



**DRAFT**

**AGENDA OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**BINH DUONG CONSTRUCTION & CIVIL ENGINEERING JOINT STOCK COMPANY**

**Time:** 8:30 AM, Wednesday, April 15, 2026

**Venue:** Binh Duong Convention and Exhibition Center (VIP Room 1) – B11, Hung Vuong Street, Binh Duong Ward, Ho Chi Minh City.

No.	Time	Contents	In charge
1.	8:00-8:30 AM	<b>I. Opening procedures:</b>	
		- Welcoming and registering shareholders	Organizing Committee
2.	8:30-8:40 AM	Opening of the Meeting:	
		- Opening remarks and introduction of attendees.	MC
		- Report on shareholder eligibility verification.	Supervisory Board
3.	8:40-9 AM	<b>Introduction &amp; Approval:</b>	
		- Agenda of the 2026 Annual General Meeting of Shareholders.	MC
		- Composition of the Presidium, Secretariat, and Vote Counting Committee	
		- Rules and regulations of the Meeting.	
4.	9-9:50 AM	<b>II. Reports Presented at the Meeting:</b>	
		1. Report of the Board of Directors on 2025 activities and 2026 orientation.	Board of Directors
		2. Report of the independent board member	Independent Board Member
		3. Report of the General Director on 2025 business results and 2026 business plan.	General Director
		4. Report of the Supervisory Board for 2025	Supervisory Board
		5. Summary of Proposals No. 01–12 submitted to the GMS	Board of Directors





5.	9:50-10:20 AM	Discussion on reports of the Board of Directors, General Director, and Supervisory Board.	Presidium
6.	10:20-10:50 AM	<b>III. Voting on Proposals:</b> <ul style="list-style-type: none"><li>- Audited financial statements for 2025; reports of the BOD and Supervisory Board.</li><li>- Report of the General Director on 2025 business results and 2026 plan.</li><li>- Profit distribution plan for 2025 and plan for 2026.</li><li>- Remuneration for the BOD and Supervisory Board in 2025 and plan for 2026.</li><li>- Approval of contracts and transactions with Becamex Group in 2025 with value <math>\geq 35\%</math> of total assets per latest financial statements.</li><li>- Approval of contracts and transactions in 2026 with Becamex Group and related parties with value <math>\geq 35\%</math> of total assets per latest financial statements.</li><li>- Selection of independent audit firm for 2026 annual financial statements and review of 2026 semi-annual financial statements.</li><li>- Continued implementation of changes to Company name and head office address under Resolution No. 02/2025/NQ-GMS dated December 12, 2025.</li><li>- Proposal on the plan for additional share issuance to existing shareholders to increase charter capital in 2026</li><li>- Proposal on the plan for share issuance to pay dividends for 2025.</li><li>- Amendment and supplementation of the Company Charter, Internal Regulations on Corporate Governance, and the BOD Operational Regulations</li></ul>	MC
7.	10:50-11:00 AM	<b>IV. Closing Procedures</b> <ul style="list-style-type: none"><li>- Adoption of the Resolution of the 2026 Annual General Meeting of Shareholders</li></ul>	Secretariat

**ON BEHALF OF BOARD OF DIRECTORS**

**CHAIRMAN**





**BINH DUONG CONSTRUCTION & CIVIL  
ENGINEERING JOINT STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

**TP.HCM, April 15, 2026**

**REGULATIONS ON ORGANIZATION OF THE 2025 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS OF BINH DUONG CONSTRUCTION & CIVIL ENGINEERING JOINT STOCK  
COMPANY**

**Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the  
Socialist Republic of Vietnam on June 17, 2020;**

**Pursuant to the Charter of Organization and Operation of Binh Duong Construction and Civil  
Engineering Joint Stock Company;**

**The 2026 Annual General Meeting of Shareholders of Binh Duong Construction & Civil  
Engineering Joint Stock Company hereby issues the Working Regulations of the Meeting as  
follows:**

**CHAPTER I: GENERAL PROVISIONS**

**Article 1. Scope of Application**

These Regulations govern the organization of the 2026 Annual General Meeting of Shareholders (“GMS”) of Binh Duong Construction & Civil Engineering Joint Stock Company (the “Company”).

**Article 2.**

These Regulations stipulate the rights and obligations of participants attending the Meeting, as well as the conditions and procedures for conducting the Meeting.

**Article 3.**

Shareholders or their duly authorized representatives (collectively referred to as “Shareholders”) and all participants are responsible for complying with these Regulations.

**CHAPTER II: CONDITIONS FOR ATTENDING THE GENERAL MEETING OF SHAREHOLDERS**

**Article 4. Rights and Obligations of Attending Shareholders**

**1. Conditions for attendance:**

All shareholders listed in the Company’s shareholder register as of the record date of March 12, 2026, or their validly authorized representatives.





## **2. Rights and obligations of shareholders:**

a. Shareholders or authorized representatives attending the Meeting must present:

- Invitation letter
- Citizen Identification Card
- Power of Attorney (if attending by proxy)

After verification by the Shareholder Eligibility Verification Committee, shareholders will receive a voting card (showing full name, shareholder code, and number of voting shares), meeting documents, and a question form.

b. Shareholders may authorize in writing a representative to attend and vote on their behalf. The authorized representative may not re-authorize another person.

c. Shareholders shall discuss and vote on matters after listening to the presented reports.

d. Shareholders wishing to speak must register using the question form provided by the Organizing Committee. Forms must be submitted to the Secretariat at least 15 minutes before the discussion session.

The Chairperson shall arrange speakers in order of registration. Questions arising during the Meeting will be addressed if time permits; otherwise, responses will be provided in writing together with the Meeting results.

Shareholders must present concise and relevant opinions aligned with the approved agenda. The Chairperson has the right to remind or stop speakers if their remarks are not aligned with the Meeting agenda.

e. Late-arriving shareholders may register and participate in voting immediately. The Chairperson is not obliged to delay the Meeting, and prior voting results remain valid.

## **Article 5. Rights and Obligations of the Presidium (Chairing Committee)**

The Presidium shall have the following rights and obligations:

1. To conduct the Meeting in accordance with the approved agenda and regulations; the Presidium shall operate based on the principles of democratic centralism and majority decision-making.
2. To guide the Meeting in discussions and collecting votes on agenda items and related matters throughout the Meeting.
3. To take necessary measures to ensure the Meeting is conducted in a reasonable and orderly manner, following the approved agenda and reflecting the will of the majority.
4. To adjourn or relocate the Meeting, even if a quorum is present, in the following cases:
  - o The venue does not provide sufficient or convenient seating for all attendees.
  - o The conduct of attendees causes disruption or disorder, risking the fairness and legality of the Meeting.
5. To resolve other issues arising during the Meeting.





6. To present the AGMS Resolution for approval before the closing of the Meeting. Instead of approving the Meeting Minutes before adjournment, the Organizing Committee proposes that the AGMS approves the Resolution before the Meeting concludes.

#### **Article 6. Rights and Obligations of the Secretariat**

1. To record fully and accurately all proceedings and resolutions of the Meeting.
2. To use recording devices to ensure completeness and accuracy of the minutes.
3. To prepare the Meeting minutes and resolutions.
4. To ensure all contents are recorded faithfully as a basis for reporting results to shareholders in accordance with the Company Charter.

#### **Article 7. Rights and Obligations of the Vote Counting Committee**

1. Introduced by the Chairperson and approved by the Meeting.
2. Responsibilities:
  - o Supervising voting activities.
  - o Counting votes and reporting results to the Chairperson and Secretariat.

### **CHAPTER III: CONDUCT OF THE GENERAL MEETING OF SHAREHOLDERS**

#### **Article 8. Conditions for Convening the General Meeting**

The Meeting shall be conducted when shareholders attending represent at least 51% of total voting shares based on the shareholder list established on the record date of March 12, 2026.

#### **Article 9. Order of the General Meeting**

- a. Shareholders attending the General Meeting must sit in the designated seats or areas as directed by the Organizing Committee.
- b. Shareholders are responsible for attending from the beginning until the end of the Meeting. If a shareholder must leave early, they must notify the Organizing Committee in writing of their voting opinions. If a shareholder leaves without notification, they are deemed to have agreed with all matters voted upon at the Meeting.

#### **Article 10. Voting Methods**

##### **1. Principles**

All agenda items shall be approved by public voting. Each shareholder is issued a voting card indicating name, shareholder code, number of voting shares, and bearing the Company's seal.

##### **2. Voting Method**

Shareholders vote (approve, disapprove, abstain) on a matter by voting directly at the General Meeting.

When voting on a matter, shareholders who agree to pass raise their ballot cards. The Vote Counting Committee will mark the shareholder codes and the corresponding number of votes of each shareholder in favor.





Similarly, as directed by the Chairman, shareholders who disapprove or abstain will in turn raise their ballot cards.

### **Article 11. Approval of AGMS Decisions**

Decisions regarding the classes of shares and number of shares to be offered; amendments to the Company Charter; changes in business lines; changes in organizational structure; investment projects or sale of assets valued at  $\geq 35\%$  of total asset value in the latest audited financial statements; and reorganization or dissolution of the Company shall be approved if they receive at least 65% of the total votes of all attending shareholders (in person or via proxy).

Other resolutions shall be approved if they receive at least 51% of the total votes of all attending shareholders.

## **CHAPTER IV: CLOSING OF THE MEETING**

### **Article 12. Minutes and Resolutions of the General Meeting of Shareholders**

1. Minutes and Resolutions of the AGMS must be completed before the closing of the meeting.
2. Minutes and Resolutions must be disclosed and archived at the head office of Binh Duong Construction & Civil Engineering Joint Stock Company.

### **Article 13. Implementation**

These Regulations consist of 4 Chapters and 13 Articles, are disclosed prior to the Meeting, and take effect immediately upon approval by the General Meeting of Shareholders.

All shareholders and participants are responsible for strict compliance.

**ON BEHALF OF BOARD OF DIRECTORS**

**CHAIRMAIN**

**NGUYEN THANH TRUNG**





**BINH DUONG CONSTRUCTION &  
CIVIL ENGINEERING JOINT  
STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

Ho Chi Minh City, April 15, 2026

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

**To: THE GENERAL MEETING OF SHAREHOLDERS.**

**Pursuant to:**

- *The 2025 Annual General Meeting of Shareholders Resolution of Binh Duong Construction & Civil Engineering Joint Stock Company, approved on April 17, 2025;*
- *The 2025 Production and Business Plan approved by the General Meeting of Shareholders;*
- *Board Resolution No. 09/2025/NQ-HĐQT dated August 08, 2025 regarding the adjustment of the 2025 Business Plan;*

The Board of Directors (BOD) of Binh Duong Construction & Civil Engineering Joint Stock Company (BECAMEX BCE) hereby reports on the Company's main activities in 2025 with the following results:



## I. REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025:

### 1. 2025 Business Results:

In 2025, Binh Duong Construction & Civil Engineering Joint Stock Company implemented the business plan set by the 2025 Annual General Meeting of Shareholders (AGM) and the adjusted plan as per Board Resolution No. 09/2025/NQ-HĐQT dated August 08, 2025.

The adjustment of this plan was viewed as both a challenge and a significant motivation for the BOD, the Management Board, and all employees to collectively strive toward the targets.

The 2025 results are as follows:

*(Unit: Billion VND)*

No.	Indicator	2025 AGM Plan	Adjusted Plan	2025 Actual
1	Revenue from Sales & Services	1.453	1.626	864,11
2	Profit Before Tax (PBT)	60,85	137,22	129,04
3	Profit After Tax (PAT)	48,68	109,78	103,16

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

In 2025, the BOD held 21 official meetings to approve matters related to production, business operations, and project investment, specifically:

No.	Resolution No.	Date	Content
1	01/2025/NQ-HĐQT	17/02/2025	Approved transactions and contracts between the Company and related parties arising in 2025.
2	02/2025/NQ-HĐQT	17/02/2025	Approved the plan to organize the 2025 Annual General Meeting of Shareholders.
3	03/2025/NQ-HĐQT	26/02/2025	Approved the Subsidiary's loan at BIDV Bank – Binh Duong Branch.
4	04/2025/NQ-HĐQT	11/04/2025	Approved the content of documents to be submitted to the 2025 AGM.
5	05/2025/NQ-HĐQT	06/05/2025	Approved loans and other credit facilities at VCB Bank – Tan Binh Duong Branch.





6	06/2025/NQ-HĐQT	26/05/2025	Approved the dismissal of the Deputy General Director and the appointment of a member of the Board of Members for the Subsidiary.
7	07/2025/NQ-HĐQT	05/06/2025	Approved using Company assets as collateral for the Subsidiary's loan at BIDV Bank.
8	08/2025/NQ-HĐQT	21/07/2025	Approved loans and other credit facilities at VCB Bank – Tan Binh Duong Branch.
9	09/2025/NQ-HĐQT	08/08/2025	Adjusted the 2025 Business Plan.
10	10/2025/NQ-HĐQT	08/09/2025	Finalized the list of shareholders for collecting written opinions.
11	11/2025/NQ-HĐQT	17/10/2025	Approved the signing of a housing sale/purchase contract (118 units in Green City Project) with Becamex Group.
12	12/2025/NQ-HĐQT	03/11/2025	Approved loans and other credit facilities at BIDV Bank – Binh Duong Branch.
13	13/2025/NQ-HĐQT	11/11/2025	Approved the 2024 cash dividend payment.
14	14/2025/NQ-HĐQT	17/11/2025	Approved the business policy for the Bau Bang Worker Housing Commercial Service Project.
15	15/2025/NQ-HĐQT	18/11/2025	Approved loans and other credit facilities at VCB Bank – Tan Binh Duong Branch.
16	16/2025/NQ-HĐQT	24/11/2025	Approved materials for collecting shareholders' written opinions.
17	17/2025/NQ-HĐQT	22/12/2025	Approved a loan at BIDV – Binh Duong Branch to pay for 118 houses in the Green City Project.
18	18/2025/NQ-HĐQT	22/12/2025	Approved the signing of a housing sale/purchase contract (183 units in Green City Project) with Becamex Group.
19	19/2025/NQ-HĐQT	23/12/2025	Approved the amendment of the Company's Charter.
20	20/2025/NQ-HĐQT	30/12/2025	Approved the plan for additional stock offering to existing shareholders.
21	21/2025/NQ-HĐQT	30/12/2025	Approved the application dossier for the stock offering.



### **3. Transactions between the Company and Related Parties:**

In 2025, transactions between the Company and related parties were conducted in compliance with the Law on Enterprises and the Company's Charter. The BOD issued:

- Resolution No. 01/2025/NQ-HĐQT regarding the policy on signing and executing transactions/contracts with related parties in 2025;
- Resolution No. 11/2025/NQ-HĐQT regarding the signing of a housing sale/purchase contract (118 units) in the Green City Project with Becamex Group;
- Resolution No. 18/2025/NQ-HĐQT regarding the signing of a housing sale/purchase contract (183 units) in the Green City Project with Becamex Group.

Other transactions are disclosed in detail in the 2025 Corporate Governance Report.

### **4. Supervision of the General Director and Management Board:**

The Management Board operated in accordance with their functions and duties, consistently complying with legal regulations, the Charter, and the Company's internal regulations.

The Management Board ensured that all matters within the BOD's authority were submitted for opinion and implementation only after BOD approval. BOD members were updated promptly on the business situation. The Management Board proactively handled arising issues and proposed solutions to complete the 2025 plan.

### **5. Implementation of Matters Authorized by the GMS:**

#### **5.1 Amendment of Business Lines:**

Following Resolution No. 03/2025/NQ-ĐHĐCĐ dated December 12, 2025, the BOD directed the Management Board to submit dossiers for business line amendments. On December 16, 2025, the Ho Chi Minh City Finance Department issued Document No. 1136592/25 confirming changes to the business registration.

#### **5.2 Change of Company Name, Head Office Address, and Charter Amendment:**

Following Resolution No. 02/2025/NQ-ĐHĐCĐ dated December 12, 2025, the BOD issued Resolution No. 19/2025/NQ-HĐQT dated December 23, 2025, to amend the Charter and disclose the amended Charter on the website. The name and address



changes are still being implemented to align with the operational situation, with completion expected in 2026.

**5.3 Charter Capital Increase (from 350 to 700 billion VND) and Stock Offering Plan:**

Following Resolution No. 04/2025/NQ-ĐHĐCĐ dated December 12, 2025, the BOD signed a consultancy contract for the offering dossier. On December 30, 2025, BCE submitted the offering dossier to the State Securities Commission (SSC). The SSC has responded, requiring BCE to supplement the dossier with the 2025 Audited Financial Statements.

**6. Remuneration and Operating Expenses of the Board of Directors:**

The remuneration for the BOD, Supervisory Board, and Company Secretary for 2024, paid in 2025 per Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 17, 2025, was **1% of 2024 PAT**, equivalent to **141 million VND**. Of this, **89 million VND** was paid to the BOD:

- Chairman: 25 million VND/year.
- 04 BOD Members: 16 million VND/member/year.

**II. 2026 PRODUCTION AND BUSINESS PLAN:**

In 2026, the Company will focus on the following key areas:

1. Human Resources: Continue to retain and attract high-quality labor, optimizing resources.
2. Capital: To ensure resources for major projects, The Company plans to issue shares as follows:
  - Phase 1: to pay dividends at a rate of 20% in shares.
  - Phase 2: to increase charter capital at a ratio of 1:1.
3. Strategic Segments: Focus on civil construction, transport infrastructure, repair and maintenance real estate.

**The 2026 business plan is detailed as follows:**

**1. Projected 2026 Business Plan for the Parent Company:**

*(Unit: Billion VND)*

No.	Indicator	2025 Actual	2026 Plan	Ratio (%)
1	Revenue from Sales & Services	864,11	2.314,89	267,89%
2	Profit Before Tax (PBT)	129,04	132,53	102,70%
3	Profit After Tax (PAT)	103,16	106,02	102,77%





## 2. Projected 2026 Consolidated Business Plan:

(Unit: Billion VND)

No.	Indicator	2025 Actual	2026 Plan	Ratio (%)
1	Revenue from Sales & Services	879,54	2.356,43	267,92%
2	Profit Before Tax (PBT)	129,1	134,87	104,47%
3	Profit After Tax (PAT)	101,74	106,02	104,21%

*The projected 2026 dividend payout is  $\geq$  15% of Charter Capital.*

The above is the Board of Directors' Report on the 2025 business results and the 2026 business plan. We respectfully submit this to the General Meeting of Shareholders for consideration and approval.

Respectfully./.

**FOR THE BOARD OF DIRECTORS**  
**CHAIRMAN**

**NGUYEN THANH TRUNG**



## **REPORT OF THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS**

**To: THE GENERAL MEETING OF SHAREHOLDERS.**

*Pursuant to Clause 3, Article 277 of Decree No. 155/2020/ND-CP dated December 31, 2020, as amended and supplemented by Clause 80, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025;*

As the Independent Member of the Board of Directors (BOD) of Binh Duong Construction & Civil Engineering Joint Stock Company, I hereby submit the assessment report on the Board of Directors' activities in 2025 as follows:

### **1. Organizational Structure:**

The Board of Directors of BCE for the 2022-2027 term consists of five (05) members: the Chairman, two (02) non-executive members, one (01) executive member, and one (01) independent member. This structure strictly complies with legal regulations and the Company's Charter regarding the quantity, professional standards, and the required ratio of independent BOD members.

### **2. General Assessment of BOD Activities:**

- **Meeting Attendance:** In 2025, the BOD conducted twenty-one (21) formal meetings (details are provided in the 2025 Corporate Governance Report) to discuss and vote on matters regarding production and business activities, as well as project investments. All members participated fully in these meetings and cast their votes based on the best interests of the Company and its shareholders.
- **Strategic Implementation:** The BOD effectively fulfilled its role in executing the strategic orientations and business plans approved by the General Meeting of Shareholders.
- **Supervision and Oversight:** The BOD successfully assigned specific tasks to each member to inspect and supervise the Board of Management's performance in implementing the Resolutions passed by the BOD.

### **3. Conclusion:**

Throughout the year, the Board of Directors has fully exercised its functions, rights, and obligations in accordance with the law, the Company's Charter, and the Internal Regulations on Corporate Governance.

The above is the Activity Report of the Independent BOD Member for 2025.



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

**INDEPENDENT BOARD MEMBER**

**TRAN THIEN THE**



TTCTPK2604130088

Ho Chi Minh City, April 15, 2026

**REPORT  
OF THE MANAGEMENT BOARD ON 2025 BUSINESS RESULTS  
AND 2026 BUSINESS PLAN**

**To: THE GENERAL MEETING OF SHAREHOLDERS.**

**Pursuant to:**

- *The 2025 Annual General Meeting of Shareholders Resolution of Binh Duong Construction & Civil Engineering Joint Stock Company, approved on April 17, 2025;*
- *The 2025 Production and Business Plan approved by the General Meeting of Shareholders;*
- *Board Resolution No. 09/2025/NQ-HĐQT dated August 08, 2025 regarding the adjustment of the 2025 Business Plan;*

Dear Valued Shareholders,

2025 was a successful year for the Vietnamese economy, with annual growth reaching 8.02%, inflation controlled at the target level of 4.5%, and a strong recovery in industrial production. Vietnam continues to be a leading destination for high-quality foreign direct investment (FDI).

In the past year, while the real estate market showed clear recovery, it was an extremely challenging year for construction enterprises due to constant fluctuations in material prices. Notably, sand, stone, and steel saw the sharpest increases (driven by scarce supply and rising transportation and production costs). These price fluctuations were caused by high construction demand (from major infrastructure projects), the suspension or tightened management of many quarries, and increased input costs (coal, electricity, and transport). This has significantly impacted construction firms, leading to higher construction costs and project delays.

In this context, BCE's business operations also faced significant obstacles. However, thanks to the sound strategic direction of the Board of Directors, along with the determination and efforts of the Management Board and all employees, BCE successfully achieved its 2025 business plan.



On behalf of the Management Board of Binh Duong Construction & Civil Engineering Joint Stock Company, I would like to report a summary of the Company's 2025 performance and the 2026 business plan as follows:

**A. 2025 Business Performance Results:**

**1. 2025 Consolidated Business Results:**

2025 Consolidated Business Results compared to 2024 and the 2025 Plan:

*(Unit: Billion VND)*

No.	Indicator	2024 Actual	2025 Plan	2025 Actual	% 2025 Act. / 2024 Act.	% 2025 Act. / 2025 Plan
1	Revenue from Sales & Services	298,03	1.554	879,54	295,12%	56,60%
2	Profit Before Tax (PBT)	78,13	73,58	129,1	165,24%	175,46%
3	Profit After Tax (PAT)	74,58	60,6	101,74	136,42%	167,89%

**2. 2025 Parent Company Business Results:**

2025 Business Results compared to 2024 and the 2025 Adjusted Plan:

*(Unit: Billion VND)*

No.	Indicator	2024 Actual	2025 Plan	2025 Actual	% 2025 Act. / 2024 Act.	% 2025 Act. / 2025 Plan
1	Revenue from Sales & Services	277,75	1.626	864,11	305,51%	53,14%
2	Profit Before Tax (PBT)	77,38	137,22	129,04	166,76%	94,04%
3	Profit After Tax (PAT)	74,88	109,78	103,16	137,77%	93,97%

**3. 2025 Subsidiary Business Results (Binh Duong Plastic Production Trading Co., Ltd):**

*(Unit: Billion VND)*

No.	Indicator	2025 Actual
1	Revenue from Sales & Services	17.59
2	Profit Before Tax (PBT)	-7.35
3	Profit After Tax (PAT)	-7.35



Total Revenue 2025: 864.11 billion VND, reaching 53.14% of the adjusted plan. Breakdown: Construction revenue: 681.77 billion VND; Real estate revenue: 180.2 billion VND; Other revenue: 1.96 billion VND; Sales of goods: 0.16 billion VND.

- Profit Before Tax: 129.04 billion VND, reaching 94.04% of the plan.
- Profit After Tax: 103.16 billion VND, reaching 93.97% of the plan.

**General Assessment:** In 2025, although revenue did not meet the target (primarily due to delays in several construction projects), the Company's operational efficiency and profitability remained high, ensuring shareholders' interests.

Proposed 2025 Dividend: 20% / Charter Capital (to be paid in shares)

#### 4. Financial Status:

##### 4.1 Asset Status:

Total assets currently stand at 2.559 billion VND (an increase of 1.855 billion VND compared to 704 billion VND in 2024). Inventory is 1.478 billion VND, accounting for 57% of total assets (compared to 46 billion VND in 2024).

##### 4.2 Liabilities:

Total capital in 2025 was 2.559 billion VND. Aside from equity of 478,6 billion VND (up 91 billion VND from 2023), the remainder consists of short-term loans and other payables. Total liabilities in 2025 were 2.080 billion VND.

#### 5. State Budget Obligations:

In 2025, BCE incurred tax obligations to the State Budget totaling 28,33 billion VND. The Company has provisionally paid 21,69 billion VND and is currently awaiting the 2025 tax finalization.

#### B. 2026 Business Plan:

Based on the projected opportunities and challenges for 2026 and the 2025 results, the Board of Directors and the Management Board of BCE propose the following 2026 business plan:

##### 1. 2026 Parent Company Plan:

*(Unit: Billion VND)*

No.	Indicator	2025 Actual	2026 Plan	% Growth
1	Revenue from Sales & Services	864,11	2.314,89	267,89%
2	Profit Before Tax (PBT)	129,04	132,53	102,70%
3	Profit After Tax (PAT)	103,16	106,02	102,77%

##### 2. 2026 Subsidiary Plan:



(Unit: Billion VND)

No.	Indicator	2025 Actual	2026 Plan
1	Revenue from Sales & Services	17,59	41,54
2	Profit Before Tax (PBT)	-7,35	0,68
3	Profit After Tax (PAT)	-7,35	

### 3. 2026 Consolidated Plan:

(Unit: Billion VND)

No.	Indicator	2025 Actual	2026 Plan	% Growth
1	Revenue from Sales & Services	879,54	2.356,43	267,92%
2	Profit Before Tax (PBT)	129,1	134,87	104,47%
3	Profit After Tax (PAT)	101,74	106,02	104,21%

In 2026, the Company will continue the execution of ongoing projects from 2025 and invest in the construction of new projects, including:

- **Project:** Green City Binh Duong individual housing
- **Project:** High-rise Apartment – Dinh Hoa Area 5
- **Project:** R2A Ecolakes
- **Project:** Construction, renovation, and expansion of National Highway 13
- **Project:** Ho Chi Minh City – Thu Dau Mot – Chon Thanh Expressway

The above is the full report of the Management Board regarding the Company's 2025 business results and the 2026 business plan. We respectfully submit this to the General Meeting of Shareholders for consideration and approval.

**GENERAL DIRECTOR**

**NGUYEN KIM TIEN**



TTCTPK2604130088

Ho Chi Minh City, April 15, 2026

**REPORT**  
**OF THE SUPERVISORY BOARD ON THE STATUS**  
**AND RESULTS OF OPERATIONS IN 2025**  
**(To be presented at the 2026 Annual General Meeting of Shareholders)**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The functions, duties, and powers of the Supervisory Board as stipulated in the Charter and Operational Regulations of the Supervisory Board (“SB”) of Binh Duong Construction & Civil Engineering Joint Stock Company;*
- *The 2025 Financial Statements of Binh Duong Construction & Civil Engineering Joint Stock Company (“Company” or “BCE”) audited by A&C Auditing and Consulting Co., Ltd;*

The Supervisory Board hereby reports to the General Meeting of Shareholders (GMS) on the status and performance of the Supervisory Board in 2025 as follows:

**I. ACTIVITIES OF THE SUPERVISORY BOARD:**

The Supervisory Board for the 2022-2027 term consists of 3 members:

- Mr. Nguyen Hai Hoang: Head of the Board
- Ms. Huynh Thi Que Anh: Member
- Ms. Le Thi Thuy Duong: Member

In 2025, the Supervisory Board carried out the following primary tasks:

- Evaluated the execution of the business plan, reviewed the 2024 audited financial statements, and submitted the draft report on the Supervisory Board’s operations for approval at the 2025 AGM.
- Monitored the Board of Directors (BOD) and the Board of Management in implementing the 2025 AGM Resolution regarding business plans, fund appropriations, and dividend payments in compliance with legal regulations and the Company’s Charter.
- Analyzed and assessed the H1 2025 business results and the financial status of BCE as of June 30, 2025; evaluated the efficiency of capital investment in Binh Duong Plastic Production and Trading Co., Ltd (subsidiary).



- Periodically inspected the resolutions passed by the BOD to ensure they were within authorized powers, reviewed related party transactions, and monitored the Company's compliance with information disclosure regulations.

## II. MONITORING RESULTS OF OPERATIONS AND FINANCIAL STATUS IN 2025:

### 1. Business Performance:

(Unit: Billion VND)

Indicator	2024 Actual	2025 Plan (Adjusted)	2025 Actual	2025 Actual / 2025 Plan	Growth (YoY)
Total Revenue	281	1.626	872	54%	+210%
Total Expenses	206	1.516,3	769	51%	+273%
Profit After Tax	75	109,7	103	94%	+37%

Source: 2025 Separate Audited Financial Statements of BCE

### Economic Context & Performance Analysis:

The Vietnamese economy in 2025 grew by 8.02% despite global trade tensions and tariff challenges. Domestically, the Government maintained macro-stability, stable interest and exchange rates, and met conditions for stock market upgrades. In July 2025, the province-merger initiative opened new development potential for BCE's real estate and construction sectors.

In 2025, BCE's two core sectors—Real Estate and Construction—achieved positive growth. Specifically:

- Construction:** Revenue surged 6.4 times compared to 2024, reaching 682 billion VND, driven by contracts for the Green City housing project, Dinh Hoa 5 Social Housing, and the National Highway 13 expansion. However, this segment only achieved 50% of its target. While accounting for 79% of total revenue, profitability was affected by fluctuating material prices and high competition, with a gross profit of 23 billion VND (approx. 3% margin).
- Real Estate:** Revenue reached 180 billion VND (21% of revenue) but contributed 87% of total gross profit, serving as the main profit driver. Key projects included Bau Bang Commercial Housing and Rich Town Commercial Street.
- Expenses:** Financial expenses rose slightly to 9.6 billion VND, primarily due to a 7.4 billion VND provision for the investment in Binh Duong Plastic Production and Trading Co., Ltd. Additionally, General & Administrative (G&A) expenses increased by



58% to 36.7 billion VND as part of the restructuring strategy within Becamex Group, positioning BCE as a flagship construction unit.

Consolidated Performance: As BCE's operations are concentrated in the Parent Company, the consolidated results showed similar trends. Consolidated revenue reached 888 billion VND (+199% YoY) and Consolidated Profit After Tax reached 101.7 billion VND (+37% YoY).

## 2. Financial Status:

No.	Indicator	Unit	Dec 31, 2024	Dec 31, 2025
<b>1</b>	<b>Asset and Capital Structure</b>			
1.1	Current Assets / Total Assets	%	80	97
1.2	Non-current Assets / Total Assets	%	20	3
1.3	Liabilities / Equity	Times	0,82	4,30
1.4	Liabilities / Total Capital	%	45	81
<b>2</b>	<b>Operational Efficiency</b>			
2.1	Inventory Turnover	Times	3,59	0,91
2.2	Receivables Turnover	Times	0,67	2,83
2.3	Payables Turnover	Times	1,47	3,57
<b>3</b>	<b>Liquidity</b>			
3.1	Current Ratio (Current Assets / Current Liabilities)	Times	1,79	1,56
3.2	Quick Ratio ([Current Assets - Inventory] / Current Liabilities)	Times	1,64	0,62
<b>4</b>	<b>Profitability Ratios</b>			
4.1	Return on Equity (ROE)	%	19,32	21,55
4.2	Return on Assets (ROA)	%	10,64	4,06

*Source: 2025 Separate Audited Financial Statements of BCE*

### Financial Analysis:

In 2025, the implementation of Becamex Investment And Industrial Development Group's restructuring strategy witnessed a robust expansion of BCE's asset scale. As of



December 31, 2025, total assets reached VND 2.538 billion, representing a 260% increase compared to the beginning of the period, following the transfer of real estate products from the Green City project for business purposes.

However, given the thin equity base and a profit scale that remains modest relative to the rapid growth of assets, the financial leverage ratio (Liabilities/Equity) escalated from 0,82x to a significantly high level of 4,30x. To finance construction activities and real estate investments, BCE increased its outstanding bank credit debt by VND 534 billion over the past year, reaching VND 615 billion by the end of 2025. This creates substantial pressure on cash flow regarding interest and principal repayments in the subsequent year.

Regarding operations, as the company is undergoing rapid scaling, operational performance metrics exhibited mixed signals. Specifically, the receivables turnover increased from 0,67x to 2,83x; however, the quick ratio declined to 0,62x (falling below the safety threshold of 1,0x). This decline is attributed to assets being primarily concentrated in low-liquidity inventory, causing the inventory turnover to drop sharply from 3,59x to 0,91x.

In terms of profitability, due to the high utilization of financial leverage, the Return on Equity (ROE) in 2025 rose to 21,55%. Conversely, the Return on Assets (ROA) saw a deep decline from 10,64% to 4,06%, as the rate of profit growth could not keep pace with the speed of asset expansion. This indicates that BCE's growth results are heavily reliant on borrowed capital. Consequently, BCE needs a strategic plan to increase its equity capital to rebalance its business financing toward a risk-controlled approach in the coming period.

### **III. MONITORING RESULTS OF THE BOARD OF DIRECTORS AND THE BOARD OF MANAGEMENT:**

**1. Supervision of the Board of Directors' Activities:** The Board of Directors (BOD) demonstrated flexibility and timeliness in formulating strategic orientations, enabling the company to achieve positive results in 2025. Specifically, the BOD convened 21 meetings to address the following matters:

- **Project Investment:** Approved the signing of housing sale and purchase contracts within the Green City Housing Project with Becamex Investment And Industrial Development Group.
- **Capital Mobilization:** Approved the registration dossier for a public offering of shares to increase charter capital, scheduled for 2026; approved the policy for credit



loans at BIDV - Binh Duong Branch and Vietcombank - Tan Binh Duong Branch to supplement working capital and invest in Company projects. Other matters within the BOD's jurisdiction were also addressed

## **2. Supervision of the Board of Management's Activities:**

The BOD conducted inspections and supervision of the Board of Management's (BOM) executive performance in managing production and business operations, as well as the implementation of resolutions from the GMS and the BOD throughout 2025.

The BOM proactively proposed solutions to adapt to external factors affecting the company's business activities. The implementation of a digital office platform has assisted the BOD in enhancing its oversight of the company's business operations.

## **3. Related Party Transactions:**

Under conditions of rapid organizational scaling, and to ensure flexibility in the timely execution of the GMS-approved business plan while complying with legal regulations, the 2025 Annual GMS issued Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 17, 2025. This resolution authorized the BOD to approve contracts and transactions valued at 35% or more of total assets, or transactions leading to a cumulative value within 12 months reaching 35% or more of the total assets recorded in the latest financial statements, with entities stipulated in Clause 1, Article 167 of the 2019 Law on Enterprises.

In 2025, BCE issued BOD Resolution No. 11/2025/NQ-HĐQT dated October 17, 2025, and BOD Resolution No. 18/2025/NQ-HĐQT dated December 22, 2025, approving housing sale and purchase contracts for the Green City project with Becamex Investment And Industrial Development Group (a shareholder owning over 10% of shares). As the cumulative value of these contracts exceeded 35% of the asset value in the latest financial statements, these transactions fall under the approval jurisdiction of the GMS pursuant to Article 167 of the 2020 Law on Enterprises and Point b, Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP. Therefore, the Supervisory Board recommends that the Company report these transactions to the nearest GMS for formal ratification as required by law.

Furthermore, the BOD of BCE issued BOD Resolution No. 01/2025/NQ-HĐQT dated February 17, 2025, approving contracts/transactions with related parties valued



at less than 35% of total assets. The General Director was assigned to execute these transactions, which included construction, materials supply, telecommunications services, and the leasing of offices and factories with companies within the same group. Detailed transaction values are disclosed in Section VII.2 of the Corporate Governance Report dated January 27, 2026, and in Note VII.2b of the 2025 Audited Financial Statements.

#### **IV. REVIEW OF THE 2025 FINANCIAL STATEMENTS:**

The Supervisory Board expresses consensus with the audited 2025 financial statement figures presented by the Board of Directors to the General Meeting of Shareholders. The Company's 2025 Financial Statements were prepared in accordance with current Vietnamese Accounting Standards (VAS) and the prevailing accounting regime, and were audited by A&C Auditing and Consulting Co., Ltd. The 2025 Financial Statements received an unqualified opinion from the auditors.

#### **V. EVALUATION OF COORDINATION BETWEEN THE SUPERVISORY BOARD, THE BOD, THE BOM, AND SHAREHOLDERS:**

The SB worked directly with the BOD and the BOM to oversee compliance with the law and the Charter in production and business activities.

The BOD and the BOM provided the most favorable conditions (including the provision of records and documents) for the SB to conduct thematic inspections and oversight at both the parent company and its subsidiaries. The SB, on behalf of the shareholders, performed monitoring and supervision of the company's management and executive activities. In 2025, the SB did not receive any requests or complaints from shareholders:

Regarding SB Remuneration for 2024 (paid in 2025):

- Head of the Board: VND 16.000.000
- Member: VND 12.000.000 per person

**ON BEHALF OF THE SUPERVISORY BOARD  
HEAD OF THE BOARD**

**NGUYEN HAI HOANG**



TTCTPK2604130088

Ho Chi Minh City, April 15, 2026

**No: 01/2026/TT-DHDCD**

**PROPOSAL**

*(Re: Approval of the 2025 Audited Financial Statements, the Report of the Board of Directors, and the Report of the Supervisory Board)*

**To: The General Meeting of Shareholders of Binh Duong Construction & Civil Engineering Joint Stock Company.**

**Pursuant to:**

- *The Law on Enterprises approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Charter of Binh Duong Construction & Civil Engineering Joint Stock Company (“the Company”);*

The Board of Directors (BOD) of Binh Duong Construction & Civil Engineering Joint Stock Company respectfully submits to the General Meeting of Shareholders (GMS) for voting and approval of the following:

- The 2025 Financial Statements audited by A&C Auditing and Consulting Co., Ltd;
- The 2025 Report of the Board of Directors and the 2026 Orientation of Activities;
- The 2025 Operational Report of the Supervisory Board.

*(The reports are attached to the Meeting documents)*

Respectfully submitted.

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

**Recipients:**

- As above;
- Archive at the Office of the Board of Directors.

**NGUYEN THANH TRUNG**



Ho Chi Minh City, April 15, 2026

**No: 02/2026/TT-ĐHĐCĐ**

## **PROPOSAL**

*(Re: Approval of the General Director's Report on 2025 Business Results and the 2026 Business Plan)*

**To: The General Meeting of Shareholders of Binh Duong Construction & Civil Engineering Joint Stock Company.**

**Pursuant to:**

- *The Law on Enterprises approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*

- *The Charter of Binh Duong Construction & Civil Engineering Joint Stock Company approved by the GMS on December 23, 2025;*

The Board of Directors respectfully submits to the GMS for voting and approval of the General Director's Report on 2025 Business Results and the 2026 Business Plan with the following key indicators:

**1. Approval of 2025 Business Results (Based on Consolidated and Parent Company Financial Statements):**

**a. 2025 Business Results of the Parent Company:**

*(Unit: Billion VND)*

No.	Item	2025 GMS Plan	Adjusted Plan	2025 Actual	Actual/ Adjusted Plan
1	Revenue from Sales & Services	1.453	1.626	864,11	53,14%
2	Profit Before Tax (PBT)	60,85	137,22	129,04	94,04%
3	Profit After Tax (PAT)	48,68	109,78	103,16	93,97%

**b. 2025 Consolidated Business Results:**

*(Unit: Billion VND)*

No.	Item	2025 Plan	2025 Actual	Actual/Plan %
1	Net Revenue	1.555	879,54	56,58%
2	Profit Before Tax (PBT)	73,58	129,1	175,46%
3	Profit After Tax (PAT)	60,6	101,74	167,89%

**2. Approval of the 2026 Business Plan:**



**a. 2026 Business Plan of the Parent Company:**

*(Unit: Billion VND)*

No.	Item	2025 Actual	2026 Plan	% Growth
1	Revenue from Sales & Services	864,11	2.314,89	267,89%
2	Profit Before Tax (PBT)	129,04	132,53	102,70%
3	Profit After Tax (PAT)	103,16	106,02	102,77%

**b. 2026 Consolidated Business Plan:**

*(Unit: Billion VND)*

No.	Item	2025 Actual	2026 Plan	% Growth
1	Revenue from Sales & Services	879,54	2.356,43	267,92%
2	Profit Before Tax (PBT)	129,1	134,87	104,47%
3	Profit After Tax (PAT)	101,74	106,02	104,21%

Respectfully submitted.

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

Recipients:

- As above;
- Archive at the Office of the Board of Directors.

**NGUYEN THANH TRUNG**



TTCTPK2604130088

Ho Chi Minh City, April 15, 2026

**No: 03/2026/TT-DHDCD**

## **PROPOSAL**

*(Re: Approval of the 2025 profit distribution plan and the 2026 profit distribution plan.)*

**To: The General Meeting of Shareholders of Binh Duong Construction & Civil Engineering Joint Stock Company.**

**Pursuant to:**

*- The Law on Enterprises approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*

*- The Charter of Binh Duong Construction & Civil Engineering Joint Stock Company approved by the General Meeting of Shareholders on December 23, 2025;*

*- The audited business results of the 2025 fiscal year and the 2025 business plan.*

The Board of Directors respectfully submits to the General Meeting of Shareholders for voting and approval of the 2025 Profit Distribution Plan as follows:

**1. 2025 Profit Distribution Plan:**

*(Unit: VND)*

<b>No.</b>	<b>Description</b>	<b>2025 ACTUAL</b>
<b>1</b>	<b>Separate Profit After Tax in 2025</b>	<b>103.162.273.726</b>
<b>2</b>	Appropriation for Investment and Development Fund	10.174.020.628
<b>3</b>	Appropriation for Bonus and Welfare Fund	17.295.835.068
<b>4</b>	Remuneration for the Board of Directors, Supervisory Board, and Secretary	1.017.402.063
<b>5</b>	Bonus for the Board of Management	1.017.402.063
<b>6</b>	<b>Remaining profit after fund appropriation</b>	<b>73.657.613.905</b>
<b>7</b>	Profit carried forward from previous year	<b>94.157.823</b>
<b>8</b>	Expected Charter Capital	350.000.000.000
<b>9</b>	Dividend payout ratio	20%
	Charter Capital (Paid in shares)	
<b>10</b>	Dividends	70.000.000.000



11	Remaining undistributed profit	3.751.771.728
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Dividend payment timing: Quarter 4/2026.

**2. 2026 Profit Distribution Plan:**

No.	Description	2026 Plan	
1	<b>Profit After Tax</b>		<b>106.029.518.205</b>
2	<b>Provision for funds</b>		<b>39.230.921.736</b>
	- Provision for Investment and Development Fund	10%	15.904.427.731
	- Provision for Bonus and Welfare Fund	20%	21.205.903.641
	- Remuneration for the Board of Directors, Supervisory Board + Secretary	1%	1.060.295.182
	- Bonus for the Management Board	1%	1.060.295.182
3	<b>Remaining profit</b>		<b>66.798.596.469</b>
4	Charter Capital		420.000.000.000
5	Dividend payment		≥15%

Respectfully submitted.

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

Recipients:

- As above;
- Archive at the Office of the Board of Directors.

**NGUYEN THANH TRUNG**



Ho Chi Minh City, April 15, 2026

**No: 04/2026/TT-DHDCD**

## **PROPOSAL**

*(Re: Approval of Remuneration for the Board of Directors, Supervisory Board, and Company Secretary for 2025 and the 2026 Remuneration Plan)*

**To: The General Meeting of Shareholders of Binh Duong Construction & Civil Engineering Joint Stock Company.**

**Pursuant to:**

- *The Law on Enterprises approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Charter of Binh Duong Construction & Civil Engineering Joint Stock Company;*
- *The 2026 production and business plan.*

The Board of Directors of Binh Duong Construction & Civil Engineering Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the following:

**1. Remuneration for the BOD, Supervisory Board, and Company Secretary in 2025:**

According to Resolution No. 01/2025/NQ-DHDCD dated April 17, 2025, the total remuneration is 1% of PAT 2025, equivalent to 1.017.402.063 VND.

**2. 2026 Remuneration Plan:**

Based on the 2026 business plan and corporate governance requirements, the BOD submits for approval a remuneration rate of 1% of Profit After Tax for 2026 and requests the GMS to authorize the BOD to decide the specific allocation for each member.

Respectfully submitted.

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

**Recipients:**

- As above;
- Archive at the Office of the Board of Directors.

**NGUYEN THANH TRUNG**



Ho Chi Minh City, April 15, 2026

**No: 05/2026/TT-ĐHDCĐ**

**PROPOSAL**

*(Re: Approval of the signing of contracts and transactions with Becamex Group in 2025 with a value of 35% or more of the total asset value recorded in the Company's latest financial statements)*

**To: The General Meeting of Shareholders of Binh Duong Construction & Civil Engineering Joint Stock Company.**

**Pursuant to:**

- *The Law on Enterprises approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Charter of Binh Duong Construction & Civil Engineering Joint Stock Company;*
- *The 2025 AGM Resolution of Binh Duong Construction & Civil Engineering Joint Stock Company approved on April 17, 2025.*

To achieve business targets and implement the 2025 Annual General Meeting (AGM) Resolution, the Board of Directors (BOD) of Binh Duong Construction & Civil Engineering Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the signing of contracts and transactions with Becamex Investment And Industrial Development Group in 2025 as follows:

1. Housing Sale and Purchase Contract (183 units) within the Green City Binh Duong Housing Project:  
Total contract value: VND 932.817.823.300 (VAT included).
2. Housing Sale and Purchase Contract (118 units) within the Green City Binh Duong Housing Project:  
Total contract value: VND 628.992.427.800 (VAT included).
3. Construction Contract for the High-rise Apartment Building – Dinh Hoa Area 5:  
Total contract value: VND 1.385.687.919.207 (VAT included)

Respectfully submitted.

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

**Recipients:**

- As above;
- Archive at the Office of the Board of Directors.

**NGUYEN THANH TRUNG**



## **PROPOSAL**

*(Re: Approval of the signing of contracts and transactions in 2026 with related parties with a value of 35% or more of the total asset value recorded in the Company's latest financial statements)*

**To: The General Meeting of Shareholders of Binh Duong Construction & Civil Engineering Joint Stock Company.**

**Pursuant to:**

- *The Law on Enterprises approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Charter of Binh Duong Construction & Civil Engineering Joint Stock Company;*
- *The 2025 AGM Resolution of Binh Duong Construction & Civil Engineering Joint Stock Company approved on April 17, 2025.*

The Board of Directors (BOD) of Binh Duong Construction & Civil Engineering Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the signing of contracts and transactions with parties specified in Clause 1, Article 167 of the 2020 Law on Enterprises (Related Parties) expected to arise in 2026 as follows:

**I. Regarding the Sale and Purchase Contract for the Green City Housing Project, Binh Duong Ward**

1. Signatory: Major shareholder and related organization of Internal Persons – Becamex Investment And Industrial Development Group.
2. Main content: Expected transfer of 668 units within the Green City Housing Project, Binh Duong Ward, Ho Chi Minh City.
3. Estimated value: VND 3.000 billion.

**II. Regarding Construction Contracts and Other Contracts:**

1. Signatories (Related Organizations to Internal Persons):
  - Becamex Investment And Industrial Development Group
  - Becamex Infrastructure Development Joint Stock Company
  - Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway Joint Stock Company



- Becamex Binh Dinh Infrastructure Development Co., Ltd
  - Ho Chi Minh City Ring Road 4 Joint Stock Company
  - Becamex Binh Phuoc Infrastructure Development Joint Stock Company
  - Other companies within the same group (if any)
2. Transaction content: Construction contracts, contracts for the supply of plastic pipes and project materials, housing sale and purchase contracts, and other contracts (if any).
  3. Transaction/Contract value: Value of 35% or more of total assets, or transactions leading to a total cumulative transaction value within 12 months from the date of the first transaction reaching 35% or more of the total assets recorded in the Company's latest financial statements.

To ensure the timely implementation of the business plan, the Board of Directors respectfully submits to the General Meeting of Shareholders for authorization for the Board of Directors to decide on the detailed contents of each contract/transaction; to approve the execution and implementation of the contracts/transactions mentioned in Sections I and II above, and to report to the nearest General Meeting of Shareholders.

Respectfully submitted.

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

Recipients:

- As above;
- Archive at the Office of the Board of Directors.

**NGUYEN THANH TRUNG**



Ho Chi Minh City, April 15, 2026

**No: 07/2026/TT-DHDCD**

## **PROPOSAL**

*(Re: Approval of the list of independent auditing firms to be selected for the audit of the 2026 Financial Statements)*

**To: The General Meeting of Shareholders of Binh Duong Construction & Civil Engineering Joint Stock Company.**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Charter on Organization and Operation of Binh Duong Construction & Civil Engineering Joint Stock Company;*
- *The Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *The Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Law on Securities;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020, providing regulations on corporate governance applicable to public companies;*

The Supervisory Board respectfully submits to the General Meeting of Shareholders (GMS) the selection criteria and the list of independent auditing firms to be selected as the auditing unit for the year 2026 as follows:

**1. Selection criteria for the independent auditing firm:**

- Legally operating in Vietnam and approved by the State Securities Commission (SSC) to provide auditing services for listed and public companies.
- Having a team of highly qualified and experienced auditors who meet the Company's requirements, offering reasonable auditing fees consistent with the quality of the audit.
- Guaranteeing completion deadlines to satisfy the requirements for information disclosure in accordance with legal regulations.
- No conflicts of interest arising during the audit of the Company's Financial Statements.

**2. List of proposed independent auditing firms:**

Based on the above criteria, the Supervisory Board respectfully submits to the GMS the list of independent auditing firms to be selected to conduct the review of the semi-annual Financial Statements, the audit of the annual Financial Statements, and operational audits (if necessary) of Binh Duong Construction & Civil Engineering Joint Stock Company for the year 2026, and requests the GMS to authorize the Board of Directors to decide on the selection of an auditing firm from the following list.

- A&C Auditing and Consulting Co., Ltd.;
- AASC Auditing Firm Company Limited ;



- KPMG Vietnam Co., Ltd.;
- Ernst & Young Vietnam Co., Ltd.;
- PwC Vietnam Co., Ltd.;
- Deloitte Vietnam Co., Ltd.

The Supervisory Board respectfully requests the General Meeting of Shareholders to consider and approve this proposal.

Respectfully submitted.

**HEAD OF THE SUPERVISORY BOARD**

Recipients:

- As above;
- Archive at the Office of the Board of Directors.

**NGUYEN HAI HOANG**



Ho Chi Minh City, April 15, 2026

**No: 08/2026/TT-DHDCD**

**PROPOSAL**

*(Re: Continued implementation of the change of Company name and Head Office address in 2026 according to Resolution No. 02/2025/NQ-DHDCD dated December 12, 2025)*

**To: The General Meeting of Shareholders of Binh Duong Construction & Civil Engineering Joint Stock Company.**

**Pursuant to:**

- *The Law on Enterprises approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Charter of Binh Duong Construction & Civil Engineering Joint Stock Company;*
- *GMS Resolution No. 02/2025/NQ-DHDCD dated December 12, 2025;*

According to Resolution No. 02/2025/NQ-DHDCD dated December 12, 2025, the General Meeting of Shareholders (GMS) approved the change of the Company's name and head office address as follows:

**Before the change:**

- Company name in Vietnamese: CÔNG TY CỔ PHẦN XÂY DỰNG & GIAO THÔNG BÌNH DƯƠNG.
- Company name in English: BINH DUONG CONSTRUCTION & CIVIL ENGINEERING JOINT STOCK COMPANY.
- Address: Lot G, Dong Khoi Street, Hoa Phu Ward, Thu Dau Mot City, Binh Duong Province, Vietnam.

**After the change:**

- Company name in Vietnamese: CÔNG TY CỔ PHẦN XÂY DỰNG & GIAO THÔNG BECAMEX.
- Company name in English: BECAMEX CONSTRUCTION & CIVIL ENGINEERING JOINT STOCK COMPANY.
- Address: 7th Floor, WTC Tower, No. 1 Hung Vuong Street, Binh Duong Ward, Ho Chi Minh City, Vietnam.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the continued implementation of the change of Company name and head office address in 2026.

Respectfully submitted.

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

**Recipients:**

- As above;
- Archive.

**NGUYEN THANH TRUNG**



Ho Chi Minh City, April 15, 2026

**No: 09/2026/TT-DHDCD**

## **PROPOSAL**

*(Re: Amending and supplementing the Company Charter, Internal Regulations on Corporate Governance, Operational Regulations of the Board of Directors)*

**To: The General Meeting of Shareholders of Binh Duong Construction & Civil Engineering Joint Stock Company.**

**Pursuant to:**

- *The Law on Enterprises approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019, and its amending, supplementing documents, and guiding regulations (hereinafter referred to as the “Law on Securities”);*
- *The Government’s Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Law on Securities (hereinafter referred to as “Decree 155”);*
- *The Government’s Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing several articles of Decree No. 155/2020/ND-CP (hereinafter referred to as “Decree 245”);*
- *The Charter of Binh Duong Construction & Civil Engineering Joint Stock Company.*

To meet the requirements for amending and supplementing internal regulations in accordance with new legal provisions and the current organizational and operational needs of Binh Duong Construction & Civil Engineering Joint Stock Company, the Board of Directors (BOD) respectfully submits to the 2026 Annual General Meeting of Shareholders (AGM) for approval the following contents:

1. To approve the amendment and supplement of the Charter, the Internal Corporate Governance Regulations, and the Operational Regulations of the Board of Directors of Binh Duong Construction & Civil Engineering Joint Stock Company (*Attached Appendix 01: Explanatory Table of Amendments and Supplements*).
2. To authorize the BOD / sign and issue the Internal Corporate Governance Regulations, the Operational Regulations of the Board of Directors, and the Charter of Binh Duong Construction & Civil Engineering Joint Stock Company as approved by the General Meeting of Shareholders in compliance with regulations.



Respectfully submitted.

Recipients:

- As above;
- Archive.

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

**NGUYEN THANH TRUNG**



Ho Chi Minh City, April 15, 2026

**No: 10/2026/TT-ĐHĐCĐ**

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*(Re: Approval to cancel the plan for the public offering of additional shares to existing shareholders to increase charter capital in 2025)*

**To: The General Meeting of Shareholders of Binh Duong Construction & Civil Engineering Joint Stock Company.**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 approved on June 17, 2020, and its guiding documents, amendments, and supplements (the “Law on Enterprises”);*
- *The Law on Securities No. 54/2019/QH14 approved on November 26, 2019, and its guiding documents, amendments, and supplements (the “Law on Securities”);*
- *Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities and its guiding documents, amendments, and supplements (“Decree No. 155/2020/ND-CP”);*
- *The Charter of Binh Duong Construction & Civil Engineering Joint Stock Company (the “Company”);*
- *The actual capital requirements for the business operations of Binh Duong Construction & Civil Engineering Joint Stock Company.*

The Board of Directors (the “BOD”) of Binh Duong Construction & Civil Engineering Joint Stock Company hereby submits to the General Meeting of Shareholders (the “GMS”) for approval the cancellation of the plan for the public offering of additional shares to existing shareholders to increase charter capital in 2025.

Pursuant to the GMS Resolution No. 04/2025/NQ-ĐHĐCĐ dated December 12, 2025, the BOD had implemented the 2025 plan for the public offering of additional shares to existing shareholders in accordance with Proposal No. 02/2025/TT-HĐQT dated November 24, 2025.

However, during the implementation process, the BOD recognized that market conditions have become unfavorable, and the Company’s actual capital requirements for business operations have changed. To ensure the feasibility of the offering and to balance capital sources for ongoing operations, the BOD respectfully submits to the GMS for approval to cancel the plan for the public offering of additional shares to existing shareholders, which was previously approved by the GMS in Resolution



No. 04/2025/NQ-ĐHĐCĐ dated December 12, 2025 (based on Proposal No. 02/2025/TT-HĐQT dated November 24, 2025).

Respectfully submitted to the GMS for consideration and approval./.

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

Recipients:

- *As above;*
- *Archive at the Office of the Board of Directors.*

**NGUYEN THANH TRUNG**



Ho Chi Minh City, April 15, 2026

**No: 11/2026/TT-ĐHĐCĐ**

## **PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*(Re: Approval of the plan for share issuance for 2025 dividend payment)*

**To: The General Meeting of Shareholders of Binh Duong Construction & Civil Engineering Joint Stock Company.**

### **Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 approved on June 17, 2020, and its guiding, amending, and supplementing documents;*
- *The Law on Securities No. 54/2019/QH14 approved on November 26, 2019, and its guiding, amending, and supplementing documents;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020, providing detailed regulations for the implementation of several articles of the Law on Securities and its guiding, amending, and supplementing documents (“Decree No. 155/2020/ND-CP”);*
- *Circular No. 118/2020/TT-BTC dated December 31, 2020, by the Ministry of Finance guiding the offering, issuance of securities, public tender offers, share repurchases, registration of public companies, and cancellation of public company status, and its guiding, amending, and supplementing documents;*
- *The Charter of Binh Duong Construction & Civil Engineering Joint Stock Company (the “Company”);*
- *The Company’s actual demand for capital to serve its business operations;*

The Board of Directors (“BOD”) of Binh Duong Construction & Civil Engineering Joint Stock Company respectfully submits to the General Meeting of Shareholders (“GMS”) for approval the plan for share issuance to pay 2025 dividends to existing shareholders as follows:

### **I. ISSUANCE PLAN**

<b>No.</b>	<b>Item</b>	<b>Content</b>
1	Name of share	Share of Binh Duong Construction & Civil Engineering Joint Stock Company
2	Stock ticker	BCE
3	Type of share	Common share
4	Par value	VND 10,000 per share
5	Total issued shares	35,000,000 shares
6	Total outstanding shares	35,000,000 shares
7	Number of shares expected to be issued	7,000,000 shares (In words: Seven million shares)
8	Total issuance value at par value	VND 70,000,000,000 (In words: Seventy billion Dong)
9	Issuance ratio	20% of total outstanding shares at the time of issuance



10	Rights execution ratio	10:2 (Every shareholder named in the Company's list of shareholders as of the record date provided by the Vietnam Securities Depository and Clearing Corporation (VSDC) who owns 10 shares will receive 02 new shares as dividends)
11	Target participants	Existing shareholders named in the list of shareholders as of the record date provided by VSDC to execute the rights for stock dividend payment
12	Source of capital	Accumulated undistributed profit after tax as of December 31, 2025, according to the Company's audited Financial Statements
13	Rounding and fractional share handling plan	The number of shares issued for dividend payment will be rounded down to the nearest unit. Any fractional shares (less than 01 share) will be canceled and not issued.  <i>Example: On the record date, Shareholder A owns 589 shares. The number of shares Shareholder A receives will be <math>(589/10) \times 2 = 117.8</math> shares. After rounding down, Shareholder A receives 117 shares. The 0.8 fractional share will be canceled.</i>
14	Transfer restrictions	Shares issued for the 2025 dividend payment to existing shareholders are not subject to transfer restrictions
15	Estimated timing	Expected in 2026. The GMS authorizes/assigns the BOD to decide on the appropriate timing after the State Securities Commission (SSC) provides written notification regarding the receipt of the issuance report documents.

## **II. AMENDMENT OF BUSINESS REGISTRATION CERTIFICATE AND COMPANY CHARTER:**

The GMS authorizes the Board of Directors to amend and supplement the Company's Charter and perform procedures to adjust the Business Registration Certificate according to the new charter capital after the completion of the issuance.

## **III. APPROVAL OF ADDITIONAL DEPOSITORY REGISTRATION AND LISTING:**

The newly issued shares will be registered for additional depository at the Vietnam Securities Depository and Clearing Corporation (VSDC) and for additional listing at the Ho Chi Minh City Stock Exchange (HOSE) upon the conclusion of the issuance in compliance with legal regulations.

## **IV. AUTHORIZATION BY THE GMS TO THE BOARD OF DIRECTORS:**

The GMS unanimously delegates and authorizes the Board of Directors to decide on all matters related to the share issuance for 2025 dividend payment as stated in this Proposal within its authority, including but not limited to the following:



1. Selecting the timing of issuance, preparing, and completing the issuance dossier to be submitted to the SSC and relevant state authorities. In case of required amendments/supplements by the SSC or other authorities, the BOD is authorized to make such adjustments to ensure the issuance is completed in accordance with regulations;
2. Selecting the record date and other timelines related to the implementation of the issuance;
3. Amending and supplementing the Company's Charter regarding charter capital and the number of shares following the results of the actual issuance;
4. Implementing necessary legal procedures with competent state authorities to update the Business Registration Certificate for the new charter capital;
5. Performing necessary procedures for additional depository registration at VSDC and additional listing on HOSE for all newly issued shares;
6. In certain cases, the BOD is permitted to sub-authorize the Chairman of the BOD or the General Director to perform the above-mentioned tasks in accordance with the authority stipulated in the Company's Charter.

Respectfully submitted.

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

Recipients:

- As above;
- Archive at the Office of the Board of Directors.

**NGUYEN THANH TRUNG**



Ho Chi Minh City, April 15, 2026

**No: 12/2026/TT-ĐHĐCĐ**

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*(Re: Approval of the plan for the issuance of additional shares to existing shareholders to increase charter capital in 2026)*

**To: The General Meeting of Shareholders of Binh Duong Construction & Civil Engineering Joint Stock Company.**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 approved on June 17, 2020, and its guiding documents, amendments, and supplements (the “Law on Enterprises”);*
- *The Law on Securities No. 54/2019/QH14 approved on November 26, 2019, and its guiding documents, amendments, and supplements (the “Law on Securities”);*
- *Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities and its guiding documents, amendments, and supplements (“Decree No. 155/2020/ND-CP”);*
- *The Charter of Binh Duong Construction & Civil Engineering Joint Stock Company (the “Company”);*
- *The actual capital requirements of the Company for its business operations.*

The Board of Directors (the “BOD”) of Binh Duong Construction & Civil Engineering Joint Stock Company hereby respectfully submits to the General Meeting of Shareholders (the “GMS”) for approval the plan for the issuance of additional shares to existing shareholders to increase charter capital in 2026, with the following details:

**I. PLAN FOR THE ISSUANCE OF ADDITIONAL SHARES TO EXISTING SHAREHOLDERS TO INCREASE CHARTER CAPITAL IN 2026:**

No.	Item	Description
1	Name of share	Share of Binh Duong Construction & Civil Engineering Joint Stock Company
2	Stock ticker	<b>BCE</b>
3	Type of share	Common share
4	Par value	VND 10.000/share
5	Total issued shares	35.000.000 shares
6	Current charter capital	VND 350.000.000.000
7	Total outstanding shares	35.000.000 shares
8	Expected number of outstanding shares at the time of issuance	<b>42.000.000 shares</b>
	<i>Including:</i>	



	- Current outstanding shares	35.000.000 shares
	- Estimated shares to be issued for 2025 dividends	20% of charter capital at the time of issuance, estimated at 7,000,000 shares.
9	Estimated number of shares to be issued	<b>42,000,000 shares</b> (In words: Forty-two million shares). The specific number will depend on the actual outstanding shares at the time of issuance and will be determined by the BOD based on the approved right execution ratio..
10	Total expected offering value at par value	<b>VND 420,000,000,000</b> (In words: Four hundred and twenty billion Dong).
11	Offering price	<b>VND 10,000 per share</b>
12	Total estimated proceeds from the offering	<b>VND 420,000,000,000</b> (In words: Four hundred and twenty billion Dong).
13	Offering ratio	<b>100%</b> of the total outstanding shares at the time of issuance.
14	Offering method	Public offering to existing shareholders via the exercise of subscription rights.
15	Rights execution ratio	<b>1:1</b> (On the record date, a shareholder owning 01 share is entitled to 01 subscription right; 01 subscription right allows the purchase of 01 additional share).
16	Target participants	Existing shareholders named in the list of shareholders as of the record date for the allocation of subscription rights provided by the Vietnam Securities Depository and Clearing Corporation (VSDC).
17	Transfer of subscription rights	Shareholders entitled to subscription rights may transfer those rights to others within the specified period. Rights can only be transferred <b>once</b> (the transferee cannot transfer them to a third party). The transfer price and payment shall be negotiated between the transferor and the transferee.
18	Rounding plan for fractional shares	As the rights execution ratio is 1:1, no rounding is necessary and no fractional shares will arise.
19	Handling plan for unsubscribed shares	Unsubscribed shares (shares not registered or not paid for) shall be authorized by the GMS to the BOD for redistribution to other investors (including existing shareholders, internal persons, and other investors) with financial capacity at a price not lower than the offering price to existing shareholders.  Redistributed shares will be subject to a <b>01-year transfer restriction</b> from the closing date of the offering, unless otherwise provided by law. The redistribution must comply with:  - Article 195 of the Law on Enterprises 2020 (Cross-ownership restrictions).  - Article 42 of Decree No. 155/2020/ND-CP.



		Any remaining undistributed shares will be canceled, and the BOD will decide to close the offering.
20	Foreign ownership limit compliance	The GMS authorizes the BOD to decide on specific plans to ensure compliance with the Company's foreign ownership limit as prescribed by law.
21	Transfer restrictions	Shares offered to existing shareholders via the exercise of subscription rights are <b>not subject to transfer restrictions</b> .
22	Estimated timing	Expected in 2026-2027; to be implemented after the 2025 stock dividend issuance. The GMS authorizes the BOD to decide the appropriate timing after the SSC issues the Registration Certificate for Public Offering of Securities.

## **II. APPROVAL TO CANCEL THE 2025 ISSUANCE PLAN AND ADOPT THE 2026 ISSUANCE PLAN:**

The total proceeds expected to be collected from the additional share offering to existing shareholders is VND 420,000,000,000 (Four hundred and twenty billion Vietnamese Dong). Accordingly, all proceeds from the offering shall be utilized by the Company for the purpose of paying for contracts and agreements between the Company and its suppliers and subcontractors.

The GMS authorizes the Board of Directors (BOD) to develop a detailed capital use plan, decide on the proceeds collected from the offering and/or amend, supplement, or adjust the capital use plan and the detailed priority of capital utilization in accordance with the Company's business operations at the time of the offering, ensuring the interests of shareholders and compliance with legal regulations.

In the event that the capital mobilization roadmap from the offering changes, leading to the mobilization progress of the proceeds being slower than the payment schedule according to the capital use purposes approved by the GMS/BOD, the BOD is entitled to allocate other capital sources of the Company to fulfill payment obligations according to the capital use purposes. Subsequently, the Company will use the proceeds collected from the offering to reimburse the payment obligations arising from the use of the aforementioned self-owned capital, ensuring the correct purpose of using mobilized capital from the initial offering.

## **III. AMENDMENTS TO THE ENTERPRISE REGISTRATION CERTIFICATE AND THE COMPANY'S CHARTER:**

The General Meeting of Shareholders authorizes the Board of Directors to perform the amendment and supplementation of the Company's Charter, and to carry out procedures for changing/adjusting the Enterprise Registration Certificate according to the new charter capital level after the conclusion of the issuance.

## **IV. APPROVAL OF ADDITIONAL DEPOSITORY REGISTRATION AND ADDITIONAL LISTING OF NEWLY ISSUED SHARES BASED ON ACTUAL ISSUANCE RESULTS:**

The additional issued shares shall be registered for additional depository at the Vietnam Securities Depository and Clearing Corporation ("VSDC") and registered for additional listing at



the Ho Chi Minh City Stock Exchange (“HOSE”) after the conclusion of the offering in accordance with legal regulations.

**V. APPROVAL OF THE AUTHORIZATION FROM THE GENERAL MEETING OF SHAREHOLDERS TO THE BOARD OF DIRECTORS:**

The GMS reaches a consensus to assign and authorize the Board of Directors to decide on all matters related to the additional share offerings to existing shareholders to increase charter capital in 2026 as stated in this Proposal within its authority, including but not limited to the following contents:

1. Selecting the timing of issuance, developing and finalizing the dossier for the additional share offering to existing shareholders to increase charter capital to be submitted to the State Securities Commission (SSC) and relevant state agencies. In the event that the SSC or relevant state agencies require amendments or supplements, the Board of Directors is permitted to decide on such amendments and supplements in accordance with the recommendations/requests of the SSC and relevant state agencies;
2. Approving the detailed capital use plan in compliance with legal regulations; Deciding specifically on the use and allocation of proceeds from the additional share offering and/or amending, adjusting, and supplementing the capital use plan and the detailed priority of capital use to fit the progress of charter capital increase and the Company's business operations at the time of the offering, ensuring compliance with legal regulations;
3. Selecting the timing to finalize the record date for the exercise of rights and other milestones related to the implementation of the share issuance as prescribed;
4. Executing the treatment of Distributable Shares, deciding on the distribution of Distributable Shares to other investors in case such shares exist, including but not limited to determining the criteria and the list of investors to be offered in accordance with legal regulations;
5. Performing all tasks to complete the issuance after obtaining approval from the State Securities Commission;
6. Developing a plan to ensure the share offering meets regulations on foreign ownership limits;
7. Performing the amendment and supplementation of the Company's Charter regarding charter capital and the number of shares after the conclusion of the issuance, as well as relevant articles in the Company's Charter based on actual issuance results;
8. Implementing necessary tasks and legal procedures with competent state agencies to change the Enterprise Registration Certificate according to the new charter capital based on actual issuance results.
9. Carrying out necessary procedures to adjust the registered securities quantity according to the number of issued shares at the Vietnam Securities Depository and Clearing Corporation and registering the additional listing of all additional issued shares at the Ho Chi Minh City Stock Exchange (“HOSE”) in accordance with legal regulations;



10. Implementing and approving all other necessary procedures and documents to complete the share offering according to the issuance plan. In certain cases, the BOD is permitted to re-authorize the Chairman of the BOD or the General Director to perform the aforementioned tasks in accordance with the authority prescribed in the Company's Charter.

Respectfully submitted.

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

Recipients:

- As above;
- Archive at the Office of the Board of Directors.

**NGUYEN THANH TRUNG**



## **RESOLUTION**

### **2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS BINH DUONG CONSTRUCTION & CIVIL ENGINEERING JOINT STOCK COMPANY**

#### **Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Charter of Binh Duong Construction & Civil Engineering Joint Stock Company;*
- *The Minutes of the 2026 Annual General Meeting of Shareholders No. 01/2026/BBH/ĐHĐCĐ dated April 15, 2026;*

The 2026 Annual General Meeting of Shareholders (AGM) of Binh Duong Construction & Civil Engineering Joint Stock Company was held at the Binh Duong Convention and Exhibition Center – Address: B11, Hung Vuong Street, Binh Duong Ward, Ho Chi Minh City at 9:00 AM on April 15, 2026, with ..... delegates, representing ..... shares, accounting for % of the total voting shares.

The Meeting discussed and voted to approve the following contents:

### **RESOLVED**

**Article 1:** Approval of the 2025 Audited Financial Statements, the 2025 Board of Directors (BOD) Report and 2026 Orientations, the 2025 Independent BOD Member Report, and the 2025 Supervisory Board Report (Financial Statements are attached to the AGM documents).

- Approval rate: .....
- Disapproval rate: .....
- Abstention rate: .....

**Article 2:** Approval of the General Director's Report on 2025 Business Results and the 2026 Business Plan with the following key indicators:

1. Approval of the 2025 Parent Company Business Results based on the 2025 Financial Statements of Binh Duong Construction & Civil Engineering Joint Stock Company audited by A&C Auditing and Consulting Co., Ltd. with the following key indicators:

*(Unit: Billion VND)*



No.	Indicator	2025 AGM Plan	Adjusted Plan	2025 Actual	2025 Actual / 2025 Adjusted Plan
1	Revenue from Sales & Services	1.453	1.626	864,11	53,14%
2	Profit Before Tax (PBT)	60,85	137,22	129,04	94,04%
3	Profit After Tax (PAT)	48,68	109,78	103,16	93,97%

2. Approval of the 2025 Consolidated Business Results based on the 2025 Consolidated Financial Statements of Binh Duong Construction & Civil Engineering Joint Stock Company audited by A&C Auditing and Consulting Co., Ltd. with the following key indicators:

*(Unit: Billion VND)*

No.	Indicator	2025 Plan	2025 Actual	2025 Actual / 2025 Plan
1	Revenue from Sales & Services	1.555	879,54	56,58%
2	Profit Before Tax (PBT)	73,58	129,1	175,46%
3	Profit After Tax (PAT)	60,6	101,74	167,89%

3. Approval of the 2026 Parent Company Business Plan with key indicators as follows:

*(Unit: Billion VND)*

No.	Indicator	2025 Actual	2026 Plan	Ratio (%)
1	Revenue from Sales & Services	864,11	2.314,89	267,89%
2	Profit Before Tax (PBT)	129,04	132,53	102,70%
3	Profit After Tax (PAT)	103,16	106,02	102,77%

4. Approval of the 2026 Consolidated Business Plan with key indicators as follows:

*(Unit: Billion VND)*

No.	Indicator	2025 Actual	2026 Plan	Ratio (%)
1	Revenue from Sales & Services	879,54	2.356,43	267,92%
2	Profit Before Tax (PBT)	129,1	134,87	104,47%
3	Profit After Tax (PAT)	101,74	106,02	104,21%

- Approval rate: .....
- Disapproval rate: .....
- Abstention rate: .....



**Article 3:** Approval of the 2025 Profit Distribution Plan and 2026 Profit Distribution Plan as follows:

**1. 2025 Profit Distribution Plan:**

No.	Description	2025 ACTUAL
<b>1</b>	<b>Separate Profit After Tax in 2025</b>	<b>103.162.273.726</b>
2	Appropriation for Investment and Development Fund	10.174.020.628
3	Appropriation for Bonus and Welfare Fund	17.295.835.068
4	Remuneration for the Board of Directors, Supervisory Board, and Secretary	1.017.402.063
5	Bonus for the Board of Management	1.017.402.063
<b>6</b>	<b>Remaining profit after fund appropriation</b>	<b>73.657.613.905</b>
7	Profit carried forward from previous year	<b>94.157.823</b>
8	Expected Charter Capital	350.000.000.000
9	Dividend payout ratio	20%
	Charter Capital (Paid in shares)	
10	Dividends	70.000.000.000
11	Remaining undistributed profit	3.751.771.728

- Dividend payment timing: Q4/2026.

**2. 2026 Profit Distribution Plan:**

No.	Description	2026 Plan	
1	<b>Profit After Tax</b>		<b>106.029.518.205</b>
2	<b>Provision for funds</b>		<b>39.230.921.736</b>
	- Provision for Investment and Development Fund	10%	15.904.427.731
	- Provision for Bonus and Welfare Fund	20%	21.205.903.641
	- Remuneration for the Board of Directors, Supervisory Board + Secretary	1%	1.060.295.182



	- Bonus for the Management Board	1%	1.060.295.182
3	<b>Remaining profit</b>		66.798.596.469
4	Charter Capital		420.000.000.000
5	Dividend payment		≥15%

- Approval rate: .....
- Disapproval rate: .....
- Abstention rate: .....

**Article 4:** Approval of the 2025 Remuneration payment for the BOD, Supervisory Board, and Company Secretary, and the 2026 Remuneration Plan as follows:

1. 2025 Remuneration for BOD, Supervisory Board, and Company Secretary:  
According to Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 17, 2025, the remuneration for 2025 is 1% of 2025 PAT, equivalent to 1.017.402.063 VND.
2. 2026 Remuneration Plan for BOD, Supervisory Board, and Company Secretary:  
Based on the 2026 Business Plan, the GMS is requested to approve the remuneration at 1% of 2026 PAT.
  - Approval rate: .....
  - Disapproval rate: .....
  - Abstention rate: .....

**Article 5:** Approval of the signing of contracts and transactions with Becamex Group in 2025 with a value of 35% or more of the total asset value recorded in the Company's latest Financial Statements:

To achieve business targets and comply with the 2025 AGM Resolution, the BOD of Binh Duong Construction & Civil Engineering JSC respectfully submits for GMS approval the following transactions with Becamex Group (Becamex Investment and Industrial Development Corporation – JSC) in 2025:

1. Housing Sale and Purchase Contract (183 units) in Green City Binh Duong Housing Project. Total value: 932,817,823,300 VND (including tax).
2. Housing Sale and Purchase Contract (118 units) in Green City Binh Duong Housing Project. Total value: 628,992,427,800 VND (including tax).



3. Construction Contract for High-rise Apartment Building – Area 5, Dinh Hoa.  
Total value: 1,385,687,919,207 VND (including tax).
- Approval rate: .....
  - Disapproval rate: .....
  - Abstention rate: .....

**Article 6:** Approval of the signing of contracts and transactions in 2026 with other related parties with a value of 35% or more of the total asset value recorded in the Company's latest Financial Statements.

- I. Regarding the Sale and Purchase Contract for Green City Housing Project, Binh Duong Ward:
  1. Contracting Party: Major shareholder, related organization of Internal Person - Becamex Group (Becamex Investment And Industrial Development Group).
  2. Main content: Expected transfer of 668 units in the Green City Housing Project, Binh Duong Ward, Ho Chi Minh City.
  3. Projected value: 3.000 Billion VND
- II. Regarding Construction Contracts and Other Contracts:
  1. Contracting Parties: Related organizations of Internal Persons:
    - Becamex Group (Becamex Investment And Industrial Development Group).
    - Becamex Infrastructure Development Joint Stock Company.
    - Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway Joint Stock Company.
    - Becamex Binh Dinh Infrastructure Development Co., Ltd.
    - Ho Chi Minh City Ring Road 4 Joint Stock Company.
    - Becamex Binh Phuoc Infrastructure Development Joint Stock Company.
    - And other companies within the same group (if any).
  2. Transaction content: Construction contracts, supply of plastic pipes and construction materials, housing sale and purchase contracts, and other contracts (if any).



3. Transaction value: 35% or more of total assets, or transactions leading to a total value within 12 months from the first transaction reaching 35% or more of total assets.

To ensure the timely implementation of the business plan, The GMS authorizes the BOD to decide on the detailed contents of each contract/transaction; to approve the execution and implementation of the contracts/transactions mentioned in Sections I and II above, and to report to the nearest General Meeting of Shareholders

- Approval rate: .....
- Disapproval rate: .....
- Abstention rate: .....

**Article 7:** Approval of the list of independent auditing firms for 2026 for semi-annual review and annual audit of Financial Statements and operational audits (if necessary), and authorization for the BOD to select one firm from the following list:

- A&C Auditing and Consulting Co., Ltd.
- AASC Auditing Firm Co., Ltd.
- KPMG Vietnam Co., Ltd.
- Ernst & Young Vietnam Co., Ltd.
- PwC Vietnam Co., Ltd.
- Deloitte Vietnam Co., Ltd.

- Approval rate: .....
- Disapproval rate: .....
- Abstention rate: .....

**Article 8:** Approval to continue implementing the change of company name and head office address in 2026 according to Resolution No. 02/2025/NQ-ĐHĐCĐ dated December 12, 2025.

- Vietnamese Name: CÔNG TY CỔ PHẦN XÂY DỰNG & GIAO THÔNG  
BECAMEX.



- English Name: BECAMEX CONSTRUCTION & CIVIL ENGINEERING JOINT STOCK COMPANY.
  - Address: 7th Floor, WTC Tower, No. 1 Hung Vuong Street, Binh Duong Ward, Ho Chi Minh City, Vietnam.
- 
- Approval rate: .....
  - Disapproval rate: .....
  - Abstention rate: .....

**Article 9:** Approval of amendments and supplements to the Charter, Internal Regulations on Corporate Governance, and the BOD Operational Regulations; delegating the BOD to implement and issue these regulations. *(attached Proposal No. 09/2026/TT-DHĐCĐ dated April 15, 2026)*

- Approval rate: .....
- Disapproval rate: .....
- Abstention rate: .....

**Article 10:** Approval to cancel the plan for the public offering of additional shares to existing shareholders to increase charter capital in 2025

- Approval rate: .....
- Disapproval rate: .....
- Abstention rate: .....

**Article 11:** Approval of the plan for share issuance to pay dividends for 2025.  
*(attached Proposal No. 11/2026/TT-DHĐCĐ dated April 15, 2026)*

- Approval rate: .....
- Disapproval rate: .....
- Abstention rate: .....



**Article 12:** Approval of the plan for additional share issuance to existing shareholders to increase charter capital in 2026. (attached Proposal No. 12/2026/TT-ĐHĐCĐ dated April 15, 2026).

- Approval rate: .....
- Disapproval rate: .....
- Abstention rate: .....

**Article 13:** The 2026 Annual General Meeting of Shareholders of Binh Duong Construction & Civil Engineering JSC unanimously assigns the BOD to direct and organize the implementation of the contents approved at this Meeting in accordance with the Law and the Company's Charter.

**Article 14:** This Resolution was unanimously approved by the 2026 AGM and takes effect from April 15, 2026.

**FOR THE BOARD OF DIRECTORS**

**CHAIRMAN**

**NGUYEN THANH TRUNG**



**APPENDIX 01: AMENDMENTS AND SUPPLEMENTS TO THE CHARTER AND REGULATIONS OF THE COMPANY**

**I. Charter of Binh Duong Construction & Civil Engineering Joint Stock Company**

No.	CLAUSE, ARTICLE, CONTENT UNDER CURRENT REGULATIONS	CLAUSE, ARTICLE, CONTENT UNDER AMENDED AND SUPPLEMENTED REGULATIONS	LEGAL BASIS	NOTES
1	<b>Article 1. Definitions</b>	<b>Article 1. Definitions</b>	<b>Article 1. Definitions</b>	
	1. In this Charter, the following terms shall be construed as follows:	In this Charter, the following terms shall be construed as follows:		
	c) “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;	c) “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments and supplements;	Update current regulations	
	d) “Law on Securities” means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.	d) “Law on Securities” means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amendments and supplements.	Update current regulations	
	g) “Executive Officers” mean the General Director, Deputy General Directors, Chief Accountant, and other executive officers appointed by the Board of Directors;	g) “Executive Officers” mean the General Director, Deputy General Directors, and the Chief Accountant;	In compliance with Clause 55, Article 4 of Decree No. 155/2020/NĐ-CP and in accordance with the actual situation of the Company.	



	<p>i) “Enterprise Managers” mean the managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors, the Chief Accountant, and other individuals holding managerial positions appointed by the General Meeting of Shareholders or the Board of Directors;</p>	<p>i) “Enterprise Managers” mean the managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and Deputy General Directors;</p>	<p>In compliance with Clause 24, Article 4 of the Law on Enterprises No. 59/2020/QH14 and in accordance with the actual situation of the Company.</p>	
<b>2</b>	<b>Article 12. Rights of Shareholders</b>	<b>Article 12. Rights of Shareholders</b>		
	<p><i>Not provided</i></p>	<p>3. A request to convene a General Meeting of Shareholders as prescribed at Point a, Clause 2 of this Article must be made in writing and shall include the following contents: full name, contact address, nationality, and legal identification of individual shareholders; name, enterprise code or legal identification of organizational shareholders, and head office address; number of shares and the time of share registration of each shareholder, the total number of shares of the shareholder group and their ownership ratio in the total shares of the Company; the grounds and reasons for requesting the convening of the General Meeting of Shareholders.</p> <p>The request must be accompanied by documents and evidence of violations of the</p>	<p>In compliance with Clause 18, Article 1 of Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises.</p>	



		Board of Directors, the level of such violations, or decisions beyond authority. Shareholders or groups of shareholders shall bear full responsibility before the law for the accuracy and truthfulness of the documents and evidence provided to competent authorities when requesting the convening of the General Meeting of Shareholders.		
<b>3</b>	<b>Article 15. Rights and Obligations of the General Meeting of Shareholders</b>	<b>Article 15. Rights and Obligations of the General Meeting of Shareholders</b>		
	2. The General Meeting of Shareholders shall discuss and approve the following matters:	2. The General Meeting of Shareholders shall discuss and approve the following matters:		
	r) Approval of transactions as prescribed in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;	r) Approval of transactions as prescribed in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended by Clause 84, Article 1 of Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP;		
<b>4</b>	<b>Article 21. Conditions for Approval of Resolutions of the General Meeting of Shareholders</b>	<b>Article 21. Conditions for Approval of Resolutions of the General Meeting of Shareholders</b>		



	<p>1. Resolutions on the following matters shall be approved if endorsed by shareholders representing at least 65% of the total voting shares of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises. ...</p> <p>2. Other resolutions shall be approved if endorsed by shareholders holding more than 50% of the total voting shares of all shareholders attending the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises. ...</p>	<p>1. Resolutions on the following matters shall be approved if endorsed by 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, Article 148 of the Law on Enterprises. ...</p> <p>2. Other resolutions shall be approved if endorsed by 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, Article 148 of the Law on Enterprises. ...</p>	<p>In compliance with Clause 5, Article 7 of Law No. 03/2022/QH15 amending and supplementing a number of articles of the Law on Enterprises.</p>	
<b>5</b>	<b>Article 25. Nomination and Candidacy for Members of the Board of Directors</b>	<b>Article 25. Nomination and Candidacy for Members of the Board of Directors</b>		
	<p>4. Members of the Board of Directors must meet the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company Charter.</p>	<p>4. Members of the Board of Directors must meet the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises, the Law on Securities, other relevant laws, the Company Charter, and the internal corporate governance regulations</p>	<p>To provide a basis for implementation and application of relevant regulations</p>	
<b>6</b>	<b>Article 26. Composition and Term of Members of the Board of Directors</b>	<b>Article 26. Composition and Term of Members of the Board of Directors</b>		
	<p>3. Structure of the Board of Directors: The structure of the Board of Directors must ensure that at least one-third (1/3) of the total</p>	<p>3. Structure of the Board of Directors: The structure of the Board of Directors must ensure that there is at least one non-</p>	<p>In compliance with Clause 79, Article 1 of</p>	



	number of members are non-executive members. The Company shall minimize members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.	executive member. The Company shall minimize members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.	Decree No. 245/2025/NĐ-CP.	
7	<b>Article 27. Rights and Obligations of the Board of Directors</b>	<b>Article 27. Rights and Obligations of the Board of Directors</b>		
	3. The Board of Directors shall report to the General Meeting of Shareholders on its performance in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.	4. The Board of Directors shall report to the General Meeting of Shareholders on its performance in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended by Clause 82, Article 1 of Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP.	In compliance with Clause 82, Article 1 of Decree No. 245/2025/NĐ-CP.	
8	<b>Article 29. Chairman of the Board of Directors</b>	<b>Article 29. Chairman of the Board of Directors</b>		
	f) Other rights and obligations as prescribed by the Law on Enterprises and this Charter	f) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, the Company Charter, and the internal corporate governance regulations.	To provide a basis for implementation and application of relevant regulations.	
9	<b>Article 43. Integrity and Avoidance of Conflicts of Interest</b>	<b>Article 43. Integrity and Avoidance of Conflicts of Interest</b>		



	Not provided	6. The General Director must not be a related person of enterprise managers, Supervisors of the Company and its parent company, representatives of state capital, or representatives of enterprise capital in the Company and its parent company in accordance with Point d, Clause 46, Article 4 of the Law on Securities	In compliance with Clause 83, Article 1 of Decree No. 245/2025/NĐ-CP.	
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## II. Internal Regulations on Corporate Governance:

No.	CLAUSE, ARTICLE, CURRENT CONTENT	CLAUSE, ARTICLE, AMENDED CONTENT	LEGAL BASIS
1	<b>Article 2. Interpretation of Terms and Abbreviations</b>	<b>Article 2. Interpretation of Terms and Abbreviations</b>	
	15. “VSD” means Vietnam Securities Depository and Clearing Corporation	15. “VSDC” means Vietnam Securities Depository and Clearing Corporation	To correct the official name of the Vietnam Securities Depository and Clearing Corporation.
2	<b>Article 16. Conditions for Approval of Resolutions</b>	<b>Article 16. Conditions for Approval of Resolutions</b>	
	1. Resolutions on the following matters shall be approved if endorsed by shareholders representing at least 65% of the total voting shares of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises: ...	1. Resolutions on the following matters shall be approved if endorsed by 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	In compliance with Clause 5, Article 7 of Law No. 03/2022/QH15 amending and supplementing a



	<p>2. Other resolutions shall be approved if endorsed by shareholders holding more than 50% of the total voting shares of all shareholders attending the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.</p> <p>...</p>	<p>3, 4 and 6, Article 148 of the Law on Enterprises.</p> <p>...</p> <p>2. Other resolutions shall be approved if endorsed by 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, Article 148 of the Law on Enterprises.</p>	<p>number of articles of the Law on Enterprises, and consistent with Article 21 of the Charter.</p>
<b>3</b>	<b>Article 18. Procedures for Opposing Resolutions of the General Meeting of Shareholders</b>	<b>Article 18. Procedures for Opposing Resolutions of the General Meeting of Shareholders</b>	
	<p>3. Within 90 days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders, or the minutes of vote counting for collecting shareholders' opinions, shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of this Law shall have the right to request the Court or Arbitration to review and invalidate the resolution or part of the contents of the resolution of the General Meeting of Shareholders in the following cases:</p> <p>a) The order and procedures for convening the meeting and adopting resolutions of the General Meeting of Shareholders seriously violate the provisions of this Law and the Company Charter, except for the case specified in Clause 2, Article 152 of this Law;</p>	<p>3. Within 90 days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders, or the minutes of vote counting for collecting shareholders' opinions, shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises shall have the right to request the Court or Arbitration to review and invalidate the resolution or part of the contents of the resolution of the General Meeting of Shareholders in the following cases:</p> <p>a) The order and procedures for convening the meeting and adopting resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 2, Article 152 of the Law on Enterprises;</p>	<p>Adjusted in accordance with the Law on Enterprises.</p>



	b) The content of the resolution violates the law or the Company Charter.	b) The content of the resolution violates the law or the Company Charter.	
<b>4</b>	<b>Article 46. Roles, Rights and Obligations of the Board of Directors</b>	<b>Article 46. Roles, Rights and Obligations of the Board of Directors</b>	
	8. To organize training and capacity-building on corporate governance and necessary skills for members of the Board of Directors, the General Director, and other managers of the Company;	8. To organize training and capacity-building on corporate governance and necessary skills for members of the Board of Directors, the General Director, the person in charge of corporate governance, and other managers of the Company;.	In compliance with Clause 81, Article 1 of Decree No. 245/2025/NĐ-CP.
	<i>(Not provided)</i>	11. To implement dividend payments to shareholders in accordance with applicable laws after approval by the Annual General Meeting of Shareholders;	In compliance with Clause 81, Article 1 of Decree No. 245/2025/NĐ-CP.
	11. Other rights and obligations as prescribed by the Company Charter and the internal corporate governance regulations.	12. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, the Company Charter, and the internal corporate governance regulations.	To provide a basis for implementation and application of relevant regulations.
<b>5</b>	<b>Article 47. Rights, Obligations and Responsibilities of Members of the Board of Directors</b>	<b>Article 47. Rights, Obligations and Responsibilities of Members of the Board of Directors</b>	
	<i>(Not provided)</i>	f) Each independent member of the Board of Directors of the Company must prepare an evaluation report on the performance of the Board of Directors.	In compliance with Clause 80, Article 1 of Decree No. 245/2025/NĐ-CP.
<b>6</b>	<b>Article 48. Number, Term and Structure of the Board of Directors</b> Structure of the Board of Directors:	<b>Article 48. Number, Term and Structure of the Board of Directors</b> 3. Structure of the Board of Directors:	In compliance with Clause 79, Article 1 of Decree No. 245/2025/NĐ-CP and



	a) The structure of the Board of Directors must ensure that at least one-third (1/3) of the total number of members are non-executive members. The Company shall minimize members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.	a) The structure of the Board of Directors must ensure that there is at least one non-executive member. The Company shall minimize members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.	consistent with Clause 3, Article 26 of the Charter.
7	<b>Article 49. Standards and Conditions for Members of the Board of Directors</b>	<b>Article 49. Standards and Conditions for Members of the Board of Directors</b>	
	1. Members of the Board of Directors must meet the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company Charter.	1. Members of the Board of Directors must meet the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises, the Law on Securities, other relevant laws, the Company Charter, and the internal corporate governance regulations.	To provide a basis for implementation and application of relevant regulations.
	3. A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors in no more than five (05) other companies.	3. A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors or the Members' Council in no more than five (05) other companies.	In compliance with Clause 78, Article 1 of Decree No. 245/2025/NĐ-CP.
8	<b>Article 55. Election, Dismissal and Removal of the Chairman of the Board of Directors</b>	<b>Article 55. Election, Dismissal and Removal of the Chairman of the Board of Directors</b>	
	f) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.	f) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, the Company Charter, and the internal corporate governance regulations.	To provide a basis for implementation and application of relevant regulations.
9	<b>Article 65. Cases where the Chairman and/or the Secretary refuse to sign the Minutes of the Board of Directors' Meeting</b>	<b>Article 65. Cases where the Chairman and/or the Secretary refuse to sign the Minutes of the Board of Directors' Meeting</b>	



	<p>In cases where the Chairman or the minute-taker refuses to sign the meeting minutes, such minutes shall remain valid if they are signed by all other members of the Board of Directors attending the meeting and contain all required contents as prescribed at Points a, b, c, d, dd, e, g and h, Article 63 of these Regulations.</p>	<p>In cases where the Chairman or the minute-taker refuses to sign the meeting minutes, such minutes shall remain valid if they are signed by all other members of the Board of Directors attending the meeting and approving the minutes, and contain all required contents as prescribed at Points a, b, c, d, e, f, g and h, Article 63 of these Regulations.</p> <p>The minutes must clearly state the refusal of the Chairman and the minute-taker to sign the minutes. Persons signing the minutes shall bear joint responsibility for the accuracy and truthfulness of the contents of the minutes of the Board of Directors' meeting. The Chairman and the minute-taker shall bear personal liability for any damage caused to the enterprise due to their refusal to sign the minutes in accordance with this Law, the Company Charter, and relevant laws.</p>	<p>In compliance with Clause 6, Article 7 of Law No. 03/2022/QH15 amending and supplementing a number of articles of the Law on Enterprises</p>
<b>10</b>	<b>Article 81. Roles, Responsibilities, Rights and Obligations of the General Director</b>	<b>Article 81. Roles, Responsibilities, Rights and Obligations of the General Director</b>	
	<p>i) Other rights and obligations as prescribed by applicable laws, the Company Charter, and resolutions and decisions of the Board of Directors.</p>	<p>(i) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, the Company Charter, the internal corporate governance regulations, and resolutions and decisions of the Board of Directors.</p>	<p>To provide a basis for implementation and application of relevant regulations.</p>



### III. Operational Regulations of the Board of Directors:

No.	CLAUSE, ARTICLE, CURRENT CONTENT	CLAUSE, ARTICLE, AMENDED CONTENT	LEGAL BASIS
1	<b>Article 5. Number, Term and Structure of the Board of Directors</b>	<b>Article 5. Number, Term and Structure of the Board of Directors</b>	
	4. Structure of the Board of Directors: a) The structure of the Board of Directors must ensure that at least one-third (1/3) of the total number of members are non-executive members. The Company shall minimize members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.	4. Structure of the Board of Directors: a) The structure of the Board of Directors must ensure that there is at least one non-executive member. The Company shall minimize members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.	In compliance with Clause 79, Article 1 of Decree No. 245/2025/ND-CP and consistent with Clause 3, Article 26 of the Charter.
2	<b>Article 6. Standards and Conditions for Members of the Board of Directors</b>	<b>Article 6. Standards and Conditions for Members of the Board of Directors</b>	
	1. Members of the Board of Directors must meet the following standards and conditions: ... c) A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors of another company;	1. Members of the Board of Directors must meet the following standards and conditions: ... c) A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors or the Members' Council in no more than five (05) other companies;	In compliance with Clause 78, Article 1 of Decree No. 245/2025/ND-CP.
3	<b>Article 7. Chairman of the Board of Directors</b>	<b>Article 7. Chairman of the Board of Directors</b>	
	e) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.	e) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, the Company Charter, and the internal corporate governance regulations.	To provide a basis for implementation and application of relevant regulations.
4	<b>Article 11. Rights and Obligations of the Board of Directors</b>	<b>Article 11. Rights and Obligations of the Board of Directors</b>	



	<p>2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:</p> <p>i) To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, enter into contracts with, and terminate contracts of the General Director and other key managers as prescribed in the Company Charter; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, and to decide on remuneration and other benefits of such representatives;</p> <p>...</p>	<p>2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:</p> <p>i) To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, enter into contracts with, and terminate contracts of the General Director, Deputy General Directors, the Chief Accountant, and other positions as prescribed by law; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, and to decide on remuneration and other benefits of such representatives.</p>	<p>To specify more clearly the positions under the authority of the Board of Directors for appointment, dismissal, contract execution and termination, and to ensure consistency with Point k, Clause 2, Article 27 of the Charter.</p>
	<p>3. The Board of Directors shall report to the General Meeting of Shareholders on its performance in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.</p>	<p>3. The Board of Directors shall report to the General Meeting of Shareholders on its performance in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended by Clause 82, Article 1 of Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP.</p>	<p>In compliance with Clause 82, Article 1 of Decree No. 245/2025/NĐ-CP and consistent with Clause 4, Article 27 of the Charter.</p>



5	<p><b>Article 13. Responsibilities of the Board of Directors in Convening an Extraordinary General Meeting of Shareholders</b></p>	<p><b>Article 13. Responsibilities of the Board of Directors in Convening an Extraordinary General Meeting of Shareholders</b></p>	
	<p>1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:</p> <p>c) At the request of shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear sufficient signatures of the relevant shareholders, or be made in multiple copies and collectively contain sufficient signatures of the relevant shareholders;</p> <p>...</p>	<p>1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:</p> <p>c) At the request of shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders as prescribed at Point c, Clause 1 of this Article must be made in writing and shall include the following contents: full name, contact address, nationality, and legal identification of individual shareholders; name, enterprise code or legal identification of organizational shareholders, and head office address; number of shares and the time of share registration of each shareholder, the total number of shares of the shareholder group and their ownership ratio in the total shares of the Company; the grounds and reasons for requesting the convening of the General Meeting of Shareholders.</p> <p>The request must be accompanied by documents and evidence of violations of the Board of Directors, the level of such violations, or decisions beyond authority. Shareholders or groups of shareholders shall bear full responsibility before the law for the accuracy and truthfulness of the documents and</p>	<p>In compliance with Clause 18, Article 1 of Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises and consistent with Point a, Clause 2, Article 12 of the Charter.</p>



		evidence provided to competent authorities when requesting the convening of the General Meeting of Shareholders; ...	
6	<b>Article 16. Minutes of the Board of Directors' Meeting</b>	<b>Article 16. Minutes of the Board of Directors' Meeting</b>	
	2. In cases where the Chairman or the minute-taker refuses to sign the meeting minutes, such minutes shall remain valid if they are signed by all other members of the Board of Directors attending the meeting and contain all required contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1 of this Article.	2. In cases where the Chairman or the minute-taker refuses to sign the meeting minutes, such minutes shall remain valid if they are signed by all other members of the Board of Directors attending the meeting and approving the minutes, and contain all required contents as prescribed at Points a, b, c, d, e, f, g and h, Clause 1 of this Article.  The minutes must clearly state the refusal of the Chairman and the minute-taker to sign the minutes. Persons signing the minutes shall bear joint responsibility for the accuracy and truthfulness of the contents of the minutes of the Board of Directors' meeting. The Chairman and the minute-taker shall bear personal liability for any damage caused to the enterprise due to their refusal to sign the minutes in accordance with this Law, the Company Charter, and relevant laws.	In compliance with Clause 6, Article 7 of Law No. 03/2022/QH15 amending and supplementing a number of articles of the Law on Enterprises.

