the Board of Directors, the General Director and other executives.

2. Performance evaluation standards must harmonize the interests of business executives with the long-term interests of the Company and shareholders. The financial and non-financial indicators used in the evaluation are carefully considered and decided by the Board of Directors at each time. In particular, non-financial indicators can be mentioned as: interests of related parties, operational efficiency, progress and improvements achieved, etc.

3. Annually, based on the assigned functions, tasks and established evaluation criteria/achieved results, the Board of Directors organizes the evaluation of the performance of Board members.

4. The evaluation of the performance of the Supervisors is organized and implemented according to the method mentioned in the organizational structure and operation of the Board of Supervisors.

5. The evaluation of the performance of other executives is according to internal regulations or can be based on the self-evaluation of the performance of these executives.

**Article 90. Rewards**

1. The Board of Directors or Compensation and Benefit Committee (if any) shall be responsible for setting up the reward system. Rewards shall be based on results of assessment activities according to Article 89 of this Regulation.

2. Methods of reward are: money, stock (Employment Stock Ownership Plan)

or the others decided by the Board of Directors or Compensation and Benefit Committee. The General Director shall plan the methods of reward and get approval from the Board of Directors or the General Meeting of Shareholders when beyond the authority of the Board of Directors.

3. The reward regime for members of the Board of Directors and Supervisors shall be decided by the General Meeting of Shareholders.

4. The source of funds to reward the company's executives is drawn from the Company's Bonus and Welfare Fund, and other legal sources. The reward level is based on the actual annual business results, proposed by the General Director, approved by the Board of Directors, or submitted to the General Meeting of Shareholders for approval. In the case of exceeding authority.

### **Article 91. Discipline**

1. The Board of Directors is responsible for establishing disciplinary measures based on the nature and severity of the violation. The highest disciplinary measure is dismissal or demotion.

2. Members of the Board of Directors, Supervisors, and company executives who do not fulfill their duties with honesty, diligence, and prudence as required shall be personally responsible for any damage they cause.

3. Members of the Board of Directors, Supervisors, and business executives who violate the law or the Company's regulations while performing their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative sanctions, or criminal prosecution in accordance with the law and the Company's Charter. In the event that members of the Board of Directors, Supervisors, or business executives cause damage to the interests of the Company, shareholders, or others, they shall be required to compensate in accordance with the law.

## **Chapter VII: REGULATION AMENDMENT**

### **Article 92. Regulation supplement and amendment**

1. Supplements or amendments to this Regulation must be considered and approved by the Company's General Meeting of Shareholders.

2. In the case regulations of law that are relevant to the Company's operation are not mentioned in this Regulation or new regulations of law contradict the

contents of this Regulation, the regulations of law shall be applied to regulate the Company's operation.

**Chapter VIII: EFFECTIVE DATE**

**Article 93. Effective date**

1. This Charter consists of 08 Chapters and 93 Articles, which were unanimously approved by the General Meeting of Shareholders of Ho Chi Minh City Construction Material & Interior Decoration Joint Stock Company - CMID on 09 June 2026, and all parties agreed to the full effectiveness of these regulations.

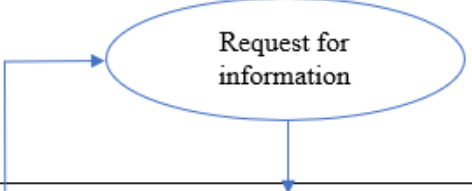
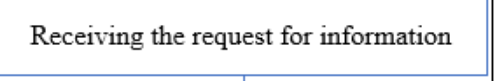
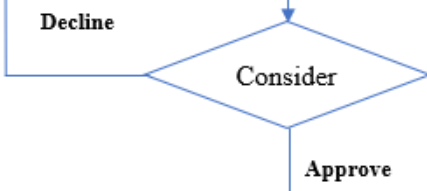
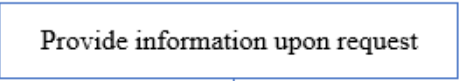
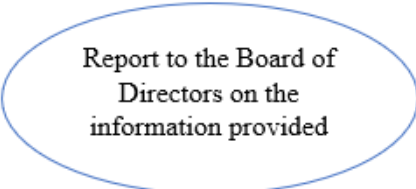
2. This is the only and official Internal Regulations on Corporate Governance.

3. Copies and extracts of this Regulation shall be effective when they bear the signature of the Chairman of the Board of Directors or the General Director.

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

**TRUONG MINH TUYEN**

# INFORMATION PROVISION PROCESS

Order of implementation	Flowchart	Performer	Instructions/Templates
Step 1		<ul style="list-style-type: none"> <li>- Shareholder or group of shareholders (1)</li> <li>- Board of Supervisors(2)</li> <li>- Board member (3)</li> <li>- Board of Supervisors member (4)</li> <li>- Executive (5)</li> </ul>	<ul style="list-style-type: none"> <li>- Request for information in writing (Form 01).</li> <li>- In case a representative authorized by the shareholder or group of shareholders requests information, the original or notarized copy of the authorization letter must be attached as per legal regulations.</li> </ul>
Step 2		Company	
Step 3		Board of Directors	<ul style="list-style-type: none"> <li>- The maximum review time is 10 working days from when the request for information is received.</li> <li>- The time to respond to a refusal of the request for information is a maximum of 2 working days from when the Board of Directors decides to deny the request.</li> </ul>
Step 4		Manager	<ul style="list-style-type: none"> <li>- The time for the manager to provide information is a maximum of 7 working days from when the Board of Directors agrees to provide the information.</li> <li>- Information is to be provided at the company's headquarters/ representative office/ branch.</li> <li>- Any costs incurred for document copying (if any) from providing the information will be borne by the requester for information.</li> </ul>
Step 5		Manager	

(1) Shareholder or group of shareholders: according to the provisions in Article 12, Article 45 of the Company Charter.

(2) Board of Supervisors: according to the provisions in Article 40 of the Company Charter.

(3), (4), (5) Members of the Board of Directors, Members of the Board of Supervisors, Executives: according to the provisions in Article 45 of the Company Charter.

**FORM 01**  
**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

**DOCUMENT REQUEST FOR INFORMATION**

**Dear: Joint Stock Company .....**

**I. INFORMATION OF THE PERSON REQUESTING TO PROVIDE INFORMATION:**

1. Proposer :... ..

Legal representative (*For institutional shareholders* ) :... ..

2. Subjects requesting information provision:

☐ Shareholder/shareholder group

☐ Board of Directors

☐ Board Member

☐ Board of Supervisors

☐ Operator

3. Contact address/Head office: .....

4. Nationality:

.....

5. ID card/Passport/Business registration number: .....Date of issue : .....

Place of issue : .....

6. Contact phone number :... ..Email:

.....

7. Number of shares owned/Representative ownership :... ..shares, as of date

.....

**II. CONTENT OF REQUEST FOR INFORMATION PROVISION:**

Purpose of requesting information: .....

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Hereby, I/We request the Company to provide the following information:.....

.....

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.....

I/We commit to the following contents:

- Keep confidential the information provided by the Company according to the provisions of the Company Charter and the law;
- Only use the information provided to properly perform the assigned work/ protect your legitimate rights and interests ;
- Do not distribute or copy or send information provided by the Company to other organizations or individuals in accordance with the law;
- Pay in full any costs incurred in copying records (if any) from providing this information;
- Take full responsibility before the law in case of using information for the wrong purpose .

Thank you very much!

....., *date* .....*month* .....*year* 20..

**PERSON REQUESTING INFORMATION**

*(Sign, seal and print full name)*

# GROUP MEETING MINUTES

## ATTACHMENT OF DOCUMENT REQUESTING FOR INFORMATION PROVISION

Today, on ..... /...../20..., at ....., we are shareholders of Joint Stock Company ....., together holding ..... shares, accounting for .....% of the Company's voting shares, whose names are listed below:

STT	Shareholder name	ID card/ CCCD/Passport/Business registration certificate	Contact address	Number of shares owned	Shareholder signature/ Signature and seal if organization
1					
2					
...					
<b>Total</b>					

**We unanimously agree to nominate:**

- Full Name:

- ID card/Passport/Business registration number:

Date of issue : ..... .Place of issue :

**Represent the group to carry out procedures to request information provision at Joint Stock Company ....., specific content as follows:**

Purpose of requesting information: .....

.....  
.....  
.....

Hereby, We request the Company to provide the following information:...

.....  
.....  
.....  
.....  
.....  
.....  
.....

They commit to the following:

- Keep confidential the information provided by the Company according to the provisions of the Company Charter and the law;
- Only use the information provided to protect your legitimate rights and interests ;
- Do not distribute or copy or send information provided by the Company to other organizations or individuals in accordance with the law;
- Pay in full any costs incurred in copying records (if any) from providing this information;
- Take full responsibility before the law in case of using information for the wrong purpose .

Thank you very much!

....., *date* .....*month* .....*year* 20..

**GROUP REPRESENTATIVE NOMINEE**

*(Sign, seal and print full name)*

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

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## **REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS**

### **CONSTRUCTION MATERIAL & INTERIOR DECORATION JOINT STOCK COMPANY**

*(Enacted according to the Resolution of the 2026 Annual General Meeting of  
Shareholders Construction Material & Interior Decoration Joint Stock Company)*

**Ho Chi Minh City, June 09, 2026**

***Regulations on the Operations of the Board of Directors of Construction Material & Interior Decoration Joint Stock Company (CMID)***

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## **Chapter I**

### **GENERAL PROVISIONS**

#### **Article 1. Scope and regulated entities**

1. Scope: the Regulations on Operation of the Board of Directors provide for the organizational structure, operating principles, rights and obligations of the Board of Directors and its members in order to ensure that its operation is conformable with the Law on Enterprises, the Company's Charter, the Internal Regulations on Company Administration and relevant laws.

2. Regulated entity: Board of Directors and its members its members, and other relevant parties mentioned in this regulation.

#### **Article 2. Operating principles**

1. The Board of Directors shall work on the collective principle. Each member of the Board of Directors shall be responsible for the performance of his/her own tasks and be jointly responsible to the GMS and the law for the resolutions and decisions of the Board of Directors regarding development of the Company.

2. The Board of Directors shall assign the Director/General Director to organize the implementation of the resolutions and decisions of the Board of Directors.

#### **Article 3. Definitions and terminology**

1. In these regulations, the following terms are understood as follows:

a) *Charter capital* is the total nominal value of shares that have been sold or registered for purchase at the establishment of the public company and according to the provisions of Article 6 of the Charter of Construction Material & Interior Decoration Joint Stock Company;

b) *Enterprises Law* is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025

***Regulations on the Operations of the Board of Directors of Construction Material & Interior Decoration Joint Stock Company (CMID)***

c) *Securities Law* is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;

d) *Business manager* is an individual who manages the Company, including the Chairman of the Board of Directors, members of the Board of Directors, and the General Director appointed by the General Meeting of Shareholders or the Board of Directors;

e) *Related party* refers to an individual or organization as stipulated in Clause 46, Article 4 of the Securities Law;

f) A *shareholder* is an individual or organization that owns at least one share of the Joint Stock Company;

g) A *member of the Supervisory Board* is a Supervisor;

h) A *non-executive member of the Board of Directors (BOD)* is a member of the BOD who is not the General Director, Deputy General Director, or Chief Accountant as stipulated in the Company's Charter.

2. In this Regulation, references to one or more provisions or other documents also include amendments, supplements, or substitute documents.

3. The titles (Sections and Articles of this Regulation) are used for convenience in understanding the content and do not affect the substance of this Regulation.

## **Chapter II**

### **MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 4. Members Rights and obligations of members of the Board of Directors**

1. Members of the Board of Directors have all the rights and responsibilities as stipulated by the Law on Enterprises, the Law on Securities, relevant laws, and the Company's Charter, including the right to be provided with information and documents about the finance and business performance of the Company and its units.

2. Members of the Board of Directors have the obligations specified in the Law on Enterprises, the Company's Charter and the following obligations:

- a) Perform their duties in an honest and prudent manner for the best interests of the Company and its shareholders;
- b) Perform their duties in an honest and prudent manner for the best interests of the Company and its shareholders;
- c) Promptly and fully inform the Board of Directors of the remunerations paid by the subsidiary companies, associate companies and other organizations;
- d) Inform the Board of Directors during the nearest meeting of transactions between the Company, subsidiary companies and other companies over 50% charter capital of which is held by the Company with members of the Board of Directors and their related persons; transactions between the Company with companies whose founders or managers are members of the Board of Directors over the last 03 years from the transaction date;
- e) Disclose information when trading the Company's shares as prescribed by law.

**Article 5. Rights to be provided with information of members of the Board of Directors**

1. Members of the Board of Directors have all the rights to request the Director/General Director, Deputy Director/Deputy General Director, other managers of the Company to provide information and documents about the finance and business performance of the Company and its units relevant to the execution of their assigned tasks, subject to approval by the Board. This information must not fall within the scope of the Company's trade secrets. The recipient of the information is responsible for maintaining confidentiality and using the provided information solely for assigned tasks.

2. The requested managers shall fully and accurately provide the information and documents requested by the members of the Board of Directors. The procedures for requesting and providing information are detailed in the Internal Regulations on Company Administration.

**Article 6. Term of office and quantity of members of the Board of Directors**

1. The Board of Directors has five (05) members.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and has no term limit. An individual may only be elected as independent member of the Board of Directors of a company for up to 02 consecutive terms.

3. In case the term of office all members of the Board of Directors end at the same time, all of them will remain members of the Board of Directors until new members are elected and take over the work.

4. Structure of Board members:

The structure of the Board of Directors of a public company must comply with the following regulations, and the Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

a. Have at least 01 Non-executive Director in case the company has from 03 to 05 members of the Board of Directors;

b. Have at least 02 Non-executive Directors in case the company has from 06 to 08 members of the Board of Directors;

c. Have at least 03 Non-executive Directors in case the company has from 09 to 11 members of the Board of Directors.

**Article 7. Requirements to be satisfied by members of the Board of Directors**

A member of the Board of Directors shall satisfy the following requirements:

a) He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;

b) A member of the Board of Directors of the company may concurrently be a member of the Board of Directors or a member of the Board of Members of another company, but may only concurrently be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.

c) They must meet the standards and conditions specified in Clauses 1 and 2 of Article 155 of the Enterprise Law and the Company's charter.

d) Must have professional qualifications and experience in business management or in the field, industry, or business activities of the Company, and are not necessarily required to be shareholders of the Company

**Article 8. President of the Board of Directors**

1. The President and Vice President of the Board of Directors (if any) shall be elected among the members of the Board of Directors by the Board of Directors, and dismissed by the Board of Directors.

2. The President of the Board of Directors must not concurrently hold the position of Director/General Director.

3. Rights and obligations of the President of the Board of Directors:

a) Formulate operating plans and programs of the Board of Directors;

b) Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;

c) Organize the ratification of resolutions and decisions of the Board of Directors;

d) Supervise the process of implementation of resolutions and decisions of the Board of Directors;

e) Chairman in the GMS;

f) Other rights and obligations prescribed by the Law on Enterprises and the Company's Charter.

4. In case the President of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new President within [10 days] from the resignation or dismissal date.

5. In case the President of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the President of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the President of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in

a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of President of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

6. Where necessary, the Board of Directors may assign a Company's secretary for a term determined by the Board. The Board may dismiss the Company Secretary when needed, in compliance with current labor laws. The Company Secretary has the following rights and obligations:

- a) Assist in convening the GMS; take minutes of meetings;
- b) Assist members of the Board of Directors in performance of their rights and obligations;
- c) Assist the Board of Directors in application and implementation of company administration rules;
- d) Assist the Company in development of relationship with shareholders, protection of their lawful rights and interests; provision and disclosure of information, and completion of administrative procedures;
- e) Other rights and obligations prescribed by the Company's Charter and the Internal Regulations on Company Administration..

#### **Article 9. Dismissal, replacement and addition of members of the Board of Directors**

1. A member of the Board of Directors will be dismissed by the GMS in the following cases:

- a) He/she does not fully satisfy the requirements specified in Article 155 of the Law on Enterprises;
- b) He/she hands in resignation letter which is accepted;
- c) Other cases specified in the the Enterprise Law and Company's Charter.

2. Members of the Board of Directors shall fully exercise their rights and obligations until the General Meeting of Shareholders approves the dismissal of a

***Regulations on the Operations of the Board of Directors of Construction Material & Interior Decoration Joint Stock Company (CMID)***

Board Member, except for the right to attend and vote at Board meetings and the right to receive compensation as a Board member immediately upon the Company receiving notice regarding the following situations:

- The member who with limited legal capacity; incapacitated people; people having difficulties controlling their behavior.
- The member is being facing criminal prosecution, kept in temporary detention, serving an imprisonment sentence, serving an administrative penalty in a correctional institution or rehabilitation center, has limited legal capacity or is incapacitated, is not able to control his/her own behaviors, is banned by the court from holding certain positions or doing certain job.
- The Board decides to accept the resignation of a Board member as provided of Clause 3 of this Article.

3. In the case where a Board member submits a resignation letter, the specific procedures for handling the resignation are as follows:

a) To notify the resignation, the resigning Board member must send a resignation letter to the Board of Directors that includes the following key contents:

- Title of the resignation;
- Reason for the resignation;
- Effective date (clearly stating the start date of effectiveness);
- Signature and clearly written name (handwritten) of the Board member.

b) The process for handling the resignation letter from the Board member as specified in item a of this clause is as follows:

- The Company must disclose unusual information within 24 hours from the time it receives the resignation letter.
- The Chairperson of the Board of Directors or the person convening the meeting must send a notice inviting Board members to the meeting within seven (7) working days from the date the Company receives the resignation letter, and at least three (3) working days before the meeting date.
- The Board meeting must be held no later than ten (10) working days from the date the Company receives the resignation letter.

- + In cases where the Board approves the acceptance of a resignation, the resigning Board member will continue to exercise their rights and obligations until the General Meeting of Shareholders approves the decision to relieve the Board member, except for the right to attend and vote at the Board meeting and the right to receive remuneration as a Board member.
  - + If the Board does not approve the acceptance of the resignation, the resigning Board member will still continue to exercise their rights and obligations until relieved by the General Meeting of Shareholders. The Board must provide a written notification detailing the reasons for rejecting the resignation no later than two (2) working days after the decision is made.
  - The Board resolution regarding the acceptance of the resignation must be disclosed as extraordinary information within 24 hours from the decision.
- c) A Board member is not permitted to withdraw their resignation, except in cases where the Board has decided not to accept the resignation.
4. A member of the Board of Directors will be discharged by the GMS in the following cases:
- a) He/she fails to participate in activities of the Board of Directors for 06 consecutive months, except in force majeure events;
  - b) Other cases specified in the Law on Enterprises and the Company's Charter.
5. Where necessary, the GMS may replace, dismiss and discharge members of the Board of Directors in cases other those specified in Clause 1 and Clause 4 of this Article.
6. The Board of Directors shall convene the GMS to elect additional members of the Board of Directors in the following cases:
- a) The number of members of the Board of Directors decreases by more than one third of the number specified in the Company's Charter, in which case the Board of Directors shall convene the GMS within 60 days from the said date;

b) Except in the cases specified in Point a of this Clause, the GMS shall elect new members to replace those who have been dismissed or discharged in the latest meeting.

**Article 10. Method for election, dismissal and discharge of members of the Board of Directors**

1. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Enterprise Law and the Company's Charter. Candidates shall be nominated as follows:

a) The group of shareholders nominating candidates for the Board of Directors must notify the participating shareholders of the meeting before the opening of the General Meeting of Shareholders (GMS). Shareholders or groups of shareholders holding from 10% to 20% of the total voting shares have the right to nominate one (01) candidate; from over 20% to 30% can nominate a maximum of two (02) candidates; from over 30% to 50% can nominate a maximum of three (03) candidates; from over 50% to 65% can nominate a maximum of four (04) candidates; from over 65% can nominate a maximum of five (05) candidates. The nomination and election of members of the Board of Directors are detailed in Clause 1, Article 44 of the Internal Regulations on Corporate Governance..

b) Depending on the quantity of members of the Board of Directors stipulated in Clause 1, Article 26 of the Company Charter and Clause 1, Article 6 of this Regulation, shareholders or groups of shareholders specified in Point a, Clause 1 of this Article may nominate one or a number of candidates according to the decision of the GMS to the Board of Directors.

3. If the number of candidates for the Board of Directors through nominations and self-nominations as prescribed in Clause 5, Article 115 of the Enterprise Law is still insufficient, the current Board of Directors may nominate additional candidates in accordance with the Company Charter, the Internal Regulations on Company Administration and the Regulations on Operation of the Board of Directors. The additional nominations by the current Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect the Board of Directors in accordance with the law.

4. In the event that the number of candidates nominated additionally by the current Board of Directors as per Clause 3 of this Article is still insufficient, the Board of Directors shall announce that the number of candidates for the Board of Directors is inadequate no later than five (05) days before the opening of the General Meeting of Shareholders. The Board of Directors shall arrange for other shareholders to make nominations according to the provisions of the Company Charter, internal governance regulations, and the operational rules of the Board of Directors. The organization of additional nominations by the current Board of Directors must be clearly announced before the General Meeting of Shareholders votes on the election of the Board of Directors as required by law.

5. The voting on members of Board of Directors shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the Board of Directors, and may cast all or some of the votes for one or some candidates. Elected members of the Board of Directors shall be chosen according to number of votes received in descending order until the minimum number specified in the Company's Charter is reached. In case 02 or more candidates for the last member of the Board of Directors receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the Company's Charter.

6. If the number of candidates is less than or equal to the number of members needed to be elected to the Board of Directors, the election of Board members may be conducted using the cumulative voting method as outlined in Clause 3, Article 148 of the Enterprise Law, or through a voting method (approve, disapprove, no opinion). The approval ratio for the voting process is governed by Clause 2, Article 21 of the Company's Charter.

7. The dismissal and discharge of members of the Board of Directors is carried out by the General Meeting of Shareholders through a voting process (approve, disapprove, no opinion). The approval ratio for this voting method is specified in Clause 2, Article 21 of the Company's Charter..

**Article 11. Notification of Election, Dismissal, and Removal of Members of the Board of Directors**

1. In cases where candidates for the Board of Directors have been identified as per Clause 1, Article 44 of the Company's Internal Corporate Governance Regulations, the Company must disclose information regarding these candidates at least ten (10) days prior to the opening of the General Meeting of Shareholders on the Company's website. This allows shareholders to review information about the candidates before voting. Each candidate must provide a written commitment to the accuracy and truthfulness of their disclosed personal information and pledge to perform their duties with integrity, diligence, and in the best interests of the Company if elected as a member of the Board of Directors. The disclosed information regarding the candidates includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working experience;
- d) Other management positions (including positions on the Boards of other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (if any) as prescribed in the Company's Charter;
- g) The Company must also disclose information regarding companies in which the candidate holds positions on the Board of Directors, other management positions, and any interests related to the Company (if any).

2. The announcement of the results of the election, dismissal, or removal of Board members shall be made in accordance with the regulations on information disclosure.

**Chapter III**  
**BOARD OF DIRECTORS**

## **Article 12. Rights and Duties of the Board of Directors**

1. The Board of Directors is the managerial body of the company and has the right to make decisions on behalf of the company, perform rights and obligations of the company, except the rights and obligations of the GMS.

2. The rights and duties of the BoD are prescribed by law, the Company's Charter, and resolutions of the General Meeting of Shareholders. Specifically, the BoD shall have the following powers and responsibilities:

a) Decide the company's medium-term development strategies and annual business plans.

b) Propose the types of authorized shares and quantity of each type.

c) Decide sale of certain types of unsold authorized shares; decide other methods of raising capital.

d) Decide selling prices for the company's shares and bonds.

e) Decide repurchase of shares as prescribed in Clause 1 and Clause 2 Article 133 of the Enterprise Law;

f) Approve investment strategies and projects with an investment amount from over 5% to under 35% of the total asset value recorded in the most recent audited financial statements of the Company;

g) Decide solutions for market development, marketing and technology;

h) Approve sale contracts, purchase contracts, borrowing contracts, lending contracts, other contracts and transactions that are worth at least 35% of the total assets written in the latest financial statement, unless another ratio or value is prescribed in the company's charter; contracts and transactions within the jurisdiction of the GMS as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Enterprise Law;

i) Elect, dismiss the President of the Board of Directors; designate, dismiss, enter into and terminate contracts with the Director/General Director and other key executives prescribed in the company's charter; decide salaries, remunerations, bonuses and other benefits of these executives; designate authorized

***Regulations on the Operations of the Board of Directors of Construction Material & Interior Decoration Joint Stock Company (CMID)***

representatives to participate in the Board of Members or GMS of another company; decide their remunerations and other benefits;

k) Supervise the Director/General Director and other executives managing the company's everyday business.

l) Decide the company's organizational structure, rules and regulations; establishment of subsidiary companies, branches and representative offices; contribution of capital to and purchase of shares of other enterprises.

m) Approve the agenda and documents of the GMS; convene the GMS or carry out surveys for the GMS to ratify its resolutions.

n) Submit annual audited financial statements to the GMS.

o) Propose the dividends payout; decide the time and procedures for paying dividends or settling business losses.

p) Propose reorganization or dissolution of the bankruptcy; file bankruptcy of the company.

q) Approve the issuance of the Board of Directors' Operating Regulations, the Company's Internal Governance Regulations after approval by the General Meeting of Shareholders, and the Company's Information Disclosure Regulations.

r) Request the General Director, Deputy General Directors, and other managers of the Company to provide information and documents on the Company's financial situation and business activities. The requested managers must provide timely, complete, and accurate information as requested by the BoD members. Procedures for requesting and providing information are prescribed in the Company's Internal Governance Regulations.

s) Exercise other rights and duties as prescribed by the Enterprise Law, Securities Law, other legal provisions, the Company's Charter, and the Internal Governance Regulations.

3. The BoD must report their performance results to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, which provides detailed guidelines for implementing certain provisions of the Securities Law.

4. The BoD shall adopt resolutions and decisions through voting at meetings, collecting written opinions, or other methods as prescribed in the Company's Charter. Each BoD member has one vote.

5. In case a resolution or decision is ratified by the Board of Directors against regulations of law or a resolution of the GMS or the company's charter and causes damage to the company, the members that vote for the ratification of such resolution or decision shall be jointly responsible for it and pay compensation for the company; the members that vote against such resolution or decision shall not be held responsible. In this case, the company's shareholders are entitled to request the court to suspend or invalidate the resolution or decision.

### **Article 13. Duties and Powers of the Board of Directors in Approving and Signing Contracts and Transactions**

1. The Board of Directors (BoD) must approve contracts and transactions that have a value of less than 35%, or transactions that lead to a cumulative transaction value within 12 months from the date of the first transaction of less than 35% of the total asset value recorded in the most recent financial statements. Alternatively, a lower percentage or value as prescribed by the Company's Charter may apply. This applies to transactions between the Company and any of the following parties:

- Members of the Board of Directors, members of the Board of Controllers, the General Director, other managers, and their related persons;
- Shareholders or authorized representatives of shareholders holding more than 10% of the total ordinary shares of the Company, and their related persons;
- Enterprises related to the individuals defined in Clause 2, Article 164 of the Enterprise Law.

2. The BoD must also approve contracts or transactions involving loans, lending, or asset sales with a value of less than or equal to 10% of the total asset value recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares, or their related persons.

3. The Company's representative who signs a contract or transaction must notify the BoD members and the Board of Controllers members of the related persons together with the draft contract or transaction summary. The Board of

Directors shall decide whether to approve the contract or transaction within 15 days from the day on which the notification is received unless a different deadline is prescribed in the company's charter. Members of the Board of Directors that are related to the parties to the contract or transaction must not vote.

**Article 14. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders**

1. The Board of Directors (BoD) is required to convene an extraordinary General Meeting of Shareholders (GMS) in the following circumstances:

- a) When the BoD deems it necessary for the benefit of the Company;
- b) The quantity of remaining members of the Board of Directors and Board of Controllers is smaller than the minimum quantity prescribed by law;
- c) Requested by a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Enterprise Law. The request to convene an extraordinary GMS must be in writing, clearly stating the reasons and purpose of the meeting, and must be signed by the relevant shareholders. If the request is made in multiple documents, they must collectively include the signatures of the concerned shareholders;
- d) The meeting is requested by the Board of Controllers;
- e) Other cases as prescribed by law and the Company's Charter.

2. Convening Extraordinary General Meetings:

The Board of Directors shall convene a General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed in the Company's Charter or upon receiving the request as prescribed in point c and point d, Clause 1 of this Article.

3. The Convener who convenes shall:

- a) Prepare a list of shareholders entitled to participate in the GMS. The list must be compiled no more than ten (10) days before the date of sending the meeting invitation, unless the Company's Charter specifies a shorter period. The

***Regulations on the Operations of the Board of Directors of Construction Material & Interior Decoration Joint Stock Company (CMID)***

Company must announce the creation of the shareholder list at least twenty (20) days before the record date;

- b) Prepare the agenda and meeting content;
- c) Prepare documents for the GMS;
- d) Draft the resolutions based on the anticipated content of the meeting;
- đ) Determine the time and venue of the meeting;
- e) Notify and send meeting invitations to all shareholders eligible to attend;
- g) Other tasks necessary for organizing the GMS..

**Article 15. Establishment of Subcommittees under the Board of Directors.**

1. When deemed necessary, the Board of Directors may establish subcommittees responsible for development policies, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee shall be determined by the Board of Directors with a minimum of two (02) members, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority of the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. A resolution of the subcommittee is only valid when approved by a majority of members present and voting at the subcommittee meeting.

2. The implementation of decisions made by the Board of Directors, or by subcommittees under the Board of Directors, must comply with current legal regulations, the Company's Charter, and the Internal Corporate Governance Regulations.

**Chapter IV**  
**MEETINGS OF THE BOARD OF DIRECTORS**

**Article 16. Meetings of the Board of Directors**

1. The President of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days from the election of that Board of Directors. This meeting shall be convened and chaired by the member that received the highest number of votes. In case more than one member received the same highest number of votes, one of them will be elected by the members under majority rule to convene the meeting of the Board of Directors.

2. The Board of Directors shall be held at least quarterly and may convene extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) It is requested by the Board of Controllers;
- b) It is requested by the General Director or at least five (05) other managers;
- c) It is requested by at least two (02) members of the Board of Directors;
- d) Other cases as prescribed by the Company's Charter.

4. The request as prescribed in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions under the authority of the Board of Directors.

5. The Chairman of the Board of Directors must send a meeting notice to the members of the Board of Directors within seven (07) working days from the date the Company receives the request as prescribed in Clause 3 of this Article, and no later than three (03) working days before the meeting. The meeting must be held no later than ten (10) working days from the date the Company receives the request. If the Chairman fails to convene the meeting as requested, he/she shall be liable for any damages to the Company; the requesting party has the right to convene the Board of Directors meeting.

6. The Chairman of the Board of Directors or the person convening the meeting must send the meeting notice at least three (03) working days prior to the meeting date unless otherwise prescribed by the Company's Charter. The notice must specify the time, location, form of the meeting, agenda, issues to be

***Regulations on the Operations of the Board of Directors of Construction Material & Interior Decoration Joint Stock Company (CMID)***

discussed, and decisions to be made. The meeting notice must include the meeting documents and voting ballots.

The meeting notice may be sent by invitation letter, phone, fax, electronic means, or other methods as prescribed by the Company's Charter to ensure it reaches the registered contact address of each Board member.

7. The Chairman or the person convening the meeting shall send the notice and accompanying documents to the members of the Board of Controllers in the same manner as to the members of the Board of Directors.

Members of the Board of Controllers have the right to attend Board meetings and discuss but do not have voting rights.

8. The Board meeting is valid when at least 3/4 of the total number of members attend. If the meeting convened as prescribed in this Article does not meet the required quorum, the Chairman must send a second meeting notice to the members within seven (07) days from the original meeting date and no later than three (03) working days before the new meeting. The meeting must be held no later than ten (10) days from the original meeting date. In this case, the meeting is valid if more than half of the Board members attend.

9. A Board member is considered to attend and vote at a meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote as prescribed in Clause 11 of this Article;
- c) Attending and voting through online meetings, electronic voting, or other electronic means;
- d) Sending voting ballots via mail, fax, or email;
- e) Sending voting ballots by other means as prescribed in the Company's Charter.

10. In the case of sending votes via mail, the vote must be in a sealed envelope and delivered to the Chairman of the Board no later than one hour before the meeting starts. The vote shall only be opened in the presence of all attendees.

11. Members must attend all Board meetings. A member may authorize another Board member or another person (who is not a Board member if approved by the majority of the Board) to attend and vote on their behalf.

12. Resolutions and decisions of the Board of Directors are approved if a majority (more than 1/2) of the attending members agree; in the event of a tie, the decision shall be made based on the opinion of the Chairman of the Board. Note that Board members are not allowed to vote on transactions that benefit themselves or related persons as prescribed by the Law on Enterprises and Article 43 of the Company's Charter.

### **Article 17. Minutes of the Board of Directors Meeting**

1. Meetings of the Board of Directors must be recorded in minutes, which may be audio-recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:

- a) Name, address of the head office, and business registration number;
- b) Date, time, and location of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full names of members attending or authorized to attend the meeting and the method of attendance; full names of members not attending and the reasons for their absence;
- e) Issues discussed and voted on during the meeting;
- f) A summary of the opinions expressed by each attending member in the order of the meeting;
- g) Voting results, clearly stating the members in favor, against, and abstaining;
- h) Issues approved and the corresponding approval percentage;
- i) Full names and signatures of the chairperson and minute taker, except in the cases prescribed in Clause 2 of this Article.

2. If the chairperson or the minute taker refuses to sign the meeting minutes, the minutes will still be valid if all other attending Board members sign the

minutes and the minutes contain all the required content as prescribed in points a, b, c, d, e, f, g, and h of Clause 1 of this Article.

3. The chairperson, minute taker, and those who sign the minutes are responsible for the truthfulness and accuracy of the meeting minutes.

4. The meeting minutes and documents used during the meeting must be stored at the Company's head office.

5. The Vietnamese and foreign language versions of the minutes have equal legal validity. In case of any discrepancies between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.

## **Chapter V**

### **REPORT AND DISCLOSURE OF RELATED INTERESTS**

#### **Article 18. Submission of annual reports**

1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

- a) The company's income statement;
- b) The financial statement;
- c) The report on the company's administration and management;
- d) The validation report of the Board of Controllers..

2. The documents specified in Points a, b and c Clause 1 of this Article shall be submitted to the Board of Controllers for validation at least 30 days before the opening date of the GMS unless otherwise prescribed by company's charter.

3. The documents specified in Clauses 1, 2 of this Article, the validation report of the Board of Controllers and the audit report shall be retained at the company's headquarters at least 10 days before the opening date of the GMS unless a longer period is prescribed by company's charter. Shareholders who have been holding the company's shares continuously for at least 01 may examine the documents mentioned in this Article themselves or with their lawyers, accountants or auditors.

**Article 19. Remuneration, Bonuses, and Other Benefits for Members of the Board of Directors**

1. The company is entitled to pay salaries and bonuses to members of the Board of Directors according to the company's business performance..

2. Members of the Board of Directors shall receive salaries and bonuses. The salary is based on the number of days necessary to fulfill the member's duties and the daily pay. The Board of Directors shall estimate the salary of each member by consensus. The total salaries and bonuses of the Board of Directors shall be decided by the annual GMS.

3. Salaries of members of the Board of Directors shall be recorded as the company's expenses in accordance with regulations of law on corporate income tax in a separate section of the company's consolidated financial statement and shall be reported at the annual GMS.

4. Members of the Board of Directors holding executive positions or working on subcommittees of the Board of Directors or performing tasks beyond the usual scope of a Board member's duties may receive additional remuneration in the form of a fixed fee, salary, commission, profit percentage, or other forms decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all reasonable travel, accommodation, and other related expenses incurred in fulfilling their responsibilities as members of the Board, including costs incurred while attending the General Meeting of Shareholders, Board of Directors meetings, or subcommittee meetings.

6. Members of the Board of Directors may be provided with liability insurance by the company, subject to the approval of the General Meeting of Shareholders. This insurance does not cover liabilities arising from the member's violations of the law or the company's charter.

**Article 20. Disclosure of Related Interests**

Unless more stringent requirements are prescribed by the company's charter, the company's benefits and related persons shall be disclosed as follows:

***Regulations on the Operations of the Board of Directors of Construction Material & Interior Decoration Joint Stock Company (CMID)***

1. Members of the Board of Directors shall declare their related interests, including the following information:

a) Names, enterprise ID numbers, headquarters addresses and business lines of the enterprises they own or have shares/stakes in; the holdings and time of owning or holding the shares/stakes;

b) Names, EID numbers, headquarters addresses, business lines of the enterprises their related persons own, jointly own or have separate controlling shares/stakes that are worth more than 10% of charter capital.

2. The information specified in Clause 1 of this Article shall be declared within 07 working days from the day on which the related interests are brought about; any revision shall be notified to the company within 07 working days from its date of occurrence.

3. When members of the Board of Directors do business within the company's business lines in their own names or others' names, they shall explain the nature and contents of such business to the Board of Directors, and may only proceed if it is accepted by the majority of the remaining members of the Board of Directors. Otherwise, all incomes from such business will belong to the company.

**Chapter VI**

**RELATIONSHIP OF BOARD OF DIRECTORS**

**Article 21. Relationship Between Members of the Board of Directors**

1. The relationship between members of the Board of Directors is a cooperative one. Members are responsible for informing each other about matters related to the tasks they are assigned.

2. During the performance of their duties, the member of the Board of Directors assigned as the primary responsible party must proactively coordinate with other members if issues arise related to areas managed by other members. In cases where there are differing opinions among members, the responsible member must report to the Chairman of the Board for a decision within their authority, or organize a meeting, or seek the opinions of other members of the Board in accordance with the law, the company's charter, and the internal regulations.

3. In case of reassignment of tasks between members of the Board, members must transfer relevant work, files, and documents. The handover must be documented in writing and reported to the Chairman of the Board.

**Article 22. Relationship with the Executive Board**

In its governance role, the Board of Directors issues resolutions for the CEO and the executive team to implement. At the same time, the Board of Directors is responsible for overseeing and monitoring the implementation of these resolutions.

**Article 23. Relationship with the Board of Controllers**

1. The relationship between the Board of Directors and the Board of Controllers is a cooperative one. The working relationship between the Board of Directors and the Board of Controllers is based on the principles of equality and independence, while closely coordinating and supporting each other in the performance of their duties.

2. Upon receiving the inspection minutes or summary reports from the Board of Controllers, the Board of Directors is responsible for reviewing them and instructing the relevant departments to develop plans and take corrective actions in a timely manner.

**Chapter VII**

**ENFORCEMENT PROVISIONS**

**Article 24. Effectiveness**

The Regulations on Operation of the Board of Directors of Ho Chi Minh City Construction Material & Interior Decoration Joint Stock Company - CMID consist of 7 chapters, 24 articles and shall be effective from June 09, 2026.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

**TRUONG MINH TUYEN**

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

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**REGULATIONS ON OPERATION OF  
THE BOARD OF SUPERVISORS**

**CONSTRUCTION MATERIAL & INTERIOR  
DECORATION JOINT STOCK COMPANY**

*(Enacted according to the Resolution of the 2026 Annual General Meeting of  
Shareholders Construction Material & Interior Decoration Joint Stock Company)*

**Ho Chi Minh City, June 09 , 2026**

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## **Chapter I**

### **GENERAL PROVISIONS**

#### **Article 1. Governing scope and applicable entities**

1. Governing scope: The Regulations on Operation of The members of The Board of Supervisors provide for the organizational structure, operating principles, requirements, rights and obligations of The Board of Supervisors and its members prescribed by the Law on Enterprises, the Company's Charter and relevant regulations.
2. Applicable entities: The members of The Board of Supervisors.

#### **Article 2. Operating principles**

The members of The Board of Supervisors shall work on the collective principle. The members of The Board of Supervisors shall be personally responsible for the performance of his/her own tasks and be jointly responsible to the General Meeting of Shareholders and the law for the tasks and decision of The members of The Board of Supervisors.

#### **Article 3. Definitions and Terminology**

1. In this Regulation, the terms below are construed as follows:
  - a. "Charter capital" means the total face value of shares that have been sold or subscribed upon establishment of the Company as prescribed in Article 6 of the Charter of Construction Material & Interior Decoration Joint Stock Company;
  - b. "Enterprises Law" is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025
  - c. "Securities Law" is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024
  - d. "Executives" include the General Director, Deputy General Director, chief accountant appointed by the Board of Directors;
  - e. "Managers" refers to the Chairman of the Board of Directors, the members of the Board of Directors, the General Director As appointed by the General Meeting of Shareholders or the Board of Directors;
  - f. "Related persons" refers to organizations and individuals defined in Clause 46 Article 4 of the Law on Securities;
  - g. "Shareholder" means an individual or organization that owns at least one share of the Company;

- h. The members of The Board of Supervisors is the controllers;
2. The references in this Charter also include their amendments or replacements.
3. The titles of Sections and Articles of this Charter are meant to facilitate readers and do not affect the contents of this Charter.

## **Chapter II**

### **THE MEMBERS OF THE BOARD OF SUPERVISORS**

#### **Article 4. Rights, obligations and responsibilities of The members of The Board of Supervisors**

1. Comply with regulations of law, the Company's Charter, resolutions of the General Meeting of Shareholders and professional ethics in performance of their duties.
2. Perform their rights and obligations in an honest and prudent manner for the best and lawful interests of the Company.
3. Be loyal to the interests of the Company and shareholders; Do not abuse power, position or use information, secrets, business opportunities and other assets of the Company for personal gain or serving the interests of any other organization or individual.
4. Other obligations prescribed by the Law on Enterprises and the Company's Charter; including the right to be provided with information and documents about company's operation. Board members, the General Director and other executives of the enterprise shall fully and promptly provide information as requested by supervisory board;
5. In case violations against regulations of Clauses 1, 2, 3 and 4 of this Article cause damage to the Company or other persons, the members of The Board of Supervisors shall personally or jointly pay compensation for such damage. The income and benefits earned by The members of The Board of Supervisors from these violations shall be returned to the Company.
6. In case a members of The Board of Supervisors is found to be violating his rights and obligations, a written notice shall be sent to The Board of Supervisors requesting the violator to stop committing the violations and take remedial measures.

#### **Article 5. Term of office and quantity of members of The Board of Supervisors**

1. The Board of Supervisors of a public company has 03 members. The term of office of members of The Board of Supervisors shall not exceed 05 years without term limit.

2. The members of The Board of Supervisors are not necessarily shareholders of the Company.
3. More than half of The members of The Board of Supervisors must be residents of Vietnam.
4. In case the term of office of all members of The Board of Supervisors end before new members are elected, the existing members shall keep performing their rights and obligations until new members are elected and take over their tasks.

#### **Article 6. Criteria and qualification of The members of The Board of Supervisors**

1. A members of The Board of Supervisors must have the following criteria and qualification:
  - a. He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;
  - b. He/she is trained in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation;
  - c. He/she is not a relative of the board members, the General Director or any other managers;
  - d. He/she is not an manager, not necessarily a shareholder or employee of the Company;
  - e. He/she does not work in the Company's accounting or finance department;
  - f. He/she is not a member of employee of the accredited audit organization that is auditing the Company's financial statements over the last 03 years;
2. In addition to the criteria and qualification mentioned in Clause 1 of this Article, the members of The Board of Supervisors must also meet all the conditions set forth in Clause 2 of Article 169 of the Enterprise Law.

#### **Article 7. The head of The Board of Supervisors**

1. The head of The Board of Supervisors shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation.
2. The head of The Board of Supervisors shall be elected by The members of The Board of Supervisors among its members; the election, dismissal and discharge of the Chief Controller shall be carried out under the majority rule.
3. Rights and obligations of The head of The Board of Supervisors shall be specified in the Company's Charter.

**Article 8. Candidacy and nomination of members of the The Board of Supervisors**

1. The shareholder or group of shareholders that holds at least 10 % of the total ordinary shares is entitled to nominate candidates to the The Board of Supervisors. Shareholders or groups of shareholders holding 10% to less than 30% of the total number of voting shares may nominate a maximum of one (01) candidate; from 30% to less than 50% may nominate a maximum of two (02) candidates; from 50% or more may nominate a maximum of three (03) candidates. Nomination and self-nomination of members to The Board of Supervisors is specified in detail in Clause 1, Article 70 of the administration regulations.
2. In case the number of candidates for The Board of Supervisors through nomination and self-nomination according to Clause 5, Article 115 of the Law on Enterprises is not enough, the incumbent The Board of Supervisors shall nominate additional candidates in accordance with the Company's Charter, the administration regulations and the Operating Regulations of the The Board of Supervisors. The nomination of additional candidates by the incumbent The Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of The Board of Supervisors according to the provisions of law.
3. In case the number of candidates nominated by the incumbent The Board of Supervisors is still insufficient as prescribed in Clause 2 of this Article, The Board of Supervisors shall announce the fact that the number of candidates for The Board of Supervisors is insufficient as prescribed no later than five (05) days before the opening date of the General Meeting of Shareholders. The incumbent The Board of Supervisors shall organize for other shareholders to nominate in accordance with the provisions of the Company Charter, administration regulations and operating regulations of the The Board of Supervisors. The fact that the incumbent The Board of Supervisors shall organize for other shareholders to nominate additional candidates must be clearly announced before the General Meeting of Shareholders starts to vote for members of The Board of Supervisors as prescribed by law.

**Article 9. Method for election, dismissal and discharge of members of the The Board of Supervisors**

1. The election, dismissal and discharge of members of The Board of Supervisors shall be carried out by the General Meeting of Shareholders.
2. The voting on members of The Board of Supervisors must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of The Board of Supervisors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. Elected

members of The Board of Supervisors shall be chosen according to number of votes received in descending order until the minimum number specified in the Company's Charter is reached. In case there are two (02) or more candidates for the last member of the Board of Directors receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the Company's Charter.

3. If the number of candidates is less than or equal to the number of members of The Board of Supervisors to be elected, the election of members of The Board of Supervisors can be carried out by cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises or by voting (approval, disapproval, no opinion). The percentage of votes passed by the voting method is carried out according to Clause 2, Article 21 of the Company Charter.

#### **Article 10. Cases of dismissal, discharge of members of the The Board of Supervisors**

1. A member of The Board of Supervisors will be dismissed by the General Meeting of Shareholders in the following cases:
  - a. He/she no longer fully satisfies the requirements specified in Article 169 of the Law on Enterprises;
  - b. He/she hands in resignation letter which is accepted;
  - c. Other cases as prescribed by law and the Company Charter.
2. Members of The Board of Supervisors shall still exercise all rights and obligations until the General Meeting of Shareholders approves the dismissal of the members of the The Board of Supervisors, except for the right to attend and vote at meetings of The Board of Supervisors and the right to receive remuneration of members of The Board of Supervisors immediately when the Company receives notice of the following cases:
  - a. Members of The Board of Supervisors have limited civil capacity, have lost civil capacity or have difficulty in perception and behavior control.
  - b. Members of The Board of Supervisors are being prosecuted for criminal liability, detained, serving a prison sentence, serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, or are prohibited by the Court from holding a position, practicing a profession, or doing certain work.
  - c. The Board of Supervisors shall decide to accept the resignation/resignation of The Board of Supervisors member, in accordance with the provisions of Article 9 of the Board of Directors' Operating Regulations.

1. A member of The Board of Supervisors will be discharged by the General Meeting

of Shareholders in the following cases:

- a. He/she fails to full fill the assigned tasks and duties;
- b. He/she fails to perform his/her rights and obligations for 06 consecutive months, except in force majeure events;
- c. He/she commits multiple or serious violations against obligations of members of The Board of Supervisors prescribed by the Law on Enterprises and the Company's Charter;
- d. Other cases specified in the resolution of the General Meeting of Shareholders.

**Article 11. Announcement of election, dismissal and discharge of members of the The Board of Supervisors**

1. After candidates for members of The Board of Supervisors have been nominated according to Clause 1, Article 70 of the administration regulations, the Company shall publish information about these candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:
  - a. Full name, date of birth;
  - b. Qualifications;
  - c. Working experience;
  - d. Other managerial positions;
  - e. Interests relevant to the Company and the Company's related parties;
  - f. Other information (if any) specified in the Company's Charter;
  - g. The Company shall disclose information about the companies in which the candidates are holding managerial positions and their interests in these companies (if any).
2. The results of election, dismissal and discharge of members of The Board of Supervisors shall be announced in accordance with regulations on information disclosure.

## **Chapter III**

### **THE SUPERVISION BOARD**

#### **Article 12. Rights, obligations and responsibilities of The Board of Supervisors**

1. Supervise the Board of Directors, General Director managing and operating the Company.
2. Inspect the rationality, legitimacy, truthfulness and prudence in business operation and management; the systematization, uniformity and appropriateness of accounting, statistics production and preparation of financial statement.
3. Inspect the adequacy, legitimacy and truthfulness of income statements, annual and 6-month financial statements of the Company; assess management tasks performed by the Board of Directors; submit reports to the annual General Meeting of Shareholders. Review contracts and transactions with related persons within the authority to approve of the Board of Directors or the General Meeting of Shareholders; offer recommendations concerning these contracts and transactions.
4. Review, inspect, evaluate the effectiveness of the internal control, audit, risk management and early warning of the Company.
5. Examine accounting books, accounting records and other documents of the Company; management and operation of the Company where necessary or under the resolution of the General Meeting of Shareholders or at the request of the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises.
6. Within 07 working days from the receipt of the request from the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises, The Board of Supervisors shall carry out an inspection. Within 15 days from the end of the inspection, The Board of Supervisors shall submit an inspection report to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by The Board of Supervisors must not affect the normal operation of the Board of Directors and the Company's business operation.
7. The Board of Supervisors is responsible for receiving requests to look up books and records of common shareholders as prescribed in Clause 1, Article 45 of the Company's Charter and implementing requests to provide information as requested to the Board of Directors, General Director or other managers. The process of requesting information is prescribed in The administration regulations. The person provided with information is responsible for keeping the information provided confidential and using it for the right purpose for the assigned work.
8. Propose changes and improvements to the organizational structure, supervision and administration mechanism to the Board of Directors or the General Meeting of

Shareholders.

9. Whenever a member of the Board of Directors, the General Director is found to be violating Article 165 of the Law on Enterprises, promptly send a notice to the Board of Directors requesting the violator to stop the violation and take remedial measures.
10. Participate and discuss in meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of the Company.
11. Employ independent counselors and internal audits of the Company to serve the performance of their tasks.
12. The Board of Supervisors may consult with the Board of Directors before submitting its reports, verdicts and proposals to the General Meeting of Shareholders.
13. Inspect specific issues relevant to the Company management and administration at the request of the shareholders.
14. Request the Board of Directors to convene an extraordinary General Meeting of Shareholders.
15. Convene the General Meeting of Shareholders instead of the Board of Directors within 30 days if the Board of Directors fails to do it as prescribed in Clause 3 Article 140 of the Law on Enterprises.
16. Request the President of the Board of Directors to convene meeting of the Board of Directors.
17. Examine, extract, copy all or part of the list of related persons and interests prescribed in Clause 1 and Clause 2 Article 164 of the Law on Enterprises. The process of requesting information is prescribed in The administration regulations.
18. Submit and request the General Meeting of Shareholders to approve the list of accredited audit organizations, which will audit the Company's financial statements; accredited audit organization shall also audit the Company's operation where necessary.
19. Take responsibility to the shareholders for the supervision tasks performed by the The Board of Supervisors.
20. Supervise the Company's finance, lawfulness of operation of members of the Board of Directors, the General Director and other managers.
21. Cooperate with the Board of Directors, the General Director and shareholders.
22. Send a written notice to the Board of Directors within 48 hours after discovery of violations against the law or the Company's Charter by a member of the Board of Directors, General Director/Director or another executive of the Company, and

request the violator to stop committing the violations and take remedial measures.

23. . Formulate the Regulations on Operation of The Board of Supervisors and submit them to the General Meeting of Shareholders for ratification.
24. . Witness the vote counting by the Board of Directors and issue a vote counting record if requested by the Board of Directors in case of questionnaire survey for ratification of the General Meeting of Shareholders' resolution.
25. The Chief Controller shall preside over the election of the chair of the General Meeting of Shareholders in case the President is absent or temporarily unable to work while the remaining members of the Board of Directors cannot elect a chair. In this case, the person who receives the most votes shall chair the meeting.
26. Perform other rights and obligations prescribed by the Law on Enterprises, the Company's Charter and the resolution of the General Meeting of Shareholders.

### **Article 13. Rights to be provided with information of the The Board of Supervisors**

1. Documents and information shall be sent to members of The Board of Supervisors at the same time and using the same method as those applied to members of the Board of Directors, including:
  - a. Meeting invitations, questionnaires for members of the Board of Directors and enclosed documents;
  - b. The resolutions, decisions and minutes of the General Meeting of Shareholders and meetings of the Board of Directors;
  - c. Reports submitted by the General Director to The Board of Supervisors or other documents issued by the Company.
2. Members of The Board of Supervisors are entitled to access the Company's documents retained at its headquarters, branches and other locations related to the performance of the assigned duties of The Board of Supervisors members if approved by the The Board of Supervisors, and this information is not within the scope of the company's business secrets. The person provided with the information is responsible for keeping the information provided confidential and using it for the right purpose for the assigned work; enter the working locations of the Company's managers and employees during office hours. The process for requesting information is specified in The administration regulations.
3. The Board of Directors, its members, the General Director and other managers shall provide accurate, adequate and timely information and documents about the Company's management and operation at the request of The Board of Supervisors or its members. The order and procedures for requesting and providing information are specified in The administration regulations.

#### **Article 14. Responsibility of The Board of Supervisors to convene extraordinary General Meeting of Shareholders**

1. The Board of Supervisors shall convene the General Meeting of Shareholders instead of the Board of Directors within 30 days if the Board of Directors fails to convene the General Meeting of Shareholders in the following cases:
  - a. The number of members of The Board of Supervisors drops below the minimum number prescribed by law;
  - b. It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; The request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;
  - c. An extraordinary General Meeting of Shareholders is requested by The Board of Supervisors but not convened by the Board of Directors, unless otherwise provided in the Company Charter.
2. In case The Board of Supervisors does not convene the General Meeting of Shareholders as per regulations, The Board of Supervisors shall pay damage incurred by the Company.
3. The costs of convening and conducting the General Meeting of Shareholders as prescribed Clause 1 of this Article shall be reimbursed by the Company.

### **Chapter IV**

#### **MEETINGS OF THE THE BOARD OF SUPERVISORS**

##### **Article 15. Meeting of the The Board of Supervisors**

1. The Board of Supervisors shall have at least 02 meetings per year. Each meeting must be participated in by at least two thirds (2/3) of its members.
2. The Board of Supervisors is entitled to request members of the Board of Directors, General Director and representatives of the accredited audit organization to participate in its meetings and clarify raised issues.

##### **Article 16. Minutes of meetings of the The Board of Supervisors**

Minutes of these meetings must be detailed, bear the signatures of the minute taker and participating members. All minutes of meetings of The Board of Supervisors must be retained in order to attribute responsibility of each member.

## **Chapter V**

### **REPORTING AND DISCLOSURE OF INTERETS**

#### **Article 17. Submission of annual reports**

Reports to be submitted by The Board of Supervisors at annual General Meeting of Shareholders include:

1. Reports on the Company's business performance, performance of the Board of Directors, the General Director, which shall be submitted to the annual General Meeting of Shareholders for approval.
2. The self-assessment report on performance of The Board of Supervisors and its members.
3. Remunerations, operating costs and other benefits of The Board of Supervisors and each of its members.
4. Summaries of meetings of the The Board of Supervisors, verdicts and proposals of the The Board of Supervisors; result of supervision of the Company's operation and finance.
5. Assessment reports on transactions between the Company, subsidiary companies and other companies over 50% charter capital of which is held by the public company with members of the Board of Directors, the General Director and their related persons; transactions between the Company with companies whose founders or managers are members of the Board of Directors over the last 03 years from the transaction date.
6. Result of supervision of the Board of Directors, the General Director/Director and other executives.
7. Evaluation of cooperation between the The Board of Supervisors, the Board of Directors, the General Director and shareholders.
8. Submit and request the General Meeting of Shareholders to approve the list of accredited audit organizations, which will audit the Company's financial statements; accredited audit organization shall also audit the Company's operation where necessary.

#### **Article 18. Salaries and other benefits**

The salaries, remunerations, bonuses and other benefits of members of The Board of Supervisors shall comply with the regulations below:

1. Members of The Board of Supervisors shall receive salaries, remunerations, bonuses and other benefits under the decision of the General Meeting of Shareholders. the General Meeting of Shareholders shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the The Board of

Supervisors.

2. Members of The Board of Supervisors shall the reasonable costs of accommodation, travel and independent counseling services reimbursed. The total costs must not exceed the annual budget of The Board of Supervisors which has been approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating costs of The Board of Supervisors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement.

#### **Article 19. Disclosure of related interests**

1. Members of The Board of Supervisors shall declare their related interests, including:
  - a. Names, enterprise ID numbers, headquarters addresses, business lines of enterprises which they own or in which they have stakes or shares; their holdings and time of holdings or ownership;
  - b. Names, enterprise ID numbers, headquarters addresses, business lines of enterprises they and their related persons jointly or separately own or hold stakes or shares that are worth more than 10% of charter capital.
2. The information mentioned in Clause 1 of this Article shall be declared within seven ( 07 ) working days from the occurrence date of related interests; any revision shall be informed to the Company within seven ( 07 ) working days from its occurrence date.
3. Members of The Board of Supervisors and their related persons may only use the information obtained from their positions to serve the interests of the Company.
4. Members of The Board of Supervisors shall send written notices to the Board of Directors and The Board of Supervisors of the transactions between the Company, subsidiary companies, companies over 50% of charter capital of which is held by the Company with related persons of members of The Board of Supervisors as prescribed by law. The Company shall disclose information about the transactions that are approved by the General Meeting of Shareholders or the Board of Directors in accordance with regulations of the Law on Securities on information disclosure.
5. Members of The Board of Supervisors and their related persons must not use or reveal internal information for carrying out relevant transactions.

## **Chapter VI**

### **RELATIONSHIPS OF THE THE BOARD OF SUPERVISORS**

#### **Article 20. Relationship between members of the The Board of Supervisors**

Members of The Board of Supervisors are independent from one another and shall cooperate in performance of common tasks to fulfill the responsibility, rights and obligations of The Board of Supervisors as prescribed by law and the Company's Charter. The Head of the Board of Supervisory shall coordinate the general activities of the Supervisory Board but shall not have the authority to dominate or direct other members of the Supervisory Board.

#### **Article 21. Relationship with the Executive Board**

The Board of Supervisors is independent from the executive board of the Company and shall supervise operation of the executive board.

#### **Article 22. Relationship with the Board of Directors**

The Board of Supervisors is independent from the Board of Directors and shall supervise operation of the Board of Directors.

## **Chapter VII**

### **IMPLEMENTATION CLAUSES**

#### **Article 23. Effect**

The Regulations on Operation of the Board of Supervisors of Ho Chi Minh City Construction Materials and Interior Decoration Joint Stock Company consist of 7 chapters, 23 articles and shall be effective from June 09, 2026

### **ON BEHALF OF THE BOARD OF SUPERVISORS**

#### **HEAD OF THE BOARD**

**NGUYEN VAN CHAU**