

**CÔNG TY CỔ PHẦN  
KHOÁNG SẢN FECON  
FECON MINING  
JOINT STOCK COMPANY**

Số: 0516/2025/CBTT.FCM  
No: 0516/2025/CBTT.FCM

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

Hà Nam, ngày 16 tháng 5 năm 2025  
Ha Nam, 16/5/2025

**CÔNG BỐ THÔNG TIN ĐỊNH KỲ  
PERIODIC INFORMATION DISCLOSURE**

**Kính gửi: - Ủy ban Chứng khoán Nhà nước  
- Sở Giao dịch Chứng khoán TP. Hồ Chí Minh  
To: - State Securities Commission  
- Ho Chi Minh Stock Exchange**

1. Tên tổ chức/*Name of organization*: **CÔNG TY CỔ PHẦN KHOÁNG SẢN FECON  
FECON MINING JOINT STOCK COMPANY**

- Mã chứng khoán/Mã thành viên/ Stock code/ Broker code: **FCM**
- Địa chỉ/Address: **Cụm công nghiệp Thi Sơn, phường Thi Sơn, thị xã Kim Bảng, tỉnh Hà Nam/Thi Son Industrial Cluster, Thi Son Ward, Kim Bang Town, Ha Nam Province**
- Điện thoại/Tel: 0226 3533038 - Email: [info@feconmining.com.vn](mailto:info@feconmining.com.vn)
- Website: [feconmining.com.vn](http://feconmining.com.vn)

2. Nội dung thông tin công bố/*Contents of disclosure*:

Biên bản, Nghị quyết Đại hội đồng cổ đông (ĐHĐCĐ) thường niên năm 2025 và tài liệu kèm theo/*Minutes, Resolution of the Annual General Meeting of Shareholders (AGM) for the year 2025 and Documents*.

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 16/05/2025 tại đường dẫn <http://feconmining.com.vn>/This information was published on the company's website on 16/05/2025(date), as in the link <http://feconmining.com.vn>

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/*We hereby certify that the information provided is true and correct and we bear the full responsibility to the law*.

*Tài liệu đính kèm/Attached documents:  
Biên bản, Nghị quyết Đại hội đồng cổ đông thường niên năm 2025 và tài liệu kèm theo/  
Minutes, Resolution of the Annual General Meeting of Shareholders (AGM) for the year 2025 and Documents.*

**ĐẠI DIỆN CÔNG TY CP KHOÁNG SẢN FECON**

**Organization representative**

**Người được UQ CBTT**  
*Person authorized for disclose information*



**Nguyễn Hữu Thiều**

**RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of Organization and Operation of FECON Mining Joint Stock Company;
- Pursuant to the proposals of the Board of Directors at the Annual General Meeting of Shareholders 2025;
- Pursuant to the Minutes of the Annual General Meeting of Shareholders 2025 of FECON Mining Joint Stock Company dated 15/5/2025;

**DECISION:**

**Article 1: Approve the following reports:**

1. Approve the report on the results of business operations in 2024 and the business operation plan for 2025:

The business targets for 2024 after consolidation of the Company are as follows:

No.	Indicator	Unit	Plan	Result	Achievement Rate
1	Revenue	Billion VND	400	469	117%
2	Profit after tax	Billion VND	15	1,005	6,7%

The consolidated business plan targets for 2025:

No.	Indicator	Unit	Implementation in 2024	Plan for 2025
1	Charter capital	Billion VND	462,26	462,26
2	Revenue	Billion VND	469	420
3	Profit after tax	Billion VND	1,005	16,8

Approve the investment plan for 2025:

- Continue to implement the investment in building the Thai Ha concrete plant and Thai Ha Port.
- Propose additional investment in equipment for production at FCM (if any): 15 billion VND.

2. Approve the report of the Board of Directors on the results of operations in 2024 and the operation plan for 2025.

3. Approve the summary report of the activities of the independent members of the Board of Directors in 2024 and the operation plan for 2025

4. Approve the summary report of the activities of the Supervisory Board in 2024 and the operation plan for 2025.



**Article 2: Approve the audited financial statements for 2024**

The audited financial statements for the year 2024 of FCM and Consolidated: details are posted on the website <http://www.feconmining.com.vn/>; and the official website of the Ho Chi Minh City Stock Exchange as per regulations.

The basic financial indicators for the year 2024 are as follows:

No.	Indicator	Unit	Parent Company	Consolidated
1	Total assets	Million VND	648.260	631.739
2	Equity	Million VND	535.080	535.035
3	Total revenue	Million VND	424.237	469.074
4	Profit after tax	Million VND	222	1,005
5	Basic earnings per share	VND		31

**Article 3: Approve the business operation plan for the year 2025:**

No.	Indicator	Unit	Implementation for 2024	Plan for 2025
1	Charter capital	Billion VND	462,26	462,26
2	Consolidated revenue	Billion VND	469	420
3	Consolidated profit after tax	Billion VND	1,005	16,8

**Article 4: Approve the profit distribution plan for 2024 and the profit distribution plan for 2025:****1. Profit distribution plan for 2024**

Indicator	Rate (%)	Value (VND)
Accumulated undistributed profit after tax from the previous year		32.454.802.394
Consolidated profit after tax for 2024		1.005.253.302
Distribution of funds from consolidated profit after tax for 2024	25%	251.313.325
<i>Reward and welfare fund</i>	10%	100.525.330
<i>Development investment fund</i>	15%	150.787.995
Bonus for the Board of Directors, Supervisory Board, Secretary of the Board of Directors for 2024		Not implemented
Bonus for the Executive Board for 2024		Not implemented
Dividend distribution for 2024	2,5% (Charter Capital)	Not distributed

## 2. Profit distribution plan for 2025

Indicator	Implementation plan	Notes
Allocation for reward and welfare fund	10% of consolidated profit after tax	
Allocation for development investment fund	15% of consolidated profit after tax	
Bonus for the Board of Directors, Supervisory Board, Secretary of the Board of Directors	01% of consolidated profit after tax	In the case of achieving 80% to 100% of the plan for consolidated after-tax profit
	02% of consolidated after-tax profit plus the corresponding plan exceeding rate	In the case of achieving over 100% of the plan for consolidated after-tax profit
Bonus for the Executive Board	01% of consolidated after-tax profit	In the case of achieving 80% to 100% of the plan for consolidated after-tax profit
	02% of consolidated after-tax profit plus the corresponding plan exceeding rate	In the case of achieving over 100% of the plan for consolidated after-tax profit
Dividend distribution for 2025 (in cash)	2,5% (Charter Capital)	

- Authorize the company's director based on actual circumstances to make payments in accordance with current legal regulations.

**Article 5: Approving the settlement of remuneration for the Board of Directors (BOD) and the Supervisory Board (BKS) for 2024 and the remuneration distribution plan for the BOD and BKS for 2025:**

1. Settlement of remuneration for the Board of Directors and the Supervisory Board for 2024

The remuneration distribution for 2024 for the BOD and BKS is: 810.000.000 VND (Eight hundred ten million VND).

2. Remuneration distribution plan for the Board of Directors and the Supervisory Board for 2025:

No.	Position/Title	Number of people	Monthly remuneration (VND)	Number of months receiving remuneration	Remuneration for 2025 (VND)
1	Chairman of the BOD	1	12.500.000	12	150.000.000
2	Member of the BOD	4	8.000.000	12	384.000.000
3	Head of the Supervisory Board	1	8.000.000	12	96.000.000
4	Member of the Supervisory Board	2	5.000.000	12	120.000.000
5	Secretary of the BOD	1	5.000.000	12	60.000.000
<b>Total</b>					<b>810.000.000</b>

- Authorize the Board of Directors to choose the timing for distributing remuneration for the Board of Directors and decide on the accounting of the above amounts in accordance with legal regulations.



**Article 6: Approving the list of auditing firms for the fiscal year 2025:**

- i. Ernst & Young Viet Nam Limited;
- ii. CPA VIETNAM Auditing Company Limited;
- iii. AASC Auditing Firm Company Limited;
- iv. Viet Nam Auditing and Valuation Company Limited.

The company selects one (1) independent auditing firm to conduct the audit/review of the company's financial statements from the list of four (4) auditing firms mentioned above.

In the event of a disagreement with the aforementioned auditing firms regarding the schedule and audit fees, the General Meeting of Shareholders authorizes the Board of Directors to choose from the remaining auditing firms on the list of independent auditing firms approved by the State Securities Commission to conduct the audit of the financial statements for the year 2025 and to review the quarterly financial statements and the semi-annual financial statements for 2025 (if necessary, as required by the regulatory authority).

**Article 7: Approval of the change of the company name and the amendment of the company charter:**

1. Change of company name:

- Change the company name in Vietnamese from "Công ty cổ phần khoáng sản FECON" to "Công ty cổ phần Bê tông Phan Vũ Hà Nam"

- Change the English name from "FECON Mining Joint Stock Company" to "Phan Vu Ha Nam Concrete Joint Stock Company"

- Change the abbreviation from "FECON Mining" to "Phan Vu Ha Nam".

2. Amendments to the company charter:

- Amend and issue a new charter of the Company according to the full text of the draft charter presented at the General Meeting of Shareholders.

- The company's charter (after amendment) will take effect from the date the business registration authority issues the Business Registration Certificate (recording the company name after the change).

3. Authorization for implementation:

- The Board of Directors/Director of the company shall carry out the procedures for changing the content of the business registration in accordance with the law;

- The legal representative of the Company signs and issues the Company Charter after it is approved by the General Meeting of Shareholders;

**Article 8: Implementation Clause**

This resolution takes effect immediately after being unanimously approved by the General Meeting of Shareholders on 15/5/2025.

The members of the Board of Directors, Supervisory Board, and Management Board are responsible for implementing this Resolution and organizing its execution according to their functions in accordance with the Law and the Company Charter.

**Recipients:**

- State Securities Commission, Ho Chi Minh Stock Exchange (report)
- Members of the Board of Directors; Management Board (implementation); Supervisory Board (supervision);
- Shareholders;
- Office archive.

**ON BEHALF OF THE GENERAL MEETING**

**OF SHAREHOLDERS**

**CHAIRMAN OF THE BOD**



**Phan Khắc Long**



*Ha Nam, May 15, 2025*

**MINUTES  
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

**- Company name:** FECON Mining Joint Stock Company (FCM)

**- Head office address:** Thi Son Industrial Cluster, Thi Son Ward, Kim Bang Town, Ha Nam Province.

**- Business registration number:** 0700252549

**I. Time:** At 9:00 AM, May 15, 2025,

**II. Location:** At the hall of Mineral FECON Joint Stock Company (Address: Thi Son Industrial Cluster, Thi Son Ward, Kim Bang Town, Ha Nam Province).

**III. Attendees**

- Shareholders, authorized representatives of shareholders of FECON Mining Joint Stock Company;

- Members of the Board of Directors and the Supervisory Board of the Company;

- Members of the Executive Board, officials representing the leadership of the Company's specialized departments.

**IV. Proceedings of the Meeting**

**1. Report on the verification of shareholder status**

Ms. Le Thi Anh, on behalf of the Shareholder Status Verification Board, reported the results of the verification of the status of shareholders attending the meeting: at 9:00 AM on May 15, 2025, the number of shareholders/authorized representatives attending the meeting is 07 persons, representing 24.891.405 shares, accounting for 53,84650% of the total shares with voting rights of the Company. Based on the Enterprise Law and the Charter of FECON Mining Joint Stock Company, the annual general meeting of shareholders in 2025 of the Company meets the necessary conditions to proceed.

**2. Election of the Presidium, Secretary, and Ballot Counting Committee**

**2.1. Presidium of the Congress**

- Mr: Phan Khac Long - Chairman of the Board of Directors : Chair of the congress

- Mr: Đàng Kien Hung - Member of the Board of Directors : Member

- Mr: Pham Trung Thanh - Member of the Board of Directors and Director : Member

**2.2. Secretary of the Congress**

- Mr: Nguyen Huu Thieu- Head of Administration Department of FECON Mining Joint Stock Company : Head of the Committee

- Ms: Phan Thi Thu : Member

**2.3. Ban kiểm phiếu**

- Ms: Le Thi Anh : Head of the Committee

- Ms: Ngo Thi Thanh : Member

- Ms: Tran Thi Hue : Member

The composition of the Presidium, Secretary of the congress, and Ballot Counting Committee was unanimously approved by 100% of the voting shares present at the congress.

**3. Approval of the Working Regulations and Agenda of the Congress**

Ms. Le Thi Anh on behalf of the Organizing Committee of the Congress disseminated the agenda of the Annual General Meeting of Shareholders, Draft Regulations for Organization, Voting Procedures,



and Ballot Counting at the Annual General Meeting of Shareholders in 2025 of FECON Mining Joint Stock Company. The regulations and procedures were approved by 100% of the shareholders present at the congress.

The presidium conducted the congress according to the agenda approved by the congress, which includes the following contents:

- 1- Report on the results of production and business activities in 2024, Plan for activities in 2025.
- 2- Report from the Board of Directors on the results of activities in 2024, Plan for activities in 2025.
- 3- Summary report from the independent member of the Board of Directors for 2024 and the plan for activities in 2025.
- 4- Summary report on the activities of the Supervisory Board in 2024, Plan for activities in 2025.
- 5- Proposal for the approval of the audited Financial Report for 2024.
- 6- Proposal for the production and business plan for 2025.
- 7- Proposal for the profit distribution plan for 2024 and the profit distribution plan for 2025.
- 8- Proposal for the settlement of the remuneration for the Board of Directors and the Supervisory Board for 2024; the proposed level of remuneration distribution for the Board of Directors and the Supervisory Board for 2025.
- 9- Proposal for the list of auditing units for the financial report of 2025.
- 10- Proposal regarding the change of the company name and the amendment of the company charter.

#### **4. Content of the Reports presented to the General Meeting**

##### **4.1. Report on production and business activities for 2024, operational plan for 2025:**

The meeting heard Mr. Pham Trung Thanh – Member of the Board of Directors and Director of the Company present the Report on the results of production and business activities for 2024 and the operational plan for 2025 with the following main contents:

**The business targets for 2024 after the company's consolidation are as follows:**

No.	Indicator	Unit	Plan	Result	Achievement Rate
1	Revenue	Billion VND	400	469	117%
2	Net Profit	Billion VND	15	1,005	6,7%

**The consolidated business plan targets for 2025:**

No.	Indicator	Unit	Execution in 2024	Plan for 2025
1	Charter Capital	Billion VND	462,26	462,26
2	Revenue	Billion VND	469,07	420
3	Net Profit	Billion VND	1,005	16,8

**Investment plan for 2025:**

- Continue to implement the investment in the construction of the Thai Ha concrete factory and Thai Ha Port.

- Propose additional investment in production equipment at FCM (if any): 15 billion VND.

*(Details in the Report on the results of production and business activities for 2024 and the operational plan for 2025)*

#### **4.2. Report of the Board of Directors:**

The meeting heard Mr. Phan Khac Long – Chairman of the Board of Directors present a summary of the main contents of the Board of Directors' report of the company

*(Details in the Board of Directors' report on the operational results of 2024, and the operational plan for 2025).*

#### **4.3. Report of the independent member of the Board of Directors:**

The meeting heard Mr. Hoang Kim Anh present the main contents of the report from the independent member of the Board of Directors.

*(Details in the summary report of the activities of the independent member of the Board of Directors for 2024 and the operational plan for 2025)*

#### **4.4. Report on the activities of the Supervisory Board:**

The meeting heard Ms. Le Thi Anh – Head of the Supervisory Board present the report on the activities of the Supervisory Board

*(Details in the summary report of the Supervisory Board's activities for 2024, and the operational plan for 2025)*

#### **4.5. Contents presented to the General Meeting:**

Based on the documents of the annual General Meeting of Shareholders in 2025 sent to shareholders, Mr. Pham Trung Thanh – Member of the Board of Directors and Director of the Company presented the contents in the proposals.

*(Details of the accompanying proposals)*

#### **4.6. Audited financial statements for 2024:**

The separate financial statements and consolidated financial statements for 2024 have been audited: Details are posted on the website <http://www.feconmining.com.vn> and the official information page of the Ho Chi Minh City Stock Exchange as required.

The basic financial indicators for 2024 are as follows:

No.	Indicator	Unit	Parent Company	Consolidated
1	Total assets	Million VND	648.260	631.739
2	Equity	Million VND	535.080	535.035
3	Total revenue	Million VND	424.237	469.074
4	Profit after tax	Million VND	222	1.005
5	Basic earnings per share	VND		31

#### **4.7. Consolidated business operation plan for 2025:**



No.	Indicator	Unit	Actual for 2024	Plan for 2025
1	Charter capital	Billion VND	462,26	462,26
2	Consolidated revenue	Billion VND	469,07	420
3	Profit after tax	Billion VND	1,005	16,8

#### 4.8 Profit distribution plan 2024 and Profit distribution plan for 2025

##### \* Profit distribution plan 2024:

Indicator	Rate (%)	Value (VND)
Retained earnings after tax from the previous year		32.454.802.394
Consolidated profit after tax for 2024		1.005.253.302
Distribution of funds from consolidated profit after tax for 2024	25%	251.313.325
<i>Reward and welfare fund</i>	10%	100.525.330
<i>Development investment fund</i>	15%	150.787.995
Bonus for the Board of Directors, Supervisory Board, Secretary of the Board for 2024		Not implemented
Bonus for the executive board for 2024		Not implemented
Dividend for 2024 (in cash)	2.5% (Charter Capital)	No dividend

##### \* Profit distribution plan for 2025

Indicator	Implementation plan	Notes
Allocation for reward and welfare fund	10% of consolidated profit after tax	
Allocation for development investment fund	15% of consolidated profit after tax	
Bonus for the Board of Directors, Supervisory Board, Secretary of the Board	1% of consolidated profit after tax	In case of achieving 80% to 100% of the plan for consolidated profit after tax
	02% consolidated after-tax profit plus the corresponding plan-overachieving rate	In case of achieving over 100% of the after-tax consolidated profit plan
Bonus for the executive board	01% consolidated after-tax profit	In case of achieving from 80% to 100% of the after-tax consolidated profit plan
	02% consolidated after-tax profit plus the corresponding plan-overachieving rate	In case of achieving over 100% of the after-tax consolidated profit plan
Dividend (in cash)	2.5% (Charter Capital)	

- Authorize the company director based on actual circumstances to carry out payments in accordance with current legal regulations



**4.9. Settlement of remuneration for the Board of Directors, Supervisory Board, and Secretary of the Board of Directors for 2024 and the remuneration distribution plan for 2025:**

**\* Settlement of remuneration for the Board of Directors and Supervisory Board and Secretary of the Board of Directors for 2024**

The remuneration distribution for 2024 for the Board of Directors and Supervisory Board is: 810,000,000 VND (Eight hundred ten million VND).

**\* Remuneration distribution plan for the Board of Directors, Supervisory Board, and Secretary of the Board of Directors for 2025:**

No.	Position	Number of people	Monthly remuneration (VND)	Number of months receiving remuneration	Remuneration for 2025 (VND)
1	Chairman of the Board of Directors	1	12.500.000	12	150.000.000
2	Member of the Board of Directors	4	8.000.000	12	384.000.000
3	Head of Supervisory Board	1	8.000.000	12	96.000.000
4	Member of Supervisory Board	2	5.000.000	12	120.000.000
5	Secretary of the Board of Directors	1	5.000.000	12	60.000.000
Total					810.000.000

Authorize the company director to choose the timing of remuneration distribution for the Board of Directors and decide on the accounting of the above amounts in accordance with legal regulations.

**4.10. List of selected audit units for the fiscal year 2025:**

Select an independent auditing firm to conduct an audit/review of the company's financial statements from the list of auditing firms below:

- Ernst & Young Vietnam Ltd.
- CPA VIETNAM Auditing Ltd.;
- AASC Auditing Ltd.;
- Vietnam Auditing and Valuation Ltd.;

The company selects one (1) independent auditing firm to conduct an audit/review of the company's financial statements from the list of four (4) auditing firms above.

In the event of a disagreement with the above auditing firms regarding the timeline and audit fees, the General Meeting of Shareholders authorizes the Board of Directors to choose from the remaining auditing firms on the list of independent auditing firms approved by the State Securities Commission to conduct the audit of the financial statements for the year 2025 and review the quarterly financial statements, semi-annual financial statements for 2025 (if necessary, as required by the state regulatory authority).

**4.11. Change of company name and amendment of the company's charter:**

**4.11.1 Approval of the change of company name**

- Change the company name in Vietnamese from “FECON Mining Joint Stock Company” to “Phan Vu Ha Nam Concrete Joint Stock Company.

- Change the English name from “FECON Mining Joint Stock Company” to “Phan Vu Ha Nam Concrete Joint Stock Company”



- Change the abbreviation from "FECON Mining" to "Phan Vu Ha Nam." The procedure for changing the company name shall be carried out in accordance with current legal regulations.

#### 4.11.2 Amendment of the company charter

- Approving the amendment of the Company's Charter and issuing a new Charter of the Company according to the full content of the draft Charter presented at the General Meeting of Shareholders.

The new Charter will take effect from the date it is approved by the General Meeting of Shareholders and will replace the current Charter. Authorizing the legal representative of the Company to finalize and sign the new Charter as per regulations.

- Approving the amendment of the internal regulations on corporate governance and issuing a new Regulation of the Company according to the full content of the draft Regulation presented at the General Meeting of Shareholders (including the full content of the draft Regulation for the online General Meeting of Shareholders and electronic voting).

The new Regulation of the Company will take effect from the date it is approved by the General Meeting of Shareholders and will replace the current Regulation. Authorizing the Chairman of the Board of Directors to finalize and sign the new Regulation (including the Regulation for the online General Meeting of Shareholders and electronic voting) as per regulations.

### 5. Discussion opinions at the General Meeting

The General Meeting conducted discussions, summarizing the opinions as follows:

#### • **Opinion 1 (code FCM 2489):**

- Why is it that with the potential and capabilities of FECON Mining, the stock does not have a corresponding value?

- What direction does the Chairman have regarding this matter, as our stock price is very low compared to reality?

#### **Answer:**

*\* Mr. Phan Khac Long – Chairman of the Board of Directors, on behalf of the Presidium, responded:*

- After a period of development, the stock price has decreased after the COVID-19 pandemic; however, the market is warming up again.

- The stock price is determined by the market; however, the company is developing well and building a good reputation in the market. If this is a long-term investment, it is considered favorable, and I personally believe that the stock price will rise.

- The company will have strategies to ensure business operations, but the price will still be determined by the market.

- At this moment, FECON Mineral Joint Stock Company is developing very concretely. In the future, the company will have plans to enhance communication and improve the company's image in the market, and we hope that after rebranding, along with communication activities, the stock price will increase.

#### • **Opinion 2 (code FCM 1214):**

- In previous years' General Shareholder Meetings, I participated and was concerned about the Thai Ha project. I personally evaluate that the land of the Thai Ha Project should not be further invested in; we need to find a way to divest from Thai Ha. If investing in a new plant, we should seek and choose a different location to implement it.

- Desire to receive cash dividends; if dividends are distributed, a desire for an advance as soon as possible. If cash dividends are distributed along with the company's name change, it will create a positive price effect for the FCM stock.



**Answer:**

\* Mr. Phan Khac Long – Chairman of the Board of Directors, on behalf of the Presidium, responded:

- Thank you for the shareholders' recommendations on several issues that are also concerns of the Board of Directors:

+ Regarding Thai Ha land: Phan Vu Group has appointed Mr. Le Van De to directly participate in this project; the handling plan will be implemented vigorously in 2026.

+ Regarding the company name change: shareholders have expressed opinions before, but this year, the name change is appropriate at this time.

- Dividend distribution: The cash flow at this time is stable; noting the shareholders' opinions on the interim cash dividend based on the consideration of business performance at the appropriate time.

**6. Voting results on the contents presented at the General Meeting**

Based on the notification from the Shareholder Status Verification Committee, as of the time of voting at 10 hours 30 minutes on May 15, 2025, the number of shareholders/authorized representatives attending the General Meeting is 07 people, representing 24.891.405 shares.

*Voting results:*

Ms. Le Thi Anh – Head of the ballot counting committee announces the number of votes collected is 07 votes, representing 24.891.405 shares, accounting for 100% of the shares with voting rights issued.

No.	Content	Agree		Disagree		No opinion	
		Number of shares	Percentage %	Number of shares	Percentage %	Number of shares	Percentage %
1	Approval of the report on business production results for 2024, business production plan for 2025	24.891.405	100%	0	0%	0	0%
2	Approval of the report from the Board of Directors on the results of activities in 2024, activity plan for 2025	24.891.405	100%	0	0%	0	0%
3	Approval of the summary report from the independent Board member for 2024 and activity plan for 2025	24.891.405	100%	0	0%	0	0%
4	Approval of the summary report on the activities of the Supervisory Board for 2024, activity plan for 2025	24.891.405	100%	0	0%	0	0%
5	Approval of the audited financial statements for 2024	24.891.405	100%	0	0%	0	0%
6	Approval of the business production plan for 2025	24.891.405	100%	0	0%	0	0%
7	Approval of the profit distribution plan for 2024 and the profit distribution plan for 2025	24.891.405	100%	0	0%	0	0%



No.	Content	Agree		Disagree		No opinion	
		Number of shares	Percentage %	Number of shares	Percentage %	Number of shares	Percentage %
8	Approval of the settlement of remuneration for the Board of Directors and Supervisory Board for 2024; proposed remuneration distribution for the Board of Directors and Supervisory Board for 2025	24.891.405	100%	0	0%	0	0%
9	Approval of the list of auditing units for the financial statements for 2025	24.891.405	100%	0	0%	0	0%
10	Approval of the change of the company name and amendment of the company charter	24.891.405	100%	0	0%	0	0%

(Note: The voting ratio is calculated based on the total number of shares with voting rights attending the General Meeting)

Thus, with the approval rate as above according to the provisions of the law and the Company's Charter, all contents presented by the Board of Directors to the General Meeting of Shareholders have been approved by the Meeting.

#### **7. The contents approved at the General Meeting of Shareholders:**

- Report on the results of production and business activities in 2024, Activity plan for 2025.
- Report from the Board of Directors on the results of activities in 2024, Activity plan for 2025.
- Summary report from the independent member of the Board of Directors for 2024 and the activity plan for 2025.
- Summary report on the activities of the Supervisory Board in 2024, Activity plan for 2025.
- Proposal to approve the audited Financial Report for 2024.
- Proposal for the production and business plan for 2025.
- Proposal for the profit distribution plan for 2024 and the profit distribution plan for 2025.
- Proposal for the settlement of remuneration for the Board of Directors and Supervisory Board in 2024; the expected level of remuneration distribution for the Board of Directors and Supervisory Board in 2025.
- Proposal for the list of selected auditing units for the financial report in 2025.
- Proposal to change the company name and amend the company charter.

#### **8. Approval of the Minutes and Resolution of the Annual General Meeting of Shareholders for 2025:**

- Mr. Nguyen Huu Thieu, on behalf of the Secretariat, presented the contents of the Minutes and Draft Resolution of the Annual General Meeting of Shareholders for 2025.

- Mr. Phan Khac Long – the Chairman, took the opinions of the Meeting to approve the Minutes and Resolution of the Annual General Meeting of Shareholders for 2025 on May 15, 2025, by raising voting cards.

Result: The number of shareholders representing the number of voting shares present at the meeting approved 100%.

This minutes was recorded at 11 o'clock 15 minutes on May 15, 2025, immediately after the conclusion of the 2025 Annual General Meeting of Shareholders of FECON Mining Joint Stock Company./.

**ON BEHALF OF THE  
SECRETARY BOARD OF  
THE MEETING**



**Nguyen Huu Thieu**

**CHAIRMAN OF THE SHAREHOLDERS'  
MEETING  
CHAIRMAN OF THE BOARD OF  
DIRECTORS**



**Phan Khac Long**





**FECON MINING  
JOINT STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIET NAM**  
**Independence – Freedom – Happiness**

*Ha Nam, day 15, month 5, year 2025*

**MINUTES OF SHAREHOLDER STATUS CHECK ATTENDING  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

To: The Annual General Meeting of Shareholders 2025

Today, on May 15, 2025, at the headquarters of FECON Mining Joint Stock Company (address: Thi Son Industrial Cluster, Thi Son Ward, Kim Bang Town, Ha Nam Province), the Annual General Meeting of Shareholders in 2025 is being held.

**The shareholder status inspection committee consists of:**

Ms. Le Thi Anh	: Head of the Committee
Ms. Ngo Thi Thanh	: Member
Ms. Tran Thi Hue	: Member

The shareholder status inspection committee has conducted a check of the status of shareholders attending the meeting with specific results as follows:

According to the shareholder list as of March 26, 2025 (provided by the Vietnam Securities Depository and Clearing Corporation) total of 3.661 shareholders are entitled to attend the meeting, representing 46.226.626 shares with voting rights, accounting for 100%.

The results of the shareholder status check at 9:00 AM on May 15, 2025, show that the number of shareholders who have attended the meeting directly and by proxy is: 7 people, representing 24.891.405 shares, corresponding to 53,84650% of the shares with voting rights.

Based on the Enterprise Law and the Charter of FECON Mining Joint Stock Company, the Annual General Meeting of Shareholders 2025 of FECON Mining Joint Stock Company has met the necessary conditions to proceed.

The shareholder eligibility inspection report was prepared at 9:00 AM on May 15, 2025, and has been made public before the General Meeting.

**ON BEHALF OF THE SHAREHOLDER  
ELIGIBILITY INSPECTION COMMITTEE**

**Head of the Committee**

**Le Thi Anh**



**FECON MINING  
JOINT STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIET NAM**  
**Independence – Freedom – Happiness**

*Ha Nam, day 15, month 5, year 2025*

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**ON BEHALF OF THE SHAREHOLDER  
ELIGIBILITY INSPECTION COMMITTEE**

**Head of the Committee**

**Le Thi Anh**





*Ha Nam, May 15, 2025*

**MINUTES OF VOTING  
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
FECON MINING JOINT STOCK COMPANY**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 effective from January 1, 2021 and related guiding documents;
- Pursuant to the Charter of FECON Mining Joint Stock Company;
- Pursuant to the Regulation on the organization of the General Meeting and the voting and ballot counting rules at the 2025 Annual General Meeting of FECON Mining Joint Stock Company;

**Our ballot counting committee consists of:**

- |                      |                         |
|----------------------|-------------------------|
| 1. Ms. Le Thi Anh    | : Head of the Committee |
| 2. Ms. Ngo Thi Thanh | : Member                |
| 3. Ms. Tran Thi Hue  | : Member                |

The ballot counting committee has distributed to each attending shareholder:  
+ 01 Voting ballot;

After guiding and supervising the voting process of the shareholders, we have collected the voting ballots and proceeded with the counting. The ballot counting committee reports the voting results before the General Meeting as follows:

**I. Voting contents at the General Meeting:**

- Total number of voting ballots issued: 7 ballots, representing 24.891.405 shares, accounting for 100,00000% of the shares with voting rights attending the General Meeting.
- The number of votes not collected: 0 votes, representing 0 shares, accounting for 0,00000% of the voting shares issued.
- Total number of voting ballots collected: 7 ballots, representing 24.891.405 shares, accounting for 100,00000.% of the shares with voting rights issued.

In which:





- + The number of valid voting ballots is: 7 ballots, representing 24.891.405 shares, accounting for 100,00000% of the shares with voting rights issued.
- + The number of invalid voting ballots is: 0 ballots, representing 0 shares, accounting for 0,00000% of the shares with voting rights issued.

## II. Voting results.

No.	Content	Agree		Disagree		No opinion	
		Number of shares	Ratio	Number of votes	Ratio	Number of votes	Ratio
			%		%		%
1	Approval of the report on the results of business operations in 2024, the business operation plan for 2025	24.891.405	100,00000	0	0,00000	0	0,00000
2	Approval of the report from the Board of Directors on the results of operations in 2024, the operational plan for 2025	24.891.405	100,00000	0	0,00000	0	0,00000
3	Approval of the summary report from the independent Board of Directors member for 2024 and the operational plan for 2025	24.891.405	100,00000	0	0,00000	0	0,00000
4	Approval of the summary report on the activities of the Supervisory Board in 2024, the operational plan for 2025	24.891.405	100,00000	0	0,00000	0	0,00000
5	Approval of the audited financial statements for 2024	24.891.405	100,00000	0	0,00000	0	0,00000
6	Approval of the business operation plan for 2025	24.891.405	100,00000	0	0,00000	0	0,00000
7	Approval of the profit distribution plan for 2024 and the profit distribution plan for 2025	24.891.405	100,00000	0	0,00000	0	0,00000
8	Approval of the settlement of remuneration for the Board of Directors and Supervisory Board for 2024; proposed remuneration distribution for the Board of Directors and Supervisory Board for 2025	24.891.405	100,00000	0	0,00000	0	0,00000
9	Approval of the list of auditing firms for the financial statements in 2025	24.891.405	100,00000	0	0,00000	0	0,00000
10	Approval of the change of the company's name and amendment of the company's charter	24.891.405	100,00000	0	0,00000	0	0,00000

**Note:** The voting ratio is calculated based on the total number of shares with voting rights participating in the General Meeting



According to the above ratios, all reports and proposals have met the required ratio for approval at the General Meeting of Shareholders.

The ballot counting committee commits to the accuracy of this minutes. The minutes were completed at 10:36 AM, on May 15, 2025, and have been publicly approved before the entire annual General Meeting of Shareholders of FECON Mining Joint Stock Company 2025./.

### **BALLOT COUNTING COMMITTEE**

**Head of the Committee**



**Le Thi Anh**

**Member**



**Ngo Thi Thanh**

**Member**



**Tran Thi Hue**





**PROGRAM**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**  
**FECON Mining Joint Stock Company**

Time: 09:00, May 15, 2025

Location: Headquarters of FECON Mining Joint Stock Company

(Thi Son Industrial Cluster, Thi Son Ward, Kim Bang Town, Ha Nam Province)

No.	Time	Content
1	08h30- 09h00	- Welcoming delegates and checking shareholder status
2	09h00- 09h30	- Report on the results of checking shareholder status. - Introduction of the Presidium and the Secretariat of the General Meeting - Approval of the agenda and working regulations of the General Meeting - Opening of the meeting
3	09h30- 10h00	<b><u>Review of reports:</u></b> - Report: business production results for 2024 and business production plan for 2025 - Report of the Board of Directors on the results of activities for 2024, Operational plan for 2025 - Report summary of the activities of the independent board member in 2024 and the activity plan for 2025. - Report summary of the activities of the supervisory board in 2024 and the action plan for 2025
4	10h00- 10h25	<b><u>Review of proposals:</u></b> - Proposal to approve the audited financial statements for 2024 - Proposal Business production plan for the year 2025. - Proposal Profit distribution plan for 2024 and profit distribution plan for 2025. - Proposal Regarding: Settlement of remuneration for the Board of Directors and Supervisory Board for 2024; projected remuneration distribution for the Board of Directors and Supervisory Board for 2025. - Proposal list of selected auditing firms for the financial statements of 2025 - Proposal Regarding change the company's name and amend the company charter
5	10h25 – 10h35	- Discussion and Q&A
6	10h35 -10h50	- Proceed to vote on the reports and proposals at the meeting
7	10h50 -11h15	- Break and vote counting
8	11h15 – 11h25	- Announcement of voting results for the reports and proposals at the meeting
9	11h25 – 11h45	- Approval of the meeting minutes and resolutions of the General Shareholders' Meeting - Closing of the meeting



*Ha Nam, date 04, month 04, year 2025*

**REGULATIONS ON THE ORGANIZATION  
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF FECON MINING JOINT STOCK COMPANY 2025**

**CHAPTER I  
GENERAL PROVISIONS**

**Article 1. Scope of application**

1.1 These regulations apply to the organization of the Annual General Meeting of Shareholders in 2025 (“AGM”) of FECON Mining Joint Stock Company (“Company”).

1.2 These regulations specifically stipulate the rights and obligations of shareholders and participants in the AGM, as well as the conditions and procedures for conducting the AGM.

**Article 2. Subjects of application**

Shareholders and participants in the AGM are responsible for complying with the provisions of these regulations.

**CHAPTER II  
RIGHTS AND OBLIGATIONS OF SHAREHOLDERS,  
PARTICIPANTS IN THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Article 3. Rights and Obligations of Shareholders**

3.1 Conditions for attending the General Assembly Meeting:

Shareholders or their authorized representatives listed in the shareholder registry as of March 26, 2025, may attend the General Assembly Meeting.

3.2 Rights of shareholders attending the General Assembly Meeting:

(a) All shareholders of the company have the right to participate, discuss, and vote on issues under the authority of the General Assembly Meeting in accordance with current legal regulations and the Company’s Charter.

(b) If unable to attend the General Assembly Meeting, shareholders may authorize others to attend and vote on issues within their authority. This authorization must be made in writing using the template attached to the invitation letter for the General Assembly Meeting of the Company.

(c) At the General Assembly Meeting, each shareholder or authorized representative of the shareholder will receive a Voting Card and Voting Slip after registering to attend the General Assembly Meeting with the Shareholder Eligibility Verification Committee. The voting value of the Voting Card corresponds to the ratio of the voting shares owned or represented by the individual based on the registration for attending the General Assembly Meeting out of the total number of voting shares of shareholders/authorized representatives present at the General Assembly Meeting.

(d) Shareholders or authorized representatives arriving late to the General Assembly Meeting have the right to register, and then have the right to participate and vote right at the General Assembly Meeting, but the chairperson is not responsible for pausing the General Assembly Meeting, and the validity of the votes conducted earlier will not be affected.

3.3 Obligations of shareholders when attending the General Shareholders' Meeting:

(a) Shareholders or authorized representatives attending the General Shareholders' Meeting must bring their Citizen Identification/Passport, Notice of the meeting, Power of Attorney (for authorized representatives),





and register to attend the General Shareholders' Meeting with the Board of Shareholders' Qualification Verification.

(b) Comply with the provisions of this Regulation.

(c) Strictly observe the regulations at the General Shareholders' Meeting, respecting the outcomes of the meeting.

(d) The attire of shareholders attending the General Shareholders' Meeting must ensure politeness and formality.

(e) Engage in civilized and polite behavior, avoiding disturbances or chaos, not smoking in the General Shareholders' Meeting room, and not using mobile phones during the meeting. Mobile phones must be turned off or silenced.

(f) Shareholders entering the General Shareholders' Meeting room must sit in the designated position or area as specified by the General Shareholders' Meeting Organizing Committee, complying with the management of the Chairperson and the Organizing Committee.

(g) Shareholders leaving before the General Shareholders' Meeting concludes must return the voting card and submit the marked voting ballot as required.

#### **Article 4. Rights and duties of the Chairperson and the Presidium**

4.1 The Presidium consists of 03 (three) members introduced by the Chairperson and approved by the General Shareholders' Meeting, with the Chairman of the Board of Directors serving as the Chairperson of the meeting.

4.2 The Chairperson has the following functions and responsibilities:

(a) To preside over the General Shareholders' Meeting.

(b) To carry out necessary tasks to ensure that the General Shareholders' Meeting is conducted in a valid and orderly manner, and/or that the General Shareholders' Meeting reflects the desires of the majority of attending shareholders.

(c) To guide the delegates and the General Shareholders' Meeting in discussions.

(d) To present drafts, solicit votes, and conclude on issues within the meeting agenda and related matters throughout the General Shareholders' Meeting.

(e) To answer questions from shareholders related to the issues discussed at the General Shareholders' Meeting.

(f) To resolve any and all issues arising (if any) during the General Shareholders' Meeting.

(g) Without needing the opinion of the General Shareholders' Meeting, the Chairperson may postpone the General Shareholders' Meeting to another time (in accordance with the provisions of the Enterprise Law, other relevant legal documents, and the Company's Charter) and at a different location determined by the Chairperson if they deem that:

(i) The meeting location does not provide enough convenient seating for all attending shareholders;

(ii) Attendees are obstructing or disrupting order, posing a risk of preventing the meeting from proceeding fairly and legally.

(h) The Chairperson's decisions regarding the order, procedures, or events arising outside the meeting agenda will have the highest authority.

#### **Article 5. Rights and Responsibilities of the Secretary of the Meeting**

The Chairperson appoints the Secretary of the Meeting to carry out assistance tasks as assigned by the Chairperson, including:

(a) Fully and authentically record all contents of the General Meeting of Shareholders (including issues that have been approved or reserved by the General Meeting of Shareholders).

(b) Assist the Chairperson in announcing the draft Minutes and Resolutions of the General Meeting of Shareholders and the notices from the Chairperson's Delegation sent to shareholders upon request.

(c) Receive questions from shareholders.



#### **Article 6. Rights and obligations of the Shareholder Eligibility Verification Committee**

The Shareholder Eligibility Verification Committee consists of 03 (three) members appointed by the Board of Directors and has the following functions and responsibilities:

- (a) Verify the eligibility of shareholders or authorized representatives attending the General Meeting of Shareholders: ID card/passport, Meeting invitation, Power of attorney (for authorized representatives).
- (b) Distribute to shareholders or authorized representatives attending the General Meeting of Shareholders: Voting cards, Ballots, and other meeting materials.
- (c) Report to the General Meeting of Shareholders on the results of the eligibility verification of shareholders attending the General Meeting of Shareholders.

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

7.1 The Vote Counting Committee consists of 03 (three) members recommended by the Chairperson and approved by the General Meeting of Shareholders.

7.2 The Vote Counting Committee is responsible for:

- (a) Reading the Regulations.
- (b) Reading the Voting and Vote Counting Regulations.
- (c) Introducing and distributing ballots.
- (d) Collecting ballots after the General Meeting of Shareholders votes.
- (e) Conducting vote counting.
- (f) Reporting to the General Meeting of Shareholders on the results of vote counting.

### **CHAPTER III**

#### **CONDUCTING THE GENERAL MEETING OF SHAREHOLDERS**

##### **Article 8. Conditions for convening the General Meeting of Shareholders**

The General Meeting of Shareholders is held when the number of shareholders attending represents more than 50% of the total voting shares (according to the list of shareholders established at the time of finalizing the shareholder list for the right to attend the General Meeting of Shareholders).

##### **Article 9. Methods of conducting the General Meeting of Shareholders**

9.1 The General Meeting of Shareholders is expected to take place in one day.

9.2 The General Meeting of Shareholders will sequentially discuss and approve the items outlined in the Meeting Agenda.

##### **Article 10. Discussion of the meeting content and Q&A session.**

After the reports are presented, the Chairperson of the General Meeting of Shareholders will continue to lead the discussion, receive opinions from shareholders, and respond to inquiries based on the following principles and methods:

10.1 Shareholders attending the General Meeting of Shareholders register their speaking content with the Chairperson through the secretary using the company's feedback form. After being permitted by the Chairperson to speak, shareholders will make brief statements and avoid repetition. The Chairperson has the right to stop a shareholder's speech if it is deemed that the issues raised and discussed are repetitive or unrelated to the content of the Meeting Agenda.

10.2 The Chairperson will only directly answer central questions related to the items in the Meeting Agenda. The Chairperson will not explain technical content or cater to specific requests from individual shareholders.

10.3 Questions that are not directly related to the content of the General Meeting of Shareholders but fall within the rights and interests of shareholders will be collected by the Secretary, and the Chairperson will respond in another form that is appropriate according to the company's Articles of Association and legal regulations.



10.4 Questions that are not answered in the General Meeting of Shareholders due to time constraints will also be answered by the Chairman in another form directly to the shareholders.

**Article 11. Approval of decisions by the General Meeting of Shareholders**

Decisions of the General Meeting of Shareholders are approved according to the provisions of the Company's Charter and the voting and counting regulations approved by the General Meeting of Shareholders in 2025.

**Article 12. Minutes of the General Meeting of Shareholders**

The content of the General Meeting of Shareholders is recorded in the Minutes. The minutes of the General Meeting of Shareholders are read and approved before the meeting is adjourned.

**CHAPTER IV  
OTHER REGULATIONS**

**Article 13. Organization of an unsuccessful General Meeting of Shareholders**

13.1 If the first General Meeting of Shareholders does not meet the required conditions for proceeding as specified in Article 8 of these regulations, the convening of the second General Meeting of Shareholders must be conducted within 30 (thirty) days from the planned opening date of the first General Meeting of Shareholders. The second General Meeting of Shareholders is conducted when the number of participating members is shareholders and authorized representatives attending on behalf of at least 33% of the total voting shares.

13.2 If the second General Meeting of Shareholders does not meet the required conditions for proceeding as specified in Clause 13.1 of this Article, the convening of the third General Meeting of Shareholders may be conducted within 20 (twenty) days from the planned opening date of the second General Meeting of Shareholders. In this case, the General Meeting of Shareholders is conducted regardless of the number of shareholders attending.

**CHAPTER V  
ENFORCEMENT EFFECTIVENESS**

**Article 14. Enforcement Effectiveness**

This regulation consists of 05 Chapters and 14 Articles, taking effect immediately after being approved by the General Shareholders' Meeting.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**Phan Khắc Long**



*Ha Nam, date 04, month 04, year 2025*

**VOTING REGULATIONS, BALLOTING**  
**AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**  
**FECON MINING JOINT STOCK COMPANY**

Voting and balloting at the 2025 Annual General Meeting of Shareholders of FECON Mining Joint Stock Company ("Meeting") shall be conducted according to the following regulations:

**1. Voting Principles:**

- (a) All decisions of the 2025 Annual General Meeting of Shareholders must be voted openly and directly under the management of the Chairing Committee.
- (b) Decisions of the General Meeting of Shareholders are approved in the form of a vote when they achieve the minimum percentage required by law and the company's charter.
- (c) Each shareholder's voting rights are calculated based on the total number of shares owned and the number of shares represented.

**2. Voting Regulations:**

- (a) Upon registering to attend the Meeting, the Shareholder Eligibility Verification Committee will issue a VOTING CARD and a VOTING BALLOT to each shareholder or authorized representative with voting rights.
- (b) The Voting Card and Voting Ballot, covering the contents of the Meeting, are pre-printed cards and ballots, according to the company's template, with a barcode and the company's seal. Each ballot contains the following information: full name of the shareholder or authorized representative, shareholder code, number of shares owned, number of shares authorized, total number of shares entitled to vote.

**(c) Voting Method:**

- Voting by raising a VOTING CARD when the Chair proposes to vote on the following issues:

- (i) Approval of the selection of the Chair, Secretary, and Ballot Count Committee;
- (ii) Approval of the meeting agenda, regulations for organizing the general meeting of shareholders, voting rules, and ballot counting;
- (iii) Approval of the minutes and resolutions of the general meeting of shareholders and other content at the general meeting of shareholders;

- Shareholders will vote by raising a VOTING CARD as directed by the Chair to collect voting opinions: In favor, Against, or No opinion.

- Voting by VOTING BALLOT is used to vote on the contents of the meeting agenda, including reports, proposals, and other decisions approved at the meeting.

In a VOTING BALLOT, the issues on which opinions are gathered are voted on independently from each other. The invalidity of this part of the ballot will not affect the validity of the voting sections for other issues.

In the event that the VOTING BALLOT is no longer intact or is crossed out or mistakenly marked, shareholders may contact the organizing committee of the meeting to be issued a new VOTING BALLOT and must return the old VOTING BALLOT.

**Voting Card Instructions:**

- (i) Shareholders mark "X" in one of the boxes: Agree, Disagree, or No Opinion corresponding to each issue mentioned in the VOTING CARD.



(ii) In the case of voting issues arising outside the contents of the VOTING CARD, provided these issues are approved by the General Meeting to be included in the VOTING CARD contents, shareholders will write these new contents in the blank line of the VOTING CARD as directed by the Chairperson. Similarly, shareholders mark "X" in one of the boxes: Agree, Disagree, or No Opinion corresponding to each additional content.

(d) Other regulations for VOTING CARDS, VOTING FORM:

VOTING CARD: printed on pink paper.

VOTING FORM: printed on white paper.

### **3. Invalid Voting Forms:**

Voting Forms are considered invalid in the following cases:

- Forms that do not follow the prescribed template, not issued by the Company, lack the barcode specified by the Company, or lack the Company's official seal;
- Forms that are torn, not intact;
- Forms that include additional information not following the Chairperson's instructions, or contain extra symbols;
- Forms not filled in any box or filled in more than one response option without the shareholder's signature on the final response option;
- Lack of signature from the shareholder or the authorized representative of the shareholder.

### **4. Principles of collecting ballots and organizing the vote counting:**

- (a) The Ballot Counting Committee must proceed to collect the ballots after the General Meeting of Shareholders has voted and then conduct the vote counting.
- (b) Before opening the ballot box, the Ballot Counting Committee must inventory and seal the unused ballots.
- (c) The Ballot Counting Committee must not strike out or make any corrections on the collected ballots.
- (d) The Ballot Counting Committee is responsible for the accuracy and transparency of the vote counting process and the results.

### **5. Announcement of vote counting results and complaints about the results:**

- (a) The Head of the Ballot Counting Committee announces the results of the vote counting before the General Meeting adjourns.
- (b) Any complaints about the results of the vote counting will be considered and resolved by the Chairperson immediately at the General Meeting.

Effectiveness: The rules for voting and vote counting shall take effect immediately after being approved by the General Meeting.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN



**Phan Khắc Long**



## **REPORT**

### **BUSINESS PRODUCTION RESULTS FOR 2024 AND BUSINESS PRODUCTION PLAN FOR 2025**



**Ha Nam, April 2025**

Basis:

- Enterprise Law dated June 17, 2020.
- Charter of FECON Mining Joint Stock Company.
- Consolidated financial statements for the fiscal year ending December 31, 2024.

**To: Annual General Meeting of Shareholders 2025**  
**FECON Mining Joint Stock Company**

**I. Situation Characteristics**

**1. Advantages:** The government has implemented many solutions to stimulate the economy, including increasing public investment in transportation infrastructure, and various solutions to remove difficulties in the real estate sector. Since mid-year, a series of real estate projects from large corporations have been launched, such as the Sun Ha Nam project, Vin Co Loa, Vin Dan Phuong, Vin Vu Yen..., with a strong shift of FDI capital from Chinese and Taiwanese enterprises to Vietnam... FCM has supplied more than 1.7 million meters of piles to the market, serving over 100 projects nationwide.

**2. Difficulties:**

- The global political situation is experiencing complex fluctuations, the Russia-Ukraine war is becoming increasingly fierce, and the situation in the Middle East is becoming more serious with the risk of spreading conflict throughout the region. This has affected the recovery and economic development after the Covid pandemic. The global economy in 2024 is expected to grow by about 2.7%, lower than anticipated.

The domestic economy is recovering well, with growth in 2024 reaching 7.09%, but still poses many risks due to the high openness of the economy and its vulnerability to international market impacts.

The construction sector has recovered and grown by about 8%. However, there is uneven development among regions across the country.

Regarding pile demand: The North is booming due to several real estate projects by major corporations such as Vin Group/Sun Group/Sunshine... and the industrial market is developing steadily. Market prices have been raised, and payment conditions have improved in a better direction for sellers.

**II. Business Production Results in 2024**

**1. Achievements**

**1.1. Financial indicators**

No.	Indicator	Unit	Year 2023	Year 2024		Percentage %
				Plan	Actual	Compared to Plan 2024 and 2023
1	Consolidated revenue	Billion VND	459	400	469	117%/102%
2	Consolidated profit after tax	Billion VND	15.6	15	1.005	6.7%/6.4%
3	Dividend distribution	%			Dividend distribution for 2023 in shares at 2.5%.	100%



## 1.2. Detailed indicators

Indicator (billion)	FCM			FCNS			Consolidated		
	2024 PLAN	2024 ACTUAL	% compared to the plan of the year	2024 PLAN	2024 ACTUAL	% compared to the plan of the year	2024 PLAN	2024 ACTUAL	% compared to the plan of the year
Revenue (billion)	400	424.2	106%		44		400	469	117%
After-tax profit (billion)	15	0.22	1.4%		-1.1	Loss	15	1.005	6.7%

### Some results achieved in 2024

- 1.1. In the context of global economic recession in general and Vietnam in particular, a crisis in the real estate sector, high interest rates, rising inflation, and complex political fluctuations... the economy has sharply declined, many businesses have had to close or incur losses, yet the company has maintained operations and achieved positive profits. Employees unitedly strive to overcome difficulties with the company...
- 1.2. Exceeded the group's KPI and achieved good results in 2024 such as: Recognition as a typical unit at the group level in the first half of the year; Unit with the highest output in the group for August; Recognition as the best unit in the group for the end of the year...
- 1.3. Successfully implemented the supply chain management model and applied SAP ERP software at FCM, officially starting to use SAP ERP software from June 1, 2024
- 1.4. Coordinated well with the Southern Hanoi Business Department of the group, effectively exploiting the market in the region.
- 1.5. Production met the schedule for several industrial and real estate projects that required high progress such as Sun Ha Nam, Vin Co Loa, Vin Dan Phuong, Vin Vu Yen...
- 1.6. The quality of the products is quite stable and highly rated by customers. The incidents with piles at the construction site due to concrete quality are very low.
- 1.7. Employees actively participate in the initiative for improvements. The entire company has successfully implemented 69 initiatives in production and business activities, bringing practical benefits in all aspects: productivity, quality, safety, working conditions, and the environment...
- 1.8. The system of loyal suppliers has a minimum of 2-3 suppliers for each type and purchases at the best prices, especially for the main raw materials for producing piles.
- 1.9. The system of regulations and processes has been fully issued and operates according to the ISO 9001:2015 quality management system

### 2. Outstanding issues

- 2.1. Regarding self-conscious production, direct workers producing the products are still not truly self-conscious; they need reminders to pay attention to safety and quality.
- 2.2. The supply work is still slow, which somewhat affects production and repair.



### **3. Report on the implementation of the General Shareholders' Meeting Resolution and the Board of Directors for 2024**

- 3.1. The executive board always closely follows the resolutions passed by the annual General Shareholders' Meeting in 2024 and the quarterly resolutions of the Board of Directors to implement them seriously and achieve the revenue and profit targets as stated above.
- 3.2. Implement the profit distribution plan approved by the General Shareholders' Meeting, such as allocating funds as per regulations, paying dividends in shares at 2.5% of the charter capital...
- 3.3. Complete the divestment of capital at FCNS Joint Stock Company on June 29, 2024
- 3.4. Choose E&Y as the auditing firm for semi-annual and annual audits.
- 3.5. The implementation of compensation for land clearance for the Thai Ha project has reached 83.2% of the plan. The characteristic of this compensation project is that the enterprise negotiates directly with the residents, rather than the state recovering land and handing it over to the enterprise. Therefore, negotiating with the residents has encountered considerable difficulties. The current solution is to send people to work closely with the authorities of Chân Lý Commune and villages 7 and 8 in Chân Lý to persuade and mobilize each remaining household...

#### **4. Challenges**

In addition to the achievements, the company cannot overlook the significant challenges it faces, such as

- 4.1. Increasing competition in the field of spun piles, not only from domestic sources but also from abroad.
- 4.2. The prices of key raw materials, especially cement, steel, stone, and petroleum, are fluctuating with an upward trend...
- 4.3. The labor force in the area is increasingly scarce, especially skilled workers.
- 4.4. The global economic situation remains very difficult and complex, and the real estate construction sector still faces many challenges...

### **III. BUSINESS PRODUCTION PLAN FOR 2025**

#### **1. Basis for planning**

- The global political situation is still experiencing many unpredictable complex fluctuations
- A trade war between major powers may occur under the protectionist policies of U.S. President Donald Trump. Vietnam also risks being affected due to its large trade surplus with the U.S. (approximately 119 billion USD)
- The government expects economic growth of about 8% in 2025 and double digits from 2026 onwards
- Regarding the demand for piles: The North will remain stable with major real estate projects continuing to receive investment, and the trend of shifting production chains from China continues positively.

The market has seen the emergence of several strong competitors such as: Ocean Pile Factory (Thanh Hoa), Petrolimex 2 Pile Factory (Hung Yen), 1285 Pile Factory (Thai Binh), Amacao 2 Factory (Ha Nam), Vin Group Pile Factory (Quang Ninh)

- Building on the achievements and addressing the shortcomings. The Executive Board respectfully presents to the General Meeting of Shareholders the business production plan for 2025 as follows:



## 2. Key indicators


No.	Indicator	Unit	Execution in 2024	Plan for 2025
1	Charter capital	Billion VND	462.26	462.26
2	Consolidated revenue	Billion VND	469	420
3	Consolidated after-tax profit	Billion VND	1.005	16.8
4	Dividend (% of charter capital)	%	Dividend distribution from net profit for 2023 (in shares) 2.5%	Do not divide

## 3. Some main solutions

- Collaborate with the Southern Hanoi office to focus on exploiting the market in the North and North Central region to seek new projects.
- Continuously improve production organization and seek new mixes to reduce costs and increase product competitiveness.
- Successfully apply new management tools and models in company management such as: ERP SAP...
- Stabilize product quality to meet increasingly stringent customer demands.
- Maintain regular and periodic maintenance to ensure stable equipment operation. Effectively manage the supply of materials and main machine components to respond promptly when incidents occur.
- Investment plan for mold repair equipment, ensuring quality and durability of the molds after 18 years of operation.
- Collaborate with the group to participate in major, key domestic projects.
- Focus on searching for new materials such as PG, XM to contribute to cost reduction

## 4. Expansion investment

- Continue to implement investment in the construction of Thai Ha concrete plant and Thai Ha port.
- Propose additional investment in equipment for production at FCM (if any): 15 billion VND

*Ha Nam, April 1<sup>st</sup>, 2025*  
**DIRECTOR**  


**PHAM TRUNG THANH**



*Listen to the Earth, conquer the height*

**FECON MINING JOINT STOCK COMPANY**

**Address:** Thi Son Industrial Cluster, Thi Son Ward, Kim Bang Town, Ha Nam Province

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**REPORT  
OF THE BOARD OF DIRECTORS**

*(On the results of activities for 2024, Operational plan for 2025)*

**Ha Nam, Month 4, Year 2025**





## To: THE GENERAL MEETING OF SHAREHOLDERS

### I. EVALUATION OF THE COMPANY'S OPERATIONS IN THE FINANCIAL YEAR 2024

#### 1. Business/financial indicators:

##### BUSINESS INDICATORS

Indicator	2023 Actual	2024 Plan	2024 Actual	Plan completion rate (%)	Percentage % compared to 2023
Consolidated Revenue (billion VND)	458,97	400	469,07	117%	102,2%
Consolidated net profit after tax (billion VND)	15,65	15	1,005	6,7%	6,4%
Earnings per share (VND)	335		31		

##### FINANCIAL INDICATORS

Indicator	ROA	ROE	ROS	Basic earnings per share (VND)
2024 Actual	0,1%	0,2%	0,2%	31
2023 Actual	1,9%	2,7%	3,4%	335

- Consolidated revenue for 2024 reached 469 billion VND, achieving 117% of the plan and 102.2% compared to the actual performance in 2023.

- Consolidated profit after tax for 2024 reached 1.01 billion VND, achieving 6.7% of the plan and 6.4% compared to the actual performance in 2023.

#### OTHER INDICATORS IN THE CONSOLIDATED FINANCIAL REPORT

Indicator	Unit	As of December 31, 2024	As of December 31, 2023	Increase (+)/decrease (-) compared to the previous year
Total Assets	VND	631.739.686.153	807.561.235.493	-175.821.549.340
Current Assets	VND	557.644.884.476	682.187.734.636	-124.542.850.160
Long-term Assets	VND	74.094.801.677	125.373.500.857	-51.278.699.180
Inventory	VND	88.488.498.446	88.528.875.427	-40.376.981
Cash and cash equivalents	VND	31.633.185.640	60.276.416.254	-28.643.230.614
Liabilities	VND	96.703.717.478	222.949.267.353	-126.245.549.875
Current ratio (= Current Assets/Current Liabilities)	Times	5,78	3,06	

## REVENUE STRUCTURE FROM SALES ACTIVITIES

Indicator (Unit: billion VND)	FCM	FCNS	Consolidated	Customer structure / Revenue (%)
Revenue	424,24	44,84	469,07	
Sales to PV system	261,3	1,31	262,7	56%
Other customers	163	43,53	206,6	44%
Net Profit After Tax	0,22	-1,10	1,005	

### 2. Organizational Structure

In 2024, due to the impact of the global economic recession and the Russia-Ukraine war, along with rapidly fluctuating input materials... significantly affecting the company's operations, various measures were taken to stimulate the economy through public investment to promote and many solutions were implemented to alleviate difficulties in the real estate market. By the beginning of the third quarter, a series of real estate projects from major corporations were launched, such as: Sun Ha Nam, Vin Co Loa, Vin Dan Phuong, Vin Vu Yen... This helped the factory maintain stable employment and improve income for workers... During the year, the job-hopping rate was not high, and there were not many fluctuations; from management staff to employees, there was a strong sense of commitment to the company. At Fecon Mining, the organizational structure remained fundamentally unchanged.

### 3. Information Disclosure and Ensuring Transparency.

Regular information disclosure always ensures timeliness and transparency.

## II. ACTIVITIES, REMUNERATION, AND OPERATIONAL EXPENSES OF THE BOARD OF DIRECTORS

### 1. Activities of the General Shareholders' Meeting.

- In 2024, the company successfully held the Annual General Meeting of Shareholders on April 26, 2024. The information regarding the Resolution of the Annual General Meeting of Shareholders in 2024 is as follows:

Resolution Number	Date	Content
0426/2024/NQ-AGM	April 26, 2024	The Annual General Meeting of Shareholders approved the following contents: 1. Approval of the report on the business results for 2023 and the operational plan for 2024. 2. Approval of the report from the Board of Directors on the activities in 2023 and the operational plan for 2024. 3. Approval of the summary report from the independent Board member for 2023 and the operational plan for 2024.



		<p>4. Approval of the summary report on the activities of the Supervisory Board for 2023 and the operational plan for 2024.</p> <p>5. Approval of the audited financial statements for 2023.</p> <p>6. Approval of the business production plan for 2024.</p> <p>7. Approval of the profit distribution plan for 2023 and the profit distribution plan for 2024.</p> <p>8. Approval of the settlement of remuneration for the Board of Directors and Supervisory Board for 2023; plan for remuneration payment for the Board of Directors and Supervisory Board for 2024.</p> <p>9. Approval of the list for selecting the auditing unit for the financial statements for 2024</p> <p>10. Approval of the plan to issue shares for dividend payment for 2023</p> <p>11. Approval of the addition and amendment of the company's charter.</p> <p>12. Approval of the conclusion of the term 2019-2024 for the Board of Directors and Supervisory Board and the results of the election of members of the Board of Directors and Supervisory Board for the term 2024-2029 (5 years)</p>
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## 2. Activities of the Board of Directors

- The Board of Directors meets regularly once every quarter to hear reports on the business production results of the enterprise, the difficulties, and the proposals from the Management Board; assigns members to support and supervise the implementation of the resolutions of the Board of Directors, creating conditions for the Management Board to complete the tasks and goals assigned by the General Meeting of Shareholders and the Board of Directors.
- Independent members of the Board of Directors have participated in contributing opinions at the meetings attended by members, focusing on directing the company's activities to ensure compliance with current legal regulations, in line with the company's development orientation as well as the general direction of the parent company.

No.	Board Member	Position	Start date/End of Board Membership	Number of meetings attended	Rate	Reason for absence
1	Phan Khac Long	Chairman	Member of the Board of Directors since February 15, 2019 (Chairman of the Board of Directors since November 1, 2021)	8/8	100%	

2	Tran Vu Anh Tuan	Member of the BOD	February 15, 2019	8/8	100%	
3	Đang Kien Hung	Member of the BOD	April 28, 2022	8/8	100%	
4	Hoang Kim Anh	Independent Member of the BOD	April 28, 2022	8/8	100%	
5	Pham Trung Thanh	Member of the BOD cum Director, Legal Representative	April 28, 2022	8/8	100%	

### 3. Remuneration and expenses of the Board of Directors and the Supervisory Board

The remuneration of the Board of Directors and the Supervisory Board is paid monthly into personal accounts according to the remuneration level approved by the General Meeting of Shareholders. Specifically as follows:

No.	Full name	Position	Monthly remuneration (VND)	Total remuneration/year (VND)	Notes
1	Phan Khac Long	Chairman	12.500.000	150.000.000	
2	Đang Kien Hung	Member of the Board of Directors	8.000.000	96.000.000	
3	Tran Vu Anh Tuan	Member of the Board of Directors	8.000.000	96.000.000	
4	Hoang Kim Anh	Independent Member of the Board of Directors	8.000.000	96.000.000	
5	Pham Trung Thanh	Member of the Board of Directors	8.000.000	96.000.000	
6	Le Thi Anh	Head of the Supervisory Board	8.000.000	96.000.000	
7	Ha Thi My Quyen	Member of the Supervisory Board	5.000.000	60.000.000	
8	Nguyen Hoang Tam Quyen	Member of the Supervisory Board	5.000.000	60.000.000	
9	Nguyen Huu Thieu	Secretary of the Board of Directors	5.000.000	60.000.000	
<b>Total</b>				<b>810.000.000</b>	



#### 4. Summary of meetings and decisions of the Board of Directors

No.	Resolution/Decision Number	Date	Content	Approval Rate
1	No: 0126/2024/NQ-HĐQTFCM	January 26, 2024	Regarding: Approval of the content of the Board of Directors meeting for the 4th quarter of 2023	100%
2	No: 0304/2024/NQ-HĐQTFCM	March 4, 2024	Regarding: Annual General Meeting of Shareholders 2024	100%
3	No: 040401/2024/NQ-HĐQTFCM	April 4, 2024	Regarding: Approval of the agenda and documents submitted for the Annual General Meeting of Shareholders 2024	100%
4	No: 040402/2024/NQ-HĐQTFCM	April 4, 2024	Regarding: Complete divestment from FECON Nghi Son Joint Stock Company	100%
5	No: 0415/2024/NQ-HĐQTFCM	April 15, 2024	Regarding: Approval of the candidate list for the election of members of the Board of Directors and the Supervisory Board for the term 2024-2029	100%
6	No: 042601/2024/NQ-HĐQTFCM	April 26, 2024	Regarding: Election of the Chairman of the Board of Directors for the term 2024-2029	100%
7	No: 0704/2024/NQ-HĐQTFCM	July 4, 2024	Regarding: Selection of the auditing firm for the financial report of 2024	100%
8	No: 0726/2024/NQ-HĐQTFCM	July 26, 2024	Regarding: Approval of the business operation results for the first 6 months of 2024	100%
9	No: 102201/2024/NQ-HĐQTFCM	October 22, 2024	Regarding: Approval of the implementation of the plan to issue shares for dividend payment to existing shareholders of FECON Mining Joint Stock Company	100%
10	No: 102202/2024/NQ-HĐQTFCM	October 22, 2024	Regarding: Approval of the business operation	100%

			results for the first 9 months of 2024	
11	No: 111401/2024/NQ-HĐQTFCM	November 14, 2024	Regarding: Approval of the deadline for the shareholder list to issue shares for the 2023 dividend	100%
12	No: 121201/2024/NQ-HĐQTFCM	December 12, 2024	Regarding: Increase of charter capital and change of business registration content	100%
13	No: 121201/2024/NQ-HĐQTFCM	December 20, 2024	Regarding: Decision to reappoint Mr. Phạm Trung Thành as Director of FECON Mining Joint Stock Company	100%
14	No: 121202/2024/NQ-HĐQTFCM	December 20, 2024	Regarding: Approval of the policy to implement transaction contracts for 2025	100%

#### **5. Results of supervision over the Board of Directors and other management staff**

The Board of Directors has consistently monitored the activities of the Executive Board regularly and thoroughly, specifically:

- Approving plans, assigning KPIs for the entire system. Recording issues reported by the Executive Board, analyzing difficulties and advantages, and implementing solutions to achieve set goals.
- Evaluating quarterly business production results and guiding the production and business activities for the next quarter.
- Approving decisions related to investments, especially those concerning the Thai Ha concrete plant.

Overall, in 2024, the Executive Board has actively implemented solutions with a high sense of responsibility to execute the Resolutions and Decisions of the Board of Directors to achieve the set goals.

#### **6. Activities of the Internal Audit Department (IA)**

- To conduct independent and objective checks and assessments of the accuracy of financial reports for the quarters of 2024, the internal audit department has implemented a control model in coordination with the accounting department to audit the financial activities of the Company. This includes evaluating the business results report, financial statements, inventory reports, debt reports, and other periodic reports. Analyzing and assessing the financial situation, operational efficiency, capital preservation and development capabilities, and significant risks.



- Developing inspection and control plans/programs as approved by the Board of Directors. Implementing duties and responsibilities in accordance with legal regulations, the company's charter, rules, and regulations.
- The internal audit department carries out its tasks honestly, carefully, and does not hinder the business activities of the Company. The internal audit department has completed its task of coordinating the inspection and supervision of member units and the tasks directed by the Board of Directors.

#### **7. Report on transactions between the company and related parties**

Based on the policy of executing contracts and transactions between the company and enterprises and individuals related in 2024, ensuring compliance with regulations, specifically:

- According to Decision No. 1222/2023/QĐ-HĐQTFCM dated December 22, 2023, by the Board of Directors, in 2024, FECON Mining Joint Stock Company will conduct transactions and sell goods to Phan Vu Investment Joint Stock Company (parent company) with a total value of 261,312,300,139 VND;
- On June 29, 2024, FECON Mining Joint Stock Company completed its divestment from FECON Nghi Son Joint Stock Company (FECON Nghi Son Joint Stock Company acquired all shares at the request of FECON Mining Joint Stock Company) with a total value of 32,000,000,000 VND.

### **III. OPERATIONAL ORIENTATION**

Based on the results of production and business activities in recent years, and considering the construction market showing signs of recovery in 2024, the strengths and limitations of FECON Mining Joint Stock Company's system can be identified as follows:

#### **Strengths:**

- Product quality is always stable, maintained at the best quality in the market.
- Continuous and effective improvement activities.
- A stable, enthusiastic leadership and management team, dedicated to the company's development.
- The 5S management process and quality management are strictly implemented and maintained regularly.
- Well-utilizing the geographical advantage of being located in the largest and cheapest limestone raw material area in Vietnam.

#### **Limitations:**

- Attention needs to be paid to risk management to increase the effectiveness of production and business operations.

#### **Orientation:**

- Complete procedures related to land clearance, investment licensing, and construction of Thai Ha concrete factory.
- Enhance quality to export to Southeast Asian markets, serving as a springboard to enter developed markets such as Japan and South Korea in line with the general development orientation of Phan Vu Group.
- Aiming for high-quality pile products and premium precast concrete that are environmentally friendly.

**General assessment:**

The Board of Directors has seriously carried out the tasks assigned by the General Meeting of Shareholders, has accompanied the Management Board, and supported the Management Board in flexibly and effectively implementing tasks to optimally execute the plan approved at the General Meeting of Shareholders in 2024.

Above is the activity report of the FCM Board of Directors for the year 2024 and the action plan for 2025. We respectfully submit it for the approval of the General Meeting of Shareholders./.

Thank you very much!

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



**Phan Khắc Long**





## **REPORT**

### **SUMMARY OF THE ACTIVITIES OF THE INDEPENDENT BOARD MEMBER IN 2024 AND THE ACTIVITY PLAN FOR 2025**

**Presented to the Annual General Meeting of Shareholders in 2025**



Based on:

- *The Enterprise Law dated June 17, 2020.*
- *The Charter of FECON Mining Joint Stock Company.*
- *The consolidated financial report for the fiscal year ending December 31, 2024.*

In carrying out the functions and duties of the Independent Board Member in the fiscal year 2024, executing responsibilities and powers according to the company's charter, the Independent Board Member of FECON Mining Joint Stock Company reports the results of activities in 2024 as follows:

## **I. SUMMARY OF THE ACTIVITIES OF THE INDEPENDENT BOARD MEMBER IN 2024**

### **1. Structure, number, and activities of the Independent Board Member in 2024:**

On April 26, 2024, the Annual General Meeting of Shareholders elected the Board of Directors for the term 2024-2029 with a total of 05 members, including 01 independent board member, ensuring the structural ratio as regulated.

In 2024, the independent board member fulfilled responsibilities, attended board meetings, and provided objective contributions to the company's development strategy and operations, as well as actively discussing business targets and development orientations in each field.

The independent board member, together with the Board of Directors, reviewed and approved resolutions and meeting minutes to promptly address difficulties and obstacles arising in business operations, positively contributing to the construction and supervision of the implementation of the company's overall strategy.

### **2. Evaluation of the independent member of the Board of Directors regarding the activities of the Board of Directors**

- Based on the general regulations on the activities of the Board of Directors and the Company's Charter, in 2024, the Board of Directors has timely directed as well as closely monitored and consulted the Executive Board's activities to ensure the implementation of the set goals.
- The meetings of the Board of Directors were convened and conducted in accordance with the principles. The content of the meetings was discussed, debated, and thoroughly and carefully evaluated by the Board members. All Board members demonstrated a sense of responsibility and high professionalism, thus the responsibilities assigned for protecting the company's interests were very clear, and the roles of each member were carried out cautiously.
- Strategic planning continued to be strengthened, allowing for the timely deployment of strategic goals and action plans that flexibly adapted to changes in external factors affecting the Company.
- Regarding the control of the Executive Board's activities: Members carefully reviewed the plans and results of the Executive Board's activities in governance aimed at the set goals and actively monitored the reporting of operational results.
- Regarding risk control: Members assisted in ensuring that the published financial information is transparent, and that business plans and project investment plans are carefully analyzed for effectiveness before implementation.
- Inheriting and promoting existing experiences, the Company's Board of Directors always seeks to explore and research new development directions for the Company that align with new development trends, adapting flexibly in the context of numerous changes in the



economic and political landscape. Governance is always transparent, with timely information disclosure to shareholders, ensuring the rights and interests of shareholders and stakeholders.

### **3. Assessment of the overall production and business activities of the company in 2024:**

In 2024, the global political situation is complex and volatile, with the Russia-Ukraine war continuing to unfold unpredictably, and the Middle East situation becoming increasingly tense with the risk of conflict spreading. This has affected the recovery and economic development following the Covid pandemic.

The revenue and profit results for 2024 are as follows:

- Consolidated revenue for 2024 reached 469 billion VND, achieving 117% of the 2024 plan and 102% compared to the actual performance in 2023.
- Consolidated profit for 2024 reached 1.01 billion VND, achieving 6.7% of the 2024 plan and 6.4% compared to the actual performance in 2023.

## **II. PLAN OF ACTION FOR INDEPENDENT BOARD MEMBERS IN 2025**

1. Control the activities of the Executive Board according to the Resolutions of the General Meeting of Shareholders and the Resolutions of the Company's Board of Directors.
2. Together with the Company's Board of Directors, actively contribute to the construction and supervision of the implementation of the Company's overall strategy.
3. Participate fully in quarterly regular meetings, emergency meetings, provide written opinions when requested, and fulfill the directive and supervisory functions as stipulated.
4. Coordinate with the Board of Directors to review and approve resolutions and meeting minutes to promptly address difficulties and obstacles arising in business operations.

The above is the report on the activities of the independent member of the Board of Directors and the operational plan for 2025. We respectfully submit it to the General Meeting of Shareholders for consideration and feedback so that we can effectively fulfill our role in supervising and directing the company's activities.

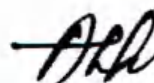
We wish all shareholders good health, happiness, and success.

*Wishing the General Meeting great success!*

*Thank you very much.*

*Date: April, 2025.*

**INDEPENDENT MEMBER OF THE  
BOARD OF DIRECTORS**



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**Hoang Kim Anh**

**FECON**

FECON MINING

*Listen to the Earth, conquer the height*



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## **REPORT**

### **SUMMARY OF THE ACTIVITIES OF THE SUPERVISORY BOARD IN 2024 AND THE ACTION PLAN FOR 2025**

**Presented to the Annual General Meeting of Shareholders in 2025**

**Ha Nam, Month 4, Year 2025**



Based on:

- *The Enterprise Law 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.*
- *The Charter of FECON Mining Joint Stock Company related to the functions, duties, and powers of the Supervisory Board.*
- *The activity report of the Board of Directors and the Executive Board in the 2024 fiscal year.*

*In performing the functions and duties of the Supervisory Board in the 2024 fiscal year, and executing the responsibilities and powers according to the company's charter, the Supervisory Board of FECON Mining Joint Stock Company reports the results of its activities in 2024 as follows:*

## **I. SUMMARY OF THE ACTIVITIES OF THE SUPERVISORY BOARD IN 2024**

### **1. Organizational structure of the Supervisory Board:**

The company's Supervisory Board consists of 3 members:

<i>No.</i>	<i>FULL NAME</i>	<i>POSITION</i>
1	Le Thi Anh	Head of the Board
2	Ha Thi My Quyen	Member
3	Nguyen Hoang Tam Quyen	Member

### **2. Activities of the Supervisory Board in 2024:**

- Monitoring the Board of Directors and the Executive Board in managing and implementing production and business targets, and profits for 2024 according to the resolutions of the General Meeting of Shareholders;
- Organizing regular meetings of the Supervisory Board;
- Appointing representatives to fully participate in the meetings of the Board of Directors;
- Contributing opinions in the development of regulations...
- Proposing and selecting an independent auditing firm to conduct the audit of the company's financial statements;
- Discuss the nature and scope with Ernst & Young Vietnam Limited (the selected unit to conduct the audit of the financial statements) before and during the audit process of the 2024 financial statements; consider any opinions that may affect the quality of the Company's financial statements;
- Verify the reasonableness, validity, and prudence in organizing accounting, statistics, and preparing the quarterly financial statements and the annual financial statements audited by Ernst & Young Vietnam Limited.

### **3. Evaluate the management operations of the Board of Directors and the Executive Board:**

#### **a. Results of supervision over the activities of the Board of Directors:**

- The Company's Board of Directors has performed its functions and duties correctly, in compliance with the Charter and resolutions of the General Meeting of Shareholders; the resolutions of the Board of Directors are closely aligned with the actual operational situation of the Company;
- Organize regular and extraordinary meetings to pass resolutions, decisions, and resolve issues within the authority as stipulated by the Company Charter and the annual General Meeting of Shareholders 2024;
- Direct and supervise the Executive Board to implement the resolutions of the Board of Directors/General Meeting of Shareholders;
- The Supervisory Board assesses the activities of the Board of Directors in 2024 in accordance with legal regulations and the Company Charter, timely responding to the actual business operation requirements of the company. The resolutions and decisions of the Board of Directors are issued in the correct order, within the authority, and in accordance with legal bases as stipulated;
- In 2024, the Supervisory Board did not receive any recommendations from shareholders regarding the violations of the Company's Board of Directors in the performance of their duties. The decisions of the Board of Directors in 2024 closely aligned with the strategic development goals set by the general meeting of shareholders.

**b. Results of monitoring the activities of the Management Board:**

- In 2024, FCM achieved 469 billion VND in revenue, exceeding the target of 400 billion VND by 17%. However, due to a loss of 17,769,719,654 VND from divesting from FCNS, the profit for 2024 did not meet expectations.
- Testing and introducing cost-effective materials into production while ensuring quality to enhance competitiveness and efficiency.
- Fully fulfilling obligations to the state in accordance with legal regulations.
- Caring for and improving the living conditions of employees both materially and spiritually;
- Maintaining and stabilizing the workforce to ensure continuous production.
- In 2024, the Supervisory Board did not receive any recommendations from shareholders regarding the violations of the Company's Management Board in the performance of their duties.

**4. Assessment of the consolidated business operation situation of the company in 2024:**

Based on the re-evaluation of the 2024 financial statements prepared by the Company and audited by Ernst & Young Vietnam LLC, the Supervisory Board assesses as follows:



- Agreeing with the 2024 financial statements of the Company audited by Ernst & Young Vietnam LLC; and
- The financial statements have accurately and reasonably reflected the significant aspects of the financial situation and the business performance during the fiscal year, in accordance with the accounting regime, Vietnamese accounting standards, and related legal regulations.

Some key business and consolidated financial indicators of the Company for 2024 are as follows:

**a. Income statement:**

Indicator	2023	2024	2024 ratio compared to 2023
1. Revenue from sales and service provision	463,642,989,019	469,074,237,334	101%
2. Revenue deductions	4,671,412,500		
3. Net revenue from sales and service provision	458,971,576,519	469,074,237,334	102%
4. Cost of goods sold	403,697,919,841	420,429,399,543	104%
5. Gross profit from sales and service provision	55,273,656,678	48,644,837,791	88%
6. Revenue from financial activities	3,529,474,348	1,585,323,760	45%
7. Financial expenses	11,722,854,411	21,338,479,039	182%
- Including: Interest expenses	9,783,093,083	2,509,396,125	26%
9. Selling expenses	919,041,396	664,649,479	72%
10. Business management expenses	26,021,905,668	23,698,387,907	91%
11. Net profit from business operations	20,139,329,551	4,528,645,126	22%
12. Other income	305,675,972	208,622,939	68%
13. Other expenses	77,170,249	1,981,625,365	2568%
14. Other profit	228,505,723	(1,773,002,426)	-776%
15. Total accounting profit before tax	20,367,835,274	2,755,642,700	14%
16. Current corporate income tax expenses	4,715,378,673	1,750,389,398	37%
18. Profit after corporate income tax	15,652,456,601	1,005,253,302	6%
Gross profit margin	87.96%	89.63%	
Financial expense ratio / Revenue	2.55%	4.55%	
Business management expense ratio / Revenue	5.87%	5.19%	
Net profit ratio / Revenue	3.41%	0.21%	

**b. Regarding the structure of Assets and Liabilities as of December 31, 2024:**

Indicator	2023	2024	2024 ratio compared to 2023
<b>CURRENT ASSETS</b>	<b>682,187,734,636</b>	<b>557,644,884,476.000</b>	<b>82%</b>
1. Cash and cash equivalents	60,276,416,254	31,633,185,640	52%
2. Short-term financial investments	26,597,100,000	6,597,100,000	25%
3. Short-term receivables	502,872,417,675	425,165,874,125	85%
4. Inventories	88,528,875,427	88,488,498,446	100%
5. Other current assets	3,912,925,280	5,760,226,265	147%
<b>II - LONG-TERM ASSETS</b>	<b>125,373,500,857</b>	<b>74,094,801,677</b>	<b>59%</b>
1. Long-term receivables	2,557,051,951	2,518,051,950	98%
2. Fixed assets	75,184,705,333	23,198,641,742	31%
3. Investment properties	864,700,000	864,700,000	100%
4. Long-term unfinished assets	31,849,164,488	32,596,776,443	102%
5. Long-term financial investments	13,951,800,000	13,951,800,000	100%
6. Other long-term assets	966,079,085	964,831,542	100%
<b>TOTAL ASSETS</b>	<b>807,561,235,493</b>	<b>631,739,686,153</b>	<b>78%</b>
<b>I - LIABILITIES</b>	<b>222,949,267,353</b>	<b>96,703,717,478</b>	<b>43%</b>
1. Short-term liabilities	222,663,267,353	96,416,717,478	43%
2. Long-term liabilities	286,000,000	287,000,000	100%
<b>II - EQUITY</b>	<b>536,302,412,487</b>	<b>535,016,960,194</b>	<b>100%</b>
I. Owner's equity	498,020,264,309	494,386,943,526	99%
2. Funding sources and other funds	38,282,148,178	40,630,016,668	106%
<b>III - MINORITY SHAREHOLDERS' INTEREST</b>	<b>48,309,555,653</b>	<b>19,008,481</b>	<b>0%</b>
<b>TOTAL SOURCES OF CAPITAL</b>	<b>807,561,235,493</b>	<b>631,739,686,153</b>	<b>78%</b>



## **5. Assessment of the coordination between the Supervisory Board, the Board of Directors, the Management Board, and the management staff.**

- In 2024, the Supervisory Board received active cooperation and collaboration from the Board of Directors, the Management Board, and the Company's management staff.
- Convened meetings of the Board of Directors, meetings of the General Shareholders' Meeting, and provided necessary reports and documents for the inspection and supervision work.
- The Management Board has assigned responsible staff to work promptly with the Supervisory Board when requested, with a serious working attitude and compliance in cooperation.
- The Supervisory Board assesses that the coordination of the Board of Directors and the Executive Management Board has met the interests of the shareholders.

***Recommendations for 2025: The Board of Directors and the Management Board need to:***

- Strengthen cost control, improve production technology, and seek alternative materials to reduce costs and production expenses, optimizing efficiency.
- Enhance the ability to forecast and reserve materials to ensure continuity in production.
- Maintain regular maintenance work to ensure business operations.
- Control product quality to ensure effectiveness and reputation with customers.

## **II. SUPERVISORY BOARD'S OPERATION PLAN FOR 2025**

To fulfill the supervisory duties according to the Enterprise Law and the Company's Charter, the Supervisory Board presents the work plan for 2025 as follows:

- Continue the task of inspecting and supervising the operational and management activities of the Board of Directors and the Executive Board; Attend all meetings of the Board of Directors, participate in providing feedback to the Board of Directors, and propose recommendations to the Executive Board to promote and timely implement specific tasks within the scope of the Supervisory Board's functions and duties.
- Review the Company's plans and reports on: financial status, production and business activities, project implementation, organizational management work...
- Review and provide opinions on the annual financial report and the periodic financial reports of the Company;
- Conduct regular and unexpected inspections of issues related to organizational work, implementing the resolutions and decisions of the General Meeting of Shareholders, the Board of Directors, and the Executive Board.



- Maintain close coordination between the Supervisory Board, the Board of Directors, the Executive Board, and the departments/units within the Company.

The above is the activity report of the Supervisory Board for 2024 and the operational plan for 2025. We respectfully submit it to the General Meeting of Shareholders for consideration and feedback so that the Supervisory Board can effectively fulfill its role in monitoring the Company's activities.

Finally, the Supervisory Board sends its best wishes for health and success to the esteemed shareholders.

*Wishing the meeting great success!*

*Thank you very much.*

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



**LE THI ANH**



**FECON MINING  
JOINT STOCK COMPANY**

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No: 01/TTr-HĐQTFCM

**SOCIALIST REPUBLIC OF VIET NAM  
Independence – Freedom – Happiness**

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*Ha Nam, date 04, month 04, year 2025*

**PROPOSAL**

**Regarding: Approval of the audited financial statements for 2024**

- Pursuant to the Enterprise Law dated June 17, 2020 and guiding documents;
- Pursuant to the Securities Law No. 54/2019 QH14 dated November 26, 2019;
- Pursuant to the Charter of FECON Mining Joint Stock Company;
- Pursuant to the audited financial statements for 2024;
- Based on the requirements for management, operation, and business activities of the company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the financial statements for 2024 of FECON Mining Joint Stock Company, audited by Ernst & Young Viet Nam Limited.

The separate and consolidated financial statements for 2024 have been disclosed in accordance with regulations on the official website of the Ho Chi Minh City Stock Exchange and posted on the Company's website ([www.feconmining.com.vn](http://www.feconmining.com.vn)).

**The basic financial indicators for 2024 are as follows:**

No.	Indicator	Unit	Parent Company	Consolidated
1	Total assets	Million	648.260	631.739
2	Equity	Million	535.080	535.035
3	Total revenue	Million	424.237	469.074
4	Profit after tax	Million	222	1.005
5	Earnings per share	VND		31

The Board of Directors respectfully submits and requests the General Meeting of Shareholders for approval.

**Recipients:**

- General Meeting of Shareholders;
- Members of the Board of Directors;
- Members of the Supervisory Board;
- Office Archive.

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



**Phan Khắc Long**



**FECON MINING  
JOINT STOCK COMPANY**

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No: 02/TTr-HĐQTFCM

**SOCIALIST REPUBLIC OF VIET NAM  
Independence – Freedom – Happiness**

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*Ha Nam, date 04 month 04 year 2025*

**PROPOSAL**

**Business production plan for the year 2025**

- Pursuant to the Enterprise Law dated June 17, 2020 and guiding documents;  
- Pursuant to the Securities Law No. 54/2019 QH14 dated November 26, 2019;  
- Pursuant to the Charter of FECON Mining Joint Stock Company;  
- Pursuant to the audited financial statements for 2024;  
- Based on the requirements for management, operation, and business activities of the company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the consolidated business activity plan for 2025 as follows:

No.	Indicator	Unit	Execution in 2024	Plan for 2025
1	Charter capital	Billion	462,26	462,26
2	Consolidated revenue	Billion	469,07	420
3	Profit after tax	Billion	1,005	16,8

The Board of Directors respectfully submits and requests the General Meeting of Shareholders for approval.

**Recipients:**

- General Meeting of Shareholders;
- Members of the Board of Directors;
- Members of the Supervisory Board;
- Office Archive.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**Phan Khắc Long**

## **PROPOSAL**

### **Profit distribution plan for 2024 and profit distribution plan for 2025**

- Pursuant to the Enterprise Law dated June 17, 2020 and guiding documents;
- Pursuant to the Securities Law No. 54/2019 QH14 dated November 26, 2019;
- Pursuant to the Charter of FECON Mining Joint Stock Company;
- Pursuant to the audited financial statements for 2024;
- Based on the requirements for management, operation, and business activities of the company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the following contents:

#### **1. Profit distribution plan for 2024:**

<b>Indicator</b>	<b>Rate (%)</b>	<b>Value (VND)</b>
Accumulated undistributed profit after tax from the previous year		32.454.802.394
Consolidated profit after tax for 2024		1.005.253.302
Distribution of funds from consolidated profit after tax for 2024	25%	251.313.325
<i>Reward and welfare fund</i>	10%	100.525.330
<i>Development investment fund</i>	15%	150.787.995
Bonus for the Board of Directors, Supervisory Board, Secretary of the Board of Directors for 2024		Not implemented
Bonus for the Executive Board for 2024		Not implemented
Dividend distribution for 2024	2.5% (Charter Capital)	Not distributed

#### **2. Profit distribution plan for 2025**

<b>Indicator</b>	<b>Plan</b>	<b>Note</b>
Allocation for reward and welfare fund	10% of consolidated profit after tax	





Allocation for development investment fund	15% of consolidated profit after tax	
Bonus for the Board of Directors, Supervisory Board, Secretary of the Board of Directors	01% of consolidated profit after tax	In case of achieving 80% to 100% of the plan for consolidated profit after tax
	02% of consolidated profit after tax plus the corresponding excess rate	In case of achieving over 100% of the plan for consolidated profit after tax
Bonus for the Executive Board for 2025	01% of consolidated profit after tax	In case of achieving 80% to 100% of the plan for consolidated profit after tax
	02% Consolidated after-tax profit plus the corresponding plan exceeding ratio	In case of achieving over 100% of the plan for after-tax profit
Dividend payout (in cash)	2.5% (Charter capital)	

The Board of Directors respectfully presents to the Annual General Meeting of Shareholders 2025 the profit distribution plan for 2024; the profit distribution plan for 2025, and authorizes the Company Director to implement the payments according to the actual situation.

The Board of Directors respectfully presents and requests the General Meeting of Shareholders to approve.

**Recipients:**

- General Meeting of Shareholders;
- Members of the Board of Directors;
- Members of the Supervisory Board;
- Office Archive.

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



**Phan Khắc Long**

**PROPOSAL**

**Regarding: Settlement of remuneration for the Board of Directors and Supervisory Board for 2024; projected remuneration distribution for the Board of Directors and Supervisory Board for 2025**

- Pursuant to the Enterprise Law dated June 17, 2020 and guiding documents;
- Pursuant to the Securities Law No. 54/2019 QH14 dated November 26, 2019;
- Pursuant to the Charter of FECON Mining Joint Stock Company;
- Pursuant to the audited financial statements for 2024;
- Based on the requirements for management, operation, and business activities of the company.

**The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the following contents:**

**1. Finalization of remuneration for the Board of Directors and the Supervisory Board for the year 2024:**

At Resolution No. 0426/2024/NQ – ĐHĐCĐ dated April 26, 2024, the Annual General Meeting of Shareholders for 2024 approved the remuneration plan for the Board of Directors, the Supervisory Board, and the Secretary of the Board of Directors for the year 2024 as follows:

No.	Position	2024 Remuneration (VND)
1	Chairman of the Board of Directors	150.000.000
2	Member of the Board of Directors	384.000.000
3	Head of the Supervisory Board	96.000.000
4	Member of the Supervisory Board	120.000.000
5	Secretary of the Board of Directors	60.000.000
<b>Total</b>		<b>810.000.000</b>

The Board of Directors respectfully submits the finalized remuneration for the year 2024 for the Board of Directors, Supervisory Board, and Secretary of the Board of Directors is: 810,000,000 VND (Eight hundred ten million VietNam dong).



**2. Remuneration distribution plan for the Board of Directors and the Supervisory Board for the year 2025**

No.	Position	Number of people	Monthly remuneration (VND)	Number of months receiving remuneration	2025 Remuneration (VND)
1	Chairman of the Board of Directors	1	12.500.000	12	150.000.000
2	Member of the Board of Directors	4	8.000.000	12	384.000.000
3	Head of the Supervisory Board	1	8.000.000	12	96.000.000
4	Member of the Supervisory Board	2	5.000.000	12	120.000.000
5	Secretary of the Board of Directors	1	5.000.000	12	60.000.000
<b>Total</b>					<b>810.000.000</b>

Remuneration payment period: Monthly payments into the personal accounts of each individual listed in the approved list.

The Board of Directors respectfully submits and requests the General Meeting of Shareholders for approval.

**Recipients:**

- General Meeting of Shareholders;
- Members of the Board of Directors;
- Members of the Supervisory Board;
- Office Archive.

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



**Phan Khắc Long**

**FECON MINING  
JOINT STOCK COMPANY**

-----\*\*\*-----

No: 05/TTr-HĐQTFCM

**SOCIALIST REPUBLIC OF VIET NAM**

**Independence – Freedom – Happiness**

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*Ha Nam, date 04, month 04, year 2025*

**PROPOSAL**

**List of selected auditing firms for the financial statements of 2025**

- Pursuant to the Enterprise Law dated June 17, 2020 and guiding documents;  
- Pursuant to the Securities Law No. 54/2019 QH14 dated November 26, 2019;  
- Pursuant to the Charter of FECON Mining Joint Stock Company;  
- Based on the requirements for management, operation, and business activities of the company.

The Board of Directors submits for the approval of the General Meeting of Shareholders the list of 04 independent auditing companies for the Board of Directors to choose an auditing firm for the Company in 2025 as follows:

1. Ernst & Young Viet Nam Limited;
2. CPA VIETNAM Auditing Company Limited;
3. AASC Auditing Firm Company Limited;
4. Viet Nam Auditing and Valuation Company Limited.

In case of disagreement with the above auditing companies regarding the timeline and audit fees, the General Meeting of Shareholders authorizes the Board of Directors to select from the remaining companies on the list of independent auditing firms approved by the State Securities Commission to conduct the audit of the financial statements for 2025 and review the quarterly financial statements and the semi-annual financial statements of 2025 (if necessary as required by the state management agency).

The Board of Directors respectfully presents and requests the General Meeting of Shareholders to approve

**Recipients:**

- General Meeting of Shareholders;
- Members of the Board of Directors;
- Members of the Supervisory Board;
- Office Archive.

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



**Phan Khắc Long**



**FECON MINING  
JOINT STOCK COMPANY**

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No: 06/TTr-HĐQTFCM

**SOCIALIST REPUBLIC OF VIET NAM  
Independence – Freedom – Happiness**

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Ha Nam, date 04, month 04, year 2025

**PROPOSAL**

**Regarding: Changing the company's name and amend the company charter**

- Pursuant to the Enterprise Law dated June 17, 2020 and guiding documents;
- Pursuant to the Charter of FECON Mining Joint Stock Company;

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the change of the Company's name and amend of the company charter as follows:

**1. Change of company name:**

- Change the company name in Vietnamese: from “Công ty cổ phần khoáng sản FECON” to “Công ty cổ phần Bê tông Phan Vũ Hà Nam”

- Change the English name: from “FECON Mining Joint Stock Company” to “Phan Vu Ha Nam Concrete Joint Stock Company”

- Change the abbreviation: from “FECON Mining” to “Phan Vu Ha Nam”.

**2. Amendments to the company charter:**

**2.1. Content of amendments:**

No.	CONTENT OF CHANGE	CURRENT CHARTER	EXPECTED CHANGE	REASON
1	Clause 1, Article 2 of the company charter.	Article 2. Name, form, headquarters, branches, representative offices, business locations, and duration of operation of the Company. 1. Company name: - Vietnamese name: CÔNG TY CỔ PHẦN KHOÁNG SẢN FECON - English name: FECON Mining Joint Stock Company. - Abbreviation: FECON Mining	Article 2. Name, form, headquarters, branches, representative offices, business locations, and duration of operation of the Company. 1. Company name: - Vietnamese name: CÔNG TY CỔ PHẦN BÊ TÔNG PHAN VŨ HÀ NAM - English name: PHAN VU HA NAM Concrete Joint Stock Company. - Abbreviation: PHAN VU HA NAM	Amendment to align with the new company name
2	Clause 3, Article 2 of the	3. The registered office of the company is:	3. The registered office of the company is:	- Update the address change according to the



	company's charter.	- Address: Thi Son Industrial Cluster, Thi Son Commune, Kim Bang District, Ha Nam Province. - Phone: 0226. 3533038 - Fax: 0226. 3533897 - Email: info@feconmining.com.vn - Website: www.feconmining.com.vn	- Address: Thi Son Industrial Cluster, Thi Son Ward, Kim Bang Town, Ha Nam Province. - Phone: 0226. 3533038 - Fax: - Email: info@phanvuhanam.com.vn - Website: www.phanvuhanam.com.vn	decision of the competent state management authority regarding the arrangement of administrative units. - Change the email and website of the Company in accordance with the new name change of the Company
3	Cover and annex of the company's charter	FECON Mining Joint Stock Company	Phan Vu Ha Nam Concrete Joint Stock Company	- Change according to the new name of the Company

*(The full draft of the amended charter is attached to this proposal)*

2.2. The company's charter (after amendment) will take effect from the date the business registration authority issues the Business Registration Certificate (recording the company's name after the change).

### 3. Authorization for implementation:

- Authorize the Board of Directors and the company's Director to carry out the procedures for changing the contents of the business registration in accordance with the law;
- Authorize the legal representative of the Company to sign and issue the Company's Charter after it has been approved by the General Meeting of Shareholders;

Board of Directors respectfully presents!

#### Recipients:

- General Meeting of Shareholders;
- Members of the Board of Directors;
- Members of the Supervisory Board;
- Office Archive.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN



Phan Khắc Long



**PHAN VU HA NAM**  
**CONCRETE JOINT STOCK COMPANY**

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**DRAFT**

**CHARTER**  
**ORGANIZATION AND ACTIVITIES**

*Ha Nam, ... 2025*

## TABLE OF CONTENTS

<b>INTRODUCTION .....</b>	<b>1</b>
<b>I. DEFINITIONS AND TERMINOLOGY IN THE CHARTER .....</b>	<b>1</b>
Article 1. Interpretation of Terms .....	1
<b>II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATIONAL DURATION, AND LEGAL REPRESENTATIVE OF THE COMPANY.....</b>	<b>1</b>
Article 2. Name, form, headquarters, branches, representative offices, business locations, and operational duration of the Company.....	1
Article 3. Legal representative of the Company. ....	2
<b>III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY .....</b>	<b>2</b>
Article 4. Objectives of the company's operations .....	2
Article 5. Scope of Business and Activities.....	3
<b>IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS.....</b>	<b>3</b>
Article 6. Charter Capital, Shares, Founding Shareholders .....	3
Article 7. Share Certification .....	3
Article 8. Other securities certificates.....	4
Article 9. Share offering .....	4
Article 10. Transfer of Shares.....	4
Article 11. Withdrawal of Shares.....	4
<b>V. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL .....</b>	<b>5</b>
Article 12. Organizational structure, management, and control .....	5
<b>VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS .....</b>	<b>5</b>
Article 13. Rights of shareholders .....	5
Article 14. Obligations of Shareholders.....	6
Article 15. General Meeting of Shareholders .....	6
Article 16. Rights and Obligations of the General Meeting of Shareholders .....	7
Article 17. Authorization to attend the General Meeting of Shareholders.....	9
Article 18. Change of Rights .....	9
Article 19. Convening meetings, meeting agenda, and notice of the General Meeting of Shareholders.....	10
Article 20. Conditions for holding the General Meeting of Shareholders .....	11
Article 21. Procedures for conducting the meeting and voting at the General Meeting of Shareholders.....	11
Article 22. Conditions for the Resolutions of the General Meeting of Shareholders to be Passed .....	12
Article 23. Authority and procedures for obtaining written opinions from shareholders to pass resolutions of the General Meeting of Shareholders.....	13
Article 24. Resolutions, Minutes of the General Shareholders' Meeting.....	14
Article 25. Request for annulment of the resolution of the General Meeting of Shareholders....	14
<b>VII. BOARD OF DIRECTORS.....</b>	<b>15</b>
Article 26. Nomination and election of members of the Board of Directors .....	15
Article 27. Composition and term of members of the Board of Directors.....	15
Article 28. Rights and obligations of the Board of Directors. ....	16
Article 29. Remuneration, bonuses, and other benefits of members of the Board of Directors ..	17
Article 30. Chairman of the Board of Directors.....	17
Article 31. Meetings of the Board of Directors .....	18
Article 32. Subcommittees of the Board of Directors.....	19
Article 33. Person in Charge of Company Governance.....	19
<b>VIII. DIRECTOR AND OTHER EXECUTIVES .....</b>	<b>19</b>
Article 34. Organization of the management apparatus.....	19



Article 35. Executives of the Company .....	20
Article 36. Appointment, dismissal, duties, and powers of the Director .....	20
<b>IX. SUPERVISORY BOARD .....</b>	<b>20</b>
Article 37. Nominating members of the Supervisory Board.....	20
Article 38. Composition of the Supervisory Board.....	21
Article 39. Head of the Supervisory Board.....	21
Article 40. Rights and obligations of the Supervisory Board .....	21
Article 41. Meeting of the Supervisory Board.....	22
Article 42. Salary, remuneration, bonuses, and other benefits of supervisory board members ...	22
<b>X. RESPONSIBILITIES OF THE BOARD MEMBERS, SUPERVISORY BOARD MEMBERS, DIRECTORS, AND OTHER EXECUTIVES .....</b>	<b>22</b>
Article 43. Duty of honesty and avoidance of conflicts of interest.....	22
Article 44. Responsibility for damages and compensation.....	23
<b>XI. RIGHT TO ACCESS COMPANY BOOKS AND RECORDS .....</b>	<b>23</b>
Article 45. Right to access books and records .....	23
<b>XII. EMPLOYEES AND TRADE UNION .....</b>	<b>24</b>
Article 46. Employees and Trade Union.....	24
<b>XIII. PROFIT DISTRIBUTION.....</b>	<b>24</b>
Article 47. Profit Distribution .....	24
<b>XIV. BANK ACCOUNT, FINANCIAL YEAR AND ACCOUNTING REGIME.....</b>	<b>24</b>
Article 48. Bank Account .....	24
Article 49. Financial Year.....	24
Article 50. Accounting Regime .....	25
<b>XV. FINANCIAL REPORTING, ANNUAL REPORTS, AND RESPONSIBILITY FOR DISCLOSURE OF INFORMATION .....</b>	<b>25</b>
Article 51. Annual, semi-annual, and quarterly financial reports .....	25
Article 52. Annual report .....	25
<b>XVI. COMPANY AUDIT.....</b>	<b>25</b>
Article 53. Audit .....	25
<b>XVII. COMPANY SEAL .....</b>	<b>25</b>
Article 54. Company Seal .....	25
<b>XVIII. COMPANY DISSOLUTION.....</b>	<b>25</b>
Article 55. Dissolution of the Company .....	25
Article 56. Extension of Operations.....	26
Article 57. Liquidation.....	26
<b>XIX. INTERNAL DISPUTE RESOLUTION .....</b>	<b>26</b>
Article 58. Internal dispute resolution .....	26
<b>XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER.....</b>	<b>27</b>
Article 59. Company Charter.....	27
<b>XXI. EFFECTIVE DATE .....</b>	<b>27</b>
Article 60. Effective Date .....	27
<b>APPENDIX I .....</b>	<b>28</b>
<b>INDUSTRIES AND BUSINESS ACTIVITIES OF THE COMPANY .....</b>	<b>28</b>
<b>APPENDIX II.....</b>	<b>30</b>
<b>DETAILS OF THE COMPANY'S CHARTER CAPITAL SINCE ESTABLISHMENT .....</b>	<b>30</b>



## INTRODUCTION

This charter is approved according to the resolution of the Annual General Meeting of Shareholders 2025 No. ....../2025/NQ-ĐHĐCĐ dated ..... May 2025.

### I. DEFINITIONS AND TERMINOLOGY IN THE CHARTER

#### Article 1. Interpretation of Terms

1. In this charter, the following terms are understood as follows:
  - a. "Charter capital" is the total value of the par value of shares sold or registered for purchase at the establishment of the enterprise and is specified in Article 6 of this charter;
  - b. "Voting capital" is the share capital, according to which the owner has the right to vote on issues within the decision-making authority of the General Meeting of Shareholders;
  - c. "Enterprise Law" means the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - d. "Securities Law" means the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - đ. "Vietnam" refers to the Socialist Republic of Vietnam;
  - e. "Date of establishment" is the date the Company is granted the Business Registration Certificate (Business Registration Certificate and equivalent documents) for the first time;
  - g. "Business executive" refers to the Director, Deputy Director, Chief Accountant, and other executives as stipulated in the Company's Charter;
  - h. "Related person" refers to individuals and organizations as defined in Clause 46, Article 4 of the Securities Law;
  - i. "Family members" include: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, son-in-law, daughter-in-law, biological child, adopted child, brother, sister, younger brother, younger sister, brother-in-law, sister-in-law, wife's biological brother, husband's biological brother, wife's biological sister, husband's biological sister, wife's younger brother, husband's younger brother;
  - k. "Shareholder" refers to an individual or organization that owns at least one share of the joint stock company;
  - l. "Founding shareholder" refers to a shareholder who owns at least one common share and signs the founding shareholder list of the joint stock company;
  - m. "Major shareholder" refers to a shareholder as defined in Clause 18, Article 4 of the Securities Law;
  - n. "Operational duration" is the duration of the Company's activities as specified in Article 2 of these bylaws and the extension period (if any) approved by the Company's General Meeting of Shareholders;
  - o. "Stock Exchange" refers to the Vietnam Stock Exchange and its subsidiaries.
2. In these bylaws, references to one or more provisions or other documents include any amendments, supplements, or replacement documents.
3. The headings (sections, articles of these bylaws) are used for convenience in understanding the content and do not affect the content of these bylaws.

### II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATIONAL DURATION, AND LEGAL REPRESENTATIVE OF THE COMPANY.

#### Article 2. Name, form, headquarters, branches, representative offices, business locations, and operational duration of the Company.

1. Company name:
  - Vietnamese name: **CÔNG TY CỔ PHẦN BÊ TÔNG PHAN VŨ HÀ NAM**
  - English name: **PHAN VU HA NAM CONCRETE JOINT STOCK COMPANY**
  - Abbreviated name: **PHAN VU HA NAM**
2. The Company is a joint-stock company with legal entity status in accordance with the current laws of Vietnam.
3. The registered headquarters of the Company is:



- Address: Thi Son Industrial Cluster, Thi Son Ward, Kim Bang Town, Ha Nam Province.
- Phone: 0226. 3533038      - Fax:
- Email: info@phanvuhanam.com.vn
- Website: www.phanvuhanam.com.vn

4. The Company may establish branches and representative offices in its business areas to achieve the Company's operational objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.

5. Unless the operation is terminated early according to Clause 2 of Article 55 or extended according to Article 56 of this Charter, the duration of the Company's operation begins from the date of establishment and is indefinite.

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

In the case where the company has only one legal representative, it is the Chairman of the Board of Directors or the Director of the company.

In the case where the company has two legal representatives, the Chairman of the Board of Directors and the Director are automatically the legal representatives of the company.

The rights and obligations of the legal representative are exercised in accordance with the provisions of the Enterprise Law and this Charter.

## **III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY**

### **Article 4. Objectives of the company's operations**

1. The business sectors of the Company are:

- Production of concrete and concrete products, cement, and gypsum;
- Freight transport by road;
- Passenger transport by road in urban and suburban areas (excluding bus transport);
- Other passenger transport by road;
- Real estate business, land use rights owned, used, or leased;
- Renting motor vehicles.
- Iron ore mining
- Mining of other metal ores not containing iron
- Mining of precious and rare metals
- Mining of stones, sand, gravel, and clay
- Construction: foundation and underground works for high-rise buildings, industrial works, transportation works, irrigation works, technical infrastructure works of industrial zones and urban areas;
- High-tech pile testing;
- Geological survey for construction, topographical survey, hydrogeological survey for construction;
- Conducting large-scale experiments to serve design surveys, quality management, and monitoring in foundation construction and underground works (excluding design services)
- Manufacturing and trading various types of reinforced concrete components, steel, serving foundation construction and underground works;
- Manufacturing and trading construction materials;
- Applying and transferring new foundation construction and underground technology into practical construction in Vietnam;
- Trading: materials, equipment, and technology in the fields of construction and industry;
- Construction of works: civil, industrial, transportation, irrigation;
- Warehousing services;
- Real estate consulting and brokerage (excluding land price consulting activities);
- Hotel and office business (excluding karaoke rooms, dance clubs, bars)
- Design of civil and industrial structures;
- Import and export of goods that the company trades.



- Inland waterway freight transport
- Inland waterway passenger transport
- Warehousing and storage of goods
- Direct support services for waterway transport
- Loading and unloading goods
- Direct support services for road transport
- Other support services related to transport

2. The company's operational objectives are:

Mobilizing capital from shareholders, organizations both domestically and internationally, and effectively utilizing these capital sources for investment activities and business development, while simultaneously innovating production organization and management to achieve the goal of maximizing profits; creating jobs for workers; continuously enhancing shareholder benefits, contributing to the state budget, and developing the Company.

#### **Article 5. Scope of Business and Activities**

1. The Company is permitted to plan and conduct all business activities according to the Business Registration Certificate and this Charter in accordance with current legal regulations and to implement appropriate measures to achieve the Company's objectives.

2. The Company may conduct business activities in other fields that are not prohibited by law and approved by the General Meeting of Shareholders.

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

#### **Article 6. Charter Capital, Shares, Founding Shareholders**

1. The charter capital of the Company is 462.266.260.000 VND (Four hundred sixty-two billion, two hundred sixty-six million, two hundred sixty thousand VND).

The total charter capital of the Company is divided into 46.226.626 shares with a par value of 10.000 VND/share.

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with legal regulations.

3. The shares of the Company on the date of approval of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding shares are stipulated in Articles 13 and 14 of this Charter.

4. The company may issue other types of preferential shares after obtaining the approval of the General Meeting of Shareholders and in accordance with legal regulations.

5. The name, address, number of shares, and other detailed information about the founding shareholders as stipulated by the Enterprise Law are stated in the appendix attached to this charter.

Common shares must be preferentially offered to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares not subscribed for by shareholders will be decided by the Board of Directors of the Company. The Board of Directors may allocate those shares to shareholders and others under conditions not more favorable than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders.

6. The Company may purchase shares issued by the Company in manners stipulated in this charter and current laws.

7. The Company may issue other types of securities as regulated by law.

#### **Article 7. Share Certification**

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares owned.

2. Shares are a type of security that confirms the rights and legal interests of the holder over a portion of the equity capital of the issuing organization. Shares must contain all the contents as prescribed in Clause 1, Article 121 of the Enterprise Law.

3. Within one (01) month from the date of submission of the complete application for the transfer of ownership of shares as prescribed by the Company or within one (01) month from the date of full payment for the purchase of shares according to the Company's share issuance plan (or another timeframe



as stipulated in the issuance terms), the holder of the shares will be issued a share certificate. The shareholder is not required to pay the Company for the cost of printing the share certificate.

4. In the event that the share certificate is lost, damaged, or destroyed in any other form, the shareholder may request the Company to reissue the shares. The shareholder's request must include the following information:

- a. Information about the shares that have been lost, damaged, or destroyed in any other form;
- b. A commitment to take responsibility for any disputes arising from the reissuance of new shares.

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

Bond certificates or other securities certificates of the Company will be issued with the seal and signature of the legal representative of the Company, unless otherwise provided in the terms and conditions of issuance.

#### **Article 9. Share offering**

1. A share offering is the Company's increase in the number of shares, the type of shares that are entitled to be offered to increase the charter capital.

2. Share offerings may be conducted in the following forms:

- a. Offering shares to existing shareholders;
- b. Private placement of shares;
- c. Public offering of shares.

3. The company shall conduct the share offering in accordance with the provisions of the law and this charter. The company shall register the change in charter capital within 10 days from the date of completion of the share offering.

4. The share offering shall be conducted in accordance with Articles 124, 125, and 126 of the Enterprise Law.

#### **Article 10. Transfer of Shares**

1. All shares are freely transferable unless otherwise provided by this charter and the law; listed shares registered for trading on the Stock Exchange shall be transferred according to the provisions of the law on securities and the securities market.

2. Shares that have not been fully paid for may not be transferred and do not enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase charter capital from equity, the right to purchase newly offered shares, and other rights as provided by law.

#### **Article 11. Withdrawal of Shares**

1. In the event that a shareholder does not fully and timely pay the amount due for the purchase of shares, the Board of Directors shall notify and have the right to request that the shareholder pay the remaining amount along with interest on that amount and any costs incurred due to the failure to make full payment for the company.

2. The above payment notice must specify the new payment deadline (at least seven (07) days from the date of sending the notice), the payment location, and the notice must clearly state that in case of non-payment as required, the unpaid shares will be withdrawn.

3. The Board of Directors has the right to revoke shares that have not been fully and timely paid in the event that the requirements in the aforementioned notice are not fulfilled.

4. The revoked shares are considered shares that are entitled to be offered for sale according to the provisions of Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale and redistribution under the conditions and methods that the Board of Directors deems appropriate.

5. Shareholders holding revoked shares must relinquish their status as shareholders for those shares but are still responsible in accordance with the total par value of the shares they registered to purchase concerning the Company's financial obligations arising at the time of revocation according to the decision of the Board of Directors from the date of revocation until the date of payment execution. The Board of Directors has full authority to decide on the enforcement of payment for the entire value of the shares at the time of revocation.

6. The notice of revocation will be sent to the holders of the revoked shares prior to the time of revocation. The revocation remains effective even in the case of errors or negligence in sending the notice.



## **V. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL**

### **Article 12. Organizational structure, management, and control**

The organizational structure for management, governance, and control of the Company includes:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Supervisory Board;
4. The Director.

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

### **Article 13. Rights of shareholders**

1. Common shareholders have the following rights:
  - a. Attend and speak at the meetings of the General Assembly of Shareholders and exercise the right to vote directly or through an authorized representative or in other forms as provided by the Company's Charter and the law. Each common share has one vote;
  - b. Receive dividends at the rate determined by the General Assembly of Shareholders;
  - c. Have priority to purchase new shares corresponding to the ratio of common shares owned by each shareholder in the Company;
  - d. Freely transfer their shares to others, except in cases specified in Clause 3 of Article 120, Clause 1 of Article 127 of the Enterprise Law and other relevant legal provisions;
  - d. Review, search, and extract information about their name and contact address in the list of shareholders entitled to vote; request the correction of inaccurate information about themselves;
  - e. Review, search, extract, or photocopy the Company's Charter, minutes of the General Assembly of Shareholders, and resolutions of the General Assembly of Shareholders;
  - g. When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the ratio of shares owned in the Company;
  - h. Request the Company to repurchase shares in cases specified in Article 132 of the Enterprise Law;
  - i. Be treated equally. Each share of the same type grants shareholders equal rights, obligations, and benefits. In cases where the Company has different types of preferential shares, the rights and obligations associated with those preferential shares must be approved by the General Assembly of Shareholders and fully disclosed to shareholders;
  - k. To have access to complete periodic information and extraordinary information disclosed by the Company in accordance with legal regulations;
  - l. To have their legal rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Enterprise Law;
  - m. Other rights as prescribed by law and these Articles of Association. (Rights concerning other types of shares)
2. Shareholders or groups of shareholders holding 5% or more of the total common shares have the following rights:
  - a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law;
  - b. To review, search for, and extract the minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts, transactions that must go through the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company;
  - c. Request the Supervisory Board to examine each specific issue related to the management and operation of the Company when deemed necessary. The request must be made in writing; it must include the full name, permanent address, nationality, citizen identification card number, identity card, passport, or other legal personal identification of individual shareholders; the name, business registration number or decision number of establishment, and head office address for institutional shareholders; the number of shares and the time of share registration for each shareholder, the total



number of shares of the entire group of shareholders, and the ownership ratio in the total number of shares of the Company; the issue to be examined, and the purpose of the examination;

d. Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than three (03) working days before the opening date. The proposal must clearly state the shareholder's name, the quantity of each type of shares held by the shareholder, and the proposed issue to be included in the meeting agenda;

đ. Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate individuals to the Board of Directors and the Supervisory Board. The nomination of individuals to the Board of Directors and the Supervisory Board shall be carried out as follows:

a. Ordinary shareholders forming a group to nominate individuals to the Board of Directors and the Supervisory Board must notify the other shareholders about the group meeting before the opening of the General Meeting of Shareholders;

b. Depending on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders specified in this clause have the right to nominate one or more candidates for the Board of Directors and the Supervisory Board as decided by the General Meeting of Shareholders. If the number of candidates nominated by shareholders or groups of shareholders is less than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

#### **Article 14. Obligations of Shareholders**

Ordinary shareholders have the following obligations:

1. Pay in full and on time for the number of shares they have committed to purchase.

2. Not withdraw the contributed capital in the form of ordinary shares from the Company in any manner, except in the case of the Company or another party buying back the shares. In the event that a shareholder withdraws part or all of the contributed capital contrary to the provisions of this clause, that shareholder and related parties in the Company must jointly bear responsibility for the Company's debts and other property obligations to the extent of the value of the shares that have been withdrawn and any damages incurred.

3. Comply with the Company's Charter and internal management regulations of the Company.

4. Comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Keep confidential the information provided by the Company as stipulated in the Company's Charter and the law; only use the provided information to perform and protect their legitimate rights and interests; it is strictly prohibited to disseminate or copy and send the information provided by the Company to other organizations or individuals.

6. Participate in the General Meeting of Shareholders and exercise voting rights through the following methods:

a. Participate and vote directly at the meeting;

b. Authorize another individual or organization to participate and vote at the meeting;

c. Send voting ballots to the meeting via mail, fax, or email;

d. Send voting ballots to the meeting via mail, fax, or email; take responsibility for the legality and authenticity of the voting ballots sent;

7. Bear personal responsibility when acting on behalf of the Company in any form to carry out any of the following acts:

a. Violate the law;

b. Conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c. Pay debts that are not due in the face of financial risks to the Company

#### **Article 15. General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The annual General Meeting of Shareholders is



held once a year within four (04) months from the end of the financial year. The Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The meeting location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be located within the territory of Vietnam.

2. The Board of Directors organizes the convening of the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the law and the Company's Charter, particularly approving the annual financial statements and the budget for the next financial year. In the event that the audit report on the Company's annual financial statements contains significant exceptions, opposing audit opinions, or refusals, the Company must invite a representative from an approved audit organization to conduct the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and the representative from the aforementioned approved audit organization is responsible for attending the Company's Annual General Meeting of Shareholders.

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

- a. The Board of Directors deems it necessary for the benefit of the Company;
- b. The number of remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members as prescribed by law;
- c. At the request of a shareholder or a group of shareholders as specified in Clause 2, Article 115 of the Enterprise Law; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request may be prepared in multiple copies and gather enough signatures of the relevant shareholders;
- d. At the request of the Supervisory Board;
- d. Other cases as prescribed by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders

a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of Board members, independent Board members remains as stipulated in point b of clause 3 of this Article or receives the request specified in points c and d of clause 3 of this Article;

b. In the event that the Board of Directors does not convene a General Meeting of Shareholders as prescribed in point a of clause 4 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in clause 3 of Article 140 of the Enterprise Law;

c. If the Supervisory Board does not convene the General Meeting of Shareholders as prescribed in point b of clause 4 of this Article, the shareholders or group of shareholders specified in point c of clause 3 of this Article have the right to request the Company's representative to convene the General Meeting of Shareholders as prescribed in the Enterprise Law .

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

d. The procedures for organizing the General Meeting of Shareholders are stipulated in clause 5 of Article 140 of the Enterprise Law..

**Article 16. Rights and Obligations of the General Meeting of Shareholders**

- 1. The General Meeting of Shareholders has the following rights and obligations:
  - a. Approve the development orientation of the Company;
  - b. Decide on the type of shares and the total number of each type of shares to be offered; decide on the annual dividend rate for each type of shares;



- c. Elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
- d. Decide to invest in or sell assets valued at 35% or more of the total asset value as recorded in the Company's most recent financial report;
- d. Decide to amend and supplement the Company's Charter;
- e. Approve the annual financial statements;
- g. Decide to repurchase more than 10% of the total shares sold of each type;
- h. Review and address violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
- i. Decide to reorganize or dissolve the Company;
- k. Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- l. Approve the internal governance regulations and the operational regulations of the Board of Directors and the Supervisory Board;
- m. Approve the list of approved auditing firms; decide on the approved auditing firm to conduct the Company's audit, dismiss the approved auditor when deemed necessary;
- 2. The General Meeting of Shareholders discusses and approves the following issues:
  - a. The annual business plan of the Company;
  - b. The audited annual financial statements;
  - c. Report of the Board of Directors on governance and the operational results of the Board of Directors and each member of the Board of Directors (in cases where the company operates under the model specified in point b, clause 1, Article 137 of the Enterprise Law, independent members of the Board of Directors are responsible for reporting at the annual general meeting of shareholders as stipulated in Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law);
  - d. Report of the Supervisory Board on the company's business results, the performance of the Board of Directors, and the Director;
  - d. Self-assessment report on the performance of the Supervisory Board and its members;
  - e. Dividend rate for each share of each type;
  - g. Number of members of the Board of Directors and the Supervisory Board;
  - h. Election, dismissal, or removal of members of the Board of Directors and members of the Supervisory Board;
  - i. Decision on the budget or total level of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - k. Approval of the list of approved audit firms; decision on the approved audit firm to conduct inspections of the company's activities when deemed necessary;
  - l. Supplementing and amending the company's charter;
  - m. Type of shares and number of newly issued shares for each type of share and the transfer of shares by founding members within the first 03 years from the date of establishment;
  - n. Division, separation, consolidation, merger, or conversion of the company;
  - o. Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
  - p. Decide on investment transactions or sell assets valued at 35% or more of the total asset value recorded in the Company's latest financial report;
  - q. Decide to repurchase over 10% of the total issued shares of each type;
  - r. The Company signs contracts or transactions with the entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total asset value of the Company recorded in the latest financial report;
  - s. Approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;
  - t. Approve internal regulations on corporate governance, regulations on the operation of the Board of Directors, regulations on the operation of the Supervisory Board;



u. Other issues as prescribed by law and this Charter.

3. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 17. Authorization to attend the General Meeting of Shareholders**

1. Shareholders, or authorized representatives of corporate shareholders, may directly attend the meeting or authorize one or more individuals or other organizations to attend the meeting or participate in the meeting through one of the forms specified in Clause 3, Article 144 of the Enterprise Law.

2. The authorization of individuals or organizations to represent shareholders at the General Meeting of Shareholders in accordance with the provisions of Clause 1 of this Article must be made in writing. The authorization document must be prepared in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the individual or organization authorized, the number of shares being authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party..

The authorized person attending the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting. In the case of further authorization, the attendee must also present the original authorization document of the shareholder, and the representative authorized by the shareholder is an organization (if it has not been registered with the Company beforehand).

3. The voting card of the authorized person attending the meeting within the scope of the authorization remains valid in the following cases:

a. The authorizing party has died, has had their civil capacity restricted, or has lost their civil capacity;

b. The authorizing party has revoked the authorization;

c. The authorizing party has revoked the authority of the person executing the authorization.

This provision does not apply in cases where the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 18. Change of Rights**

1. The change or cancellation of special rights attached to a type of preferred share takes effect when at least 65% of the common shares held by shareholders attending the meeting approve it. The resolution of the General Meeting of Shareholders regarding changes that negatively affect the rights and obligations of shareholders holding preferred shares can only be passed if at least 75% of the shareholders of that type of preferred shares present at the meeting approve it, or if at least 75% of the shareholders of that type of preferred shares approve it in the case of passing the resolution in the form of a written opinion.

2. The organization of a meeting of shareholders holding a type of preferred share to approve the aforementioned change in rights is only valid if at least two (02) shareholders (or their authorized representatives) are present and hold at least one-third (1/3) of the par value of the issued shares of that type. If the required number of representatives is not met, the meeting will be reorganized within thirty (30) days thereafter, and those holding shares of that type (regardless of the number of people and shares) present in person or through an authorized representative will be considered to meet the required number of representatives. At the meetings of shareholders holding the aforementioned preferred shares, those holding shares of that type present in person or through a representative may request a secret ballot. Each share of the same type has equal voting rights at the aforementioned meetings.

3. The procedure for conducting such separate meetings shall be carried out similarly to the provisions in Articles 20, 21, and 22 of these regulations.

4. Unless otherwise provided in the share issuance terms, the special rights attached to preferred shares regarding some or all matters related to the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same type.



## **Article 19. Convening meetings, meeting agenda, and notice of the General Meeting of Shareholders**

1. The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3 of Article 15 of these regulations.

2. The convener of the General Meeting of Shareholders must perform the following tasks:

a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than ten (10) days before the date of sending the notice of the General Meeting of Shareholders. The Company must announce information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the final registration date;

b. Prepare the agenda and content of the meeting;

c. Prepare documents for the meeting;

d. Draft the resolutions of the General Meeting of Shareholders according to the proposed content of the meeting;

d. Determine the time and location for holding the meeting;

e. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g. Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders must be sent to all shareholders by secure means, and simultaneously published on the Company's electronic information page, the State Securities Commission, and the stock exchange where the Company's shares are listed. The convener of the General Meeting of Shareholders must send the notice of the meeting to all shareholders in the list of shareholders entitled to attend at least twenty-one (21) days before the date of the General Meeting of Shareholders (calculated from the date the notice is sent or validly dispatched). The agenda of the General Meeting of Shareholders and related documents regarding the issues to be voted on at the meeting must be sent to shareholders and/or posted on the Company's electronic information page. In case the documents are not sent along with the notice of the General Meeting of Shareholders, the notice must specify the link to all meeting documents for shareholders to access, including:

a. The meeting agenda, documents used in the meeting;

b. The list and detailed information of candidates in case of electing members of the Board of Directors; Supervisors;

c. Voting ballots;

d. Draft Resolutions for each issue in the meeting agenda.

4. Shareholders or a group of shareholders as stipulated in Clause 2, Article 11 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. Proposals must include the full name of the shareholder, permanent address, nationality, ID card number, citizen identification, passport, or other legal personal identification for individual shareholders; the name, business registration number or establishment decision number, and head office address for organizational shareholders; the quantity and type of shares held by the shareholder, and the content of the proposal to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse the proposal specified in Clause 4 of this Article if it falls under one of the following cases:

a. The proposal is submitted not in accordance with the provisions of Clause 4 of this Article;

b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as stipulated in Clause 2, Article 11 of this Charter;

c. The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;

d. Other cases as prescribed by law and this Charter.



6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the draft agenda and content of the meeting, except in the case specified in Clause 5 of this Article; the proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

**Article 20. Conditions for holding the General Meeting of Shareholders**

1. The General Meeting of Shareholders is conducted when the number of shareholders attending represents over 50% of the total voting shares.

2. If the first meeting does not meet the conditions for conducting as prescribed in Clause 1 of this Article, a notice for the second meeting must be sent within thirty (30) days from the date of the intended first meeting. The second General Meeting of Shareholders can only be held if the number of shareholders attending represents 33% or more of the total voting shares.

3. If the second meeting does not meet the conditions for conducting as prescribed in Clause 2 of this Article, a notice for the third meeting must be sent within twenty (20) days from the date of the intended second meeting. The third General Meeting of Shareholders is held regardless of the total number of voting shares of the attending shareholders.

**Article 21. Procedures for conducting the meeting and voting at the General Meeting of Shareholders**

1. Before opening the meeting, the Company must carry out the registration procedures for shareholders and must continue the registration until all eligible shareholders present have registered according to the following order:

a. When registering shareholders, the Company issues a voting card to each shareholder or their authorized representative with voting rights, which includes the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of votes for that shareholder. The general meeting of shareholders discusses and votes on each issue in the agenda. Voting is conducted by agreeing, disagreeing, or abstaining. At the meeting, the number of cards in favor of the resolution is collected first, followed by the cards against the resolution, and finally, the total number of votes in favor or against is counted to make a decision. The results of the voting are announced by the Chairperson immediately before the meeting is adjourned. The meeting elects those responsible for counting votes or supervising the vote counting as proposed by the Chairperson. The number of members of the vote counting committee is decided by the general meeting of shareholders based on the proposal of the meeting's Chairperson;

b. Shareholders, or the authorized representatives of shareholder organizations or individuals who arrive after the meeting has commenced, have the right to register immediately and subsequently have the right to participate and vote at the meeting right after registration. The Chairperson is not responsible for pausing the meeting to allow late shareholders to register, and the validity of the contents that have been voted on previously remains unchanged.

2. The election of the Chairperson, Secretary, and vote counting committee is stipulated as follows:

a. The Chairman of the Board of Directors acts as the chairperson or authorizes another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors elect one of themselves to chair the meeting by majority rule. If no one can be elected as chairperson, the Head of the Inspection Committee of the General Meeting of Shareholders shall elect the chairperson of the meeting, and the person with the highest number of votes shall chair the meeting;

b. Except for the case specified in point a of this clause, the person who signs to convene the General Meeting of Shareholders shall conduct the meeting for the General Meeting of Shareholders to elect the chairperson of the meeting, and the person with the highest number of votes shall chair the meeting;

c. The chairperson appoints one or more people as secretaries of the meeting;

d. The General Meeting of Shareholders elects one or more people to the Ballot Supervisory Committee at the proposal of the chairperson of the meeting.



3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time for each issue in the meeting agenda.

4. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of the attendees.

a. Arrange seating at the venue of the General Meeting of Shareholders;

b. Ensure the safety of everyone present at the meeting venues;

c. Facilitate shareholders' participation (or continued participation) in the meeting. The convener of the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. The measures applied may include issuing entrance passes or using other selection methods.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by approving, disapproving, and abstaining. The results of the voting are announced by the chairman immediately before the meeting is adjourned.

6. Shareholders or authorized representatives attending the meeting after it has commenced may still register and have the right to vote immediately after registration; in this case, the validity of the contents that have been voted on previously remains unchanged.

7. The convener or chairman of the General Meeting of Shareholders has the following rights:

a. Request all attendees to undergo checks or other reasonable and lawful security measures;

b. Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or do not comply with security requirements and checks from the General Meeting of Shareholders.

8. The chairman has the right to postpone the General Meeting of Shareholders that has enough registered participants for a maximum of 03 working days from the date the meeting is scheduled to commence and may only postpone the meeting or change the meeting location in the following cases:

a. The meeting venue does not have enough seating to accommodate all attendees comfortably;

b. The information facilities at the meeting venue do not ensure that shareholders can participate, discuss, and vote;

c. There are attendees who disrupt the meeting, posing a risk to the fair and legal conduct of the meeting.

9. In the event that the chairperson postpones or temporarily suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the chairperson to conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

## **Article 22. Conditions for the Resolutions of the General Meeting of Shareholders to be Passed**

1. Resolutions on the following contents shall be passed if approved by shareholders representing 65% or more of the total voting shares of all attending shareholders at the meeting, except in cases specified in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:

a. The type of shares and the total number of shares of each type;

b. Changes in the industry, profession, and business areas;

c. Changes in the organizational structure of the Company;

d. Investment projects or the sale of assets valued at 35% or more of the total asset value as recorded in the Company's most recent financial report, unless the Company's charter specifies a different ratio or value;

d. Reorganization or dissolution of the Company;

e. Decisions on the type of shares and the total number of shares of each type that are authorized for sale.



2. Resolutions are passed when the shareholders owning more than 50% of the total voting shares of all attending and voting shareholders at the meeting agree, except in cases specified in clauses 1, 3, 4, and 6 of Article 148 of the Enterprise Law

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the procedures for convening the meeting and passing that resolution violate the provisions of the Enterprise Law and the company's charter.

**Article 23. Authority and procedures for obtaining written opinions from shareholders to pass resolutions of the General Meeting of Shareholders.**

The authority and procedures for obtaining written opinions from shareholders to pass resolutions of the General Meeting of Shareholders are implemented according to the following provisions:

1. The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the company, except in cases specified in clause 2 of Article 147 of the Enterprise Law

2. The Board of Directors must prepare the opinion solicitation ballot, the draft resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all voting shareholders no later than ten (10) days before the deadline for returning the opinion solicitation ballot. The preparation of the list of shareholders receiving the opinion solicitation ballot is carried out according to the provisions of clauses 1 and 2 of Article 141 of the Enterprise Law. The requirements and methods for sending the opinion solicitation ballot and accompanying documents are implemented according to the provisions of Article 143 of the Enterprise Law.

3. The opinion poll must include the following main contents:

a. Name, address of the head office, business registration number;

b. Purpose of the opinion poll;

c. Full name, contact address, nationality, legal document number of individuals for individual shareholders; name, business registration number or legal document number of organizations, address of the head office for organizational shareholders, or full name, contact address, nationality, legal document number of individuals for representatives of organizational shareholders; quantity of shares of each type and number of votes of shareholders;

d. The issue that needs to be consulted for decision-making;

d. Voting options including in favor, against, and no opinion for each issue being consulted;

e. Deadline for sending the answered opinion poll back to the Company;

g. Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the answered opinion poll to the company by mail, fax, or email according to the following regulations:

a. In the case of sending by mail, the answered opinion poll must have the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The opinion poll sent to the company must be enclosed in a sealed envelope, and no one is allowed to open it before the vote counting;

b. In the case of sending by fax or email, the opinion poll sent to the company must be kept confidential until the time of vote counting;

c. Ballots sent to the company after the deadline specified in the ballot or that have been opened in the case of mail and disclosed in the case of fax or email are invalid. Ballots not sent back will be considered as abstaining from voting.

5. The Board of Directors counts the votes and prepares the vote counting minutes in the presence of the Supervisory Board or shareholders not holding management positions in the Company. The vote counting minutes must include the following main contents:

a. Name, address of the head office, business registration number;

b. Purpose and issues to be voted on to pass the resolution;

c. The number of shareholders with the total number of voting ballots that participated in the voting, distinguishing between valid and invalid voting ballots and the method of sending voting ballots, along with an appendix listing the participating shareholders;

d. The total number of votes in favor, against, and abstaining for each issue;



- d. Issues that have been passed and the corresponding approval rate;
- e. Full name and signature of the Chairman of the Board of Directors, the vote supervisor, and the vote counter.

Members of the Board of Directors, the vote counter, and the vote supervisor must jointly bear responsibility for the honesty and accuracy of the vote counting minutes; they are jointly responsible for any damages arising from decisions passed due to dishonest or inaccurate vote counting;

6. The minutes of the ballot and the resolution must be sent to the shareholders within 15 days from the date of the ballot conclusion. The sending of the ballot minutes and the resolution can be replaced by posting on the Company's electronic information page within 24 hours from the time of the ballot conclusion.

7. The responded opinion ballots, the ballot minutes, the approved resolutions, and related documents sent along with the opinion ballot must be kept at the Company's headquarters.

8. A resolution is passed in the form of a written opinion from shareholders if it is approved by shareholders holding [50%] of the total voting rights of all shareholders entitled to vote, and it has the same validity as a resolution passed at a General Shareholders' Meeting.

#### **Article 24. Resolutions, Minutes of the General Shareholders' Meeting**

1. The General Shareholders' Meeting must be recorded in minutes and may be audio recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, and may also be prepared in a foreign language, containing the following main contents:

- a. Name, address of the headquarters, business registration number;
- b. Time and location of the General Shareholders' Meeting;
- c. Meeting agenda and content of the meeting;
- d. Names of the chairperson and the secretary;
- d. Summary of the meeting's proceedings and the opinions expressed at the General Shareholders' Meeting on each issue in the agenda;
- e. The number of shareholders and the total number of voting shares of the shareholders attending the meeting, the appendix of the registered shareholder list, the representatives of the attending shareholders with the corresponding number of shares and votes;
- g. The total number of votes for each voting issue, specifying the voting method, total valid votes, invalid votes, votes in favor, votes against, and abstentions; the corresponding percentages of the total voting shares of the attending shareholders;
- h. The issues that have been approved and the corresponding percentage of votes in favor;
- i. The name and signature of the chairperson and the secretary. In the event that the chairperson or secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the content as required in this clause. The meeting minutes must clearly state the refusal of the chairperson or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting ends. The chairperson and secretary of the meeting or other signatories in the minutes must jointly bear responsibility for the authenticity and accuracy of the content of the minutes.

3. The minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case of discrepancies in content between the minutes in Vietnamese and in a foreign language, the content in the Vietnamese minutes shall apply.

4. Resolutions, Minutes of the General Meeting of Shareholders, an appendix listing the shareholders registered to attend the meeting along with the signatures of the shareholders, documents authorizing attendance at the meeting, all documents attached to the Minutes (if any), and related documents accompanying the invitation to the meeting must be disclosed in accordance with legal regulations on information disclosure in the securities market and must be kept at the Company's headquarters.

#### **Article 25. Request for annulment of the resolution of the General Meeting of Shareholders**

Within ninety (90) days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the voting results of the General Meeting of Shareholders,



shareholders or groups of shareholders specified in Clause 2, Article 115 of the Enterprise Law have the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the company's charter, except for the cases specified in Clause 2, Article 152 of the Enterprise Law;
2. The content of the resolution violates the law or the company's charter.

## **VII. BOARD OF DIRECTORS**

### **Article 26. Nomination and election of members of the Board of Directors**

1. In cases where candidates for the Board of Directors have been identified, the Company must publicly disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's electronic information page so that shareholders can learn about these candidates before voting. Board candidates must provide a written commitment regarding the honesty and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interest of the Company if elected as members of the Board of Directors. The information related to the Board candidates that must be disclosed includes:

- a. Full name, date, month, year of birth;
- b. Professional qualifications;
- c. Work experience;
- d. Other management positions (including Board positions of other companies);
- d. Interests related to the Company and related parties of the Company;
- e. Other information (if any) as stipulated in the company's charter;
- g. The Company must be responsible for disclosing information about the companies where the candidate holds a position as a member of the Board of Directors, other management positions, and any interests related to the candidate's company (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Enterprise Law and the company's charter.

3. In the event that the number of candidates for the Board of Directors through nomination and application is still insufficient according to the provisions of Clause 5, Article 115 of the Enterprise Law, the current Board of Directors shall introduce additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the operational regulations of the Board of Directors. The introduction of additional candidates by the current Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as prescribed by law.

4. Members of the Board of Directors must meet the standards and conditions as stipulated in Clause 1 and Clause 2 of Article 155 of the Enterprise Law and the company's charter.

### **Article 27. Composition and term of members of the Board of Directors**

1. The number of members of the Board of Directors shall be at least five (05) and no more than eleven (11), with the specific number determined by the General Meeting of Shareholders.

2. The term of members of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.

In the event that all members of the Board of Directors complete their term, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over their duties.

3. The structure of the members of the Board of Directors is as follows:

The structure of the company's Board of Directors must ensure that at least 1/3 of the total members of the Board are non-executive members.

The total number of independent members on the Board must comply with the following regulations:

- a. There must be at least 01 independent member if the company has 05 members on the Board;



b. There must be at least 02 independent members if the company has from 06 to 08 members on the Board;

c. There must be at least 03 independent members if the company has from 09 to 11 members on the Board.

4. A member of the Board of Directors loses their status as a member in cases where they are dismissed or replaced by the General Meeting of Shareholders as stipulated in Article 160 of the Enterprise Law.

5. The appointment of members to the Board of Directors must be publicly disclosed in accordance with legal regulations on information disclosure in the securities market.

6. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

#### **Article 28. Rights and obligations of the Board of Directors.**

1. The Board of Directors is the management body of the company, having full authority on behalf of the company to decide and perform the rights and obligations of the company, except for the rights and obligations belonging to the authority of the General Meeting of Shareholders.

2. The Board of Directors has the following rights and obligations:

a. To decide on the strategy, medium-term development plan, and annual business plan of the Company;

b. To propose the type of shares and the total number of shares to be offered for each type;

c. Deciding to sell unallocated shares within the scope of the shares entitled to be offered for each type; deciding to raise additional capital in other forms;

d. Deciding the selling price of the Company's shares and bonds;

đ. Deciding to repurchase shares as stipulated in Clause 1 and Clause 2 of Article 133 of the Enterprise Law;

e. Deciding on investment plans and investment projects within the authority and limits as prescribed by law;

g. Deciding on solutions for market development, marketing, and technology;

h. Approving contracts for purchase, sale, borrowing, lending, and other contracts or transactions valued at [35%] or more of the total asset value recorded in the Company's most recent financial report, except in cases where the company's charter stipulates different ratios or values, and contracts or transactions that fall under the authority of the General Meeting of Shareholders as specified in Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Enterprise Law;

i. Electing, dismissing, or removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts, and terminating contracts with the Director and other key managers; deciding on salaries, remuneration, bonuses, and other benefits for those managers; appointing authorized representatives to participate in the Member Council or the General Meeting of Shareholders in other companies, deciding on the remuneration and other benefits of those individuals;

k. Supervising and directing the Director and other managers in the daily business operations of the Company;

l. Deciding the organizational structure, internal management regulations of the Company, deciding to establish subsidiaries, branches, representative offices, and the investment, purchase of shares in other enterprises;

m. Approving the program and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or soliciting opinions for the General Meeting of Shareholders to pass resolutions;

n. Presenting the audited annual financial report to the General Meeting of Shareholders;

o. Proposing the dividend level to be paid; deciding the duration and procedures for paying dividends or handling losses incurred during business operations;

p. Proposing the reorganization or dissolution of the Company; requesting the bankruptcy of the Company;

q. Deciding to issue the Operating Regulations of the Board of Directors, the internal regulations on corporate governance after being approved by the General Meeting of Shareholders; deciding to issue the Operating Regulations of the Audit Committee under the Board of Directors, regulations on the company's information disclosure;



s. Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the company's charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law.

#### **Article 29. Remuneration, bonuses, and other benefits of members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on the results and effectiveness of business operations.

2. Members of the Board of Directors (excluding representatives authorized as substitutes) shall receive remuneration and bonuses. The Board of Directors plans the remuneration level for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is calculated as a business expense of the Company in accordance with the laws on corporate income tax, reflected as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or those working in subcommittees of the Board of Directors or performing tasks beyond the usual scope of a Board member may receive additional remuneration in the form of a lump sum payment per instance, salary, commission, profit percentage, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred while fulfilling their duties as Board members, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be insured by the Company after receiving approval from the General Meeting of Shareholders. This insurance does not cover liabilities of board members related to violations of the law and the company's charter.

#### **Article 30. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among its members. The Chairman of the Board of Directors may not concurrently hold the position of Director;

2. The Chairman of the Board of Directors has the following rights and responsibilities:

- a. To establish the program and activity plan of the Board of Directors;
- b. To prepare the program, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
- c. To organize the adoption of resolutions and decisions of the Board of Directors;
- d. To supervise the implementation of the resolutions and decisions of the Board of Directors;
- đ. To chair the General Meeting of Shareholders;
- e. To issue a list of the Company's confidential documents and rights of access.
- g. Other rights and responsibilities as prescribed by the Enterprise Law and this Charter.

3. The Vice Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among the remaining members of the Board.

4. In the event that the Chairman or Vice Chairman of the Board of Directors submits a resignation or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or dismissal.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must delegate their authority in writing to the Vice Chairman of the Board of Directors. If both the Chairman and the Vice Chairman are absent, they shall delegate another member to perform the rights and obligations of the Chairman of the Board of Directors according to the principles stipulated in these bylaws. If there is no designated delegate, or if the Chairman of the Board of Directors is deceased, missing, in detention, serving a prison sentence, undergoing administrative measures at a mandatory rehabilitation facility, a compulsory educational institution, has escaped from their residence, is restricted



or lost their civil capacity, has difficulties in cognition, self-control, is prohibited by the court from holding certain positions, professions, or specific work, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the principle of majority agreement from the remaining members until a new decision is made by the Board of Directors.

#### **Article 31. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days following the conclusion of the election for that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest voting ratio. In the case where there are more than one member with the highest number of votes or an equal voting ratio, the members shall vote based on the principle of majority to select one among them to convene the Board of Directors meeting.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a. At the request of the Supervisory Board or independent members of the Board of Directors;
- b. At the request of the Director or at least 05 other managers;
- c. At the request of at least 02 members of the Board of Directors;

4. The request specified in Clause 3 of this Article must be made in writing, stating the purpose, the issues to be discussed, and the decisions within the competence of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In the event of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred to the Company; the requester has the right to replace the Chairman to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a notice of the meeting no later than [05 days] working days before the date of the meeting. The notice must specify the exact time and location of the meeting, agenda, issues for discussion and decisions. The notice must be accompanied by documents to be used at the meeting and voting ballots for members.

The notice inviting the Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods specified by the company's charter and must ensure delivery to the contact address of each Board member registered with the Company.

7. The Chairman of the Board of Directors or the person convening the meeting sends the notice and accompanying documents to the members of the Supervisory Board as they do to the members of the Board of Directors.

Members of the Supervisory Board have the right to attend Board meetings; they have the right to discuss but do not have voting rights.

8. The Board of Directors meeting is conducted when at least 3/4 of the total number of members are present. If the meeting convened under this provision does not have enough members as required, it may be convened a second time within [07 days] from the date of the first intended meeting. In this case, the meeting is conducted if more than half of the Board of Directors members are present.

9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote according to the provisions of Clause 11 of this Article;
- c. Attending and voting via online conference or other electronic forms;
- d. Sending a voting ballot to the meeting via mail, fax, or email;
- d. Sending a voting ballot by other means.



10. In the case of sending voting ballots to the meeting via mail, the ballots must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 1 hour before the opening. The ballots may only be opened in the presence of all attendees.

11. Members must fully attend all meetings of the Board of Directors. Members may authorize others to attend and vote on their behalf if approved by a majority of the Board of Directors.

12. Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members present; in the event of a tie, the final decision rests with the opinion of the Chairman of the Board of Directors.

#### **Article 32. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees to be responsible for development policies, personnel, salaries and bonuses, internal audit, and risk management. The number of members of the subcommittee is determined by the Board of Directors, with a minimum of [3 members], including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive Board members must make up the majority of the subcommittee, and one of these members is appointed as the Head of the subcommittee by the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolutions of the subcommittee are only effective when a majority of the members participate and vote in favor at the subcommittee meeting.

2. The implementation of decisions by the Board of Directors, or by subcommittees under the Board of Directors, must comply with current legal regulations and the provisions of the company's charter and internal governance regulations.

#### **Article 33. Person in Charge of Company Governance**

1. The Board of Directors of the Company must appoint at least one person in charge of company governance to assist in the governance work of the company. The person in charge of company governance may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The person in charge of company governance must not simultaneously work for an approved auditing organization that is conducting audits of the Company's financial statements.

3. The person in charge of company governance has the following rights and obligations:

- Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Company and shareholders;
- Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- Advise on the procedures for meetings;
- Attend meetings;
- Advise on the procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Supervisory Board;
- Monitor and report to the Board of Directors on the Company's information disclosure activities;
- Serve as the point of contact with interested parties;
- Information security in accordance with the provisions of the law and the company's charter;
- Other rights and obligations as stipulated by law and this charter.

### **VIII. DIRECTOR AND OTHER EXECUTIVES**

#### **Article 34. Organization of the management apparatus**

The management system of the Company must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business activities of the Company. The Company has a Director, Deputy Directors, Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, or removal of the above-mentioned positions must be approved by a resolution or decision of the Board of Directors.



### **Article 35. Executives of the Company**

1. The executives of the Company include the Director, Deputy Directors, Chief Accountant, and other executives as stipulated in this charter.

2. At the proposal of the Director and with the approval of the Board of Directors, the Company may hire additional executives in numbers and standards appropriate to the structure and management regulations of the Company as prescribed by the Board of Directors. The executives must be responsible for assisting the Company in achieving its set objectives in operations and organization.

3. The Director is entitled to a salary and bonus. The salary and bonus of the Director are determined by the Board of Directors.

4. The salary of the executive is included in the business expenses of the Company according to the regulations of the corporate income tax law, and is presented as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

### **Article 36. Appointment, dismissal, duties, and powers of the Director**

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person to be the Director.

2. The Director is responsible for the daily business operations of the Company; is under the supervision of the Board of Directors; and is accountable to the Board of Directors and the law for the performance of the assigned rights and obligations.

3. The term of the Director is no more than 05 years and may be reappointed for an unlimited number of terms. The Director must meet the standards and conditions as prescribed by law and the company's charter.

4. The Director has the following rights and obligations:

a. Decide on issues related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;

b. Organize the implementation of the resolutions and decisions of the Board of Directors;

c. Organize the implementation of the business plan and investment proposals of the Company;

d. Propose the organizational structure and internal management regulations of the Company;

d. Appoint, dismiss, and remove management positions within the Company, except for positions under the authority of the Board of Directors;

e. Deciding on salaries and other benefits for employees in the Company, including managers appointed by the Director;

g. Recruiting employees;

h. Proposing plans for dividend distribution or handling business losses;

i. Other rights and obligations as prescribed by law, the company's charter, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the Director when a majority of voting members of the Board of Directors agree and appoint a new Director to replace them.

## **IX. SUPERVISORY BOARD**

### **Article 37. Nominating members of the Supervisory Board**

1. The nomination of members of the Supervisory Board shall be conducted similarly to the provisions in Clauses 1 and 2 of Article 26 of this charter.

2. In the event that the number of candidates for the Supervisory Board through nomination and self-nomination is insufficient, the current Supervisory Board may nominate additional candidates or organize nominations according to the internal regulations on corporate governance and the operational regulations of the Supervisory Board. The introduction of additional candidates by the current Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.



### **Article 38. Composition of the Supervisory Board**

1. The Supervisory Board of the Company consists of three (03) to five (05) inspectors. The term of an inspector shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must meet the standards and conditions as stipulated in Article 169 of the Enterprise Law and must not fall under the following cases:

- a. Working in the accounting or finance department of the Company; and
- b. Being a member or employee of an independent auditing firm that conducts audits of the Company's financial statements in the three consecutive years prior.

3. Members of the Supervisory Board are dismissed in the following cases:

a. No longer meeting the standards and conditions to be a member of the Supervisory Board as stipulated in Clause 2 of this Article;

b. Submitting a resignation letter that is approved;

c. Other cases as provided in this Charter.

4. Members of the Supervisory Board are removed in the following cases:

a. Failing to complete the assigned tasks;

b. Not exercising their rights and obligations for six consecutive months, except in cases of force majeure;

c. Repeatedly violating or seriously breaching the obligations of a member of the Supervisory Board as stipulated by the Enterprise Law and the Company Charter;

d. Other cases as decided by the General Meeting of Shareholders.

### **Article 39. Head of the Supervisory Board**

1. The Head of the Supervisory Board is elected by the members of the Supervisory Board; the election, dismissal, and removal are based on the principle of majority. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business activities of the enterprise;

2. Rights and obligations of the Head of the Supervisory Board:

a. Convene meetings of the Supervisory Board;

b. Request the Board of Directors, the Director, and other executives to provide information related to the Supervisory Board's reports;

c. Prepare and sign the report of the Supervisory Board after consulting with the Board of Directors to present to the General Meeting of Shareholders.

### **Article 40. Rights and obligations of the Supervisory Board**

The Supervisory Board has rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

1. Propose and recommend the General Meeting of Shareholders to approve the list of auditing organizations that are proposed and recommend the General Meeting of Shareholders to approve the list of auditing organizations authorized to audit the Company's financial statements; decide on the organization of audits authorized to inspect the Company's operations, dismiss the authorized auditor when deemed necessary;

2. Be responsible to shareholders for its supervisory activities;

3. Monitor the financial situation of the Company, compliance with the law in the activities of members of the Board of Directors, the Director, and other managers;

4. Ensure coordination of activities with the Board of Directors, the Director, and shareholders;

5. In case of detecting violations of the law or violations of the company's charter by members of the Board of Directors, the Director, and other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requiring the violator to cease the violation and provide solutions to remedy the consequences;

6. Develop the operational regulations of the Supervisory Board and present them to the General Meeting of Shareholders for approval;



7. Report at the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Securities Law;

8. Have the right to access the records and documents of the Company kept at the headquarters, branches, and other locations; have the right to visit the workplace of the managers and employees of the Company during working hours;

9. Have the right to request the Board of Directors, members of the Board of Directors, the Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, administration, and business activities of the Company; and

10. Other rights and obligations as prescribed by law

#### **Article 41. Meeting of the Supervisory Board**

1. The supervisory board must meet at least 02 times a year, with at least 2/3 of the members attending the meeting. The minutes of the supervisory board meeting must be detailed and clear. The person recording the minutes and the attending members of the supervisory board must sign the meeting minutes. The minutes of the supervisory board meetings must be kept to determine the responsibility of each member of the supervisory board;

2. The supervisory board has the right to request members of the board of directors, the director, and representatives of the approved auditing organization to attend and answer questions that need clarification.

#### **Article 42. Salary, remuneration, bonuses, and other benefits of supervisory board members**

1. Supervisory board members are paid salaries, remuneration, bonuses, and other benefits as decided by the general meeting of shareholders. The general meeting of shareholders decides the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the supervisory board.

2. Supervisory board members are reimbursed for reasonable costs of meals, accommodation, travel, and expenses for using independent consulting services. The total amount of remuneration and these expenses shall not exceed the total annual operating budget of the supervisory board approved by the general meeting of shareholders, unless the general meeting of shareholders decides otherwise.

3. The salaries and operational expenses of the Supervisory Board are included in the business expenses of the Company according to the regulations of the law on corporate income tax, other relevant legal provisions, and must be itemized separately in the Company's annual financial statements.

### **X. RESPONSIBILITIES OF THE BOARD MEMBERS, SUPERVISORY BOARD MEMBERS, DIRECTORS, AND OTHER EXECUTIVES**

Members of the Board of Directors, members of the Supervisory Board, Directors, and other executives are responsible for performing their duties, including those as members of the subcommittees of the Board of Directors, honestly and prudently in the interest of the Company.

#### **Article 43. Duty of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, Supervisors, Directors, and other executives must disclose relevant interests in accordance with Article 164 of the Enterprise Law and related legal documents.

2. Members of the Board of Directors, members of the Supervisory Board, Directors, other managers, and related persons of these members may only use the information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, directors, and other managers are obliged to notify in writing the Board of Directors and the Supervisory Board about transactions between the Company, its subsidiaries, and other companies controlled by the public company with over 50% of the charter capital with the same party or with related persons of that party in accordance with the law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions according to the regulations of the securities law on information disclosure.

4. Members of the Board of Directors are not allowed to vote on transactions that benefit themselves or their related parties as stipulated by the Enterprise Law.



5. Members of the Board of Directors, members of the Supervisory Board, directors, other executives, and their related parties are not allowed to use or disclose internal information to others to carry out related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the Director, other executives, and individuals or organizations related to these subjects are not invalid in the following cases:

a. For contracts with a value less than or equal to twenty percent (20%) of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, Supervisors, Directors, and other executives have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the execution of that contract or transaction in good faith by a majority vote of the Board members without conflicting interests;

b. For contracts with a value greater than twenty percent (20%) of the total asset value recorded in the most recent financial statements, the important contents of this contract or transaction as well as the relationships and interests of the members of the Board of Directors, Supervisors, Directors, and other executives have been disclosed to shareholders without conflicting interests who have the right to vote on the matter, and those shareholders have approved this contract or transaction;

#### **Article 44. Responsibility for damages and compensation**

1. Members of the Board of Directors, members of the Supervisory Board, Directors, and other executives who violate their obligations, responsibilities of honesty and caution, and fail to fulfill their duties shall be liable for damages caused by their violations.

2. The company shall indemnify those who have been, are, or may become involved in claims, lawsuits, or prosecutions (including civil, administrative cases, and not lawsuits initiated by the Company) if that person has been or is a member of the Board of Directors, a member of the Supervisory Board, a Director, another executive, an employee, or a representative authorized by the Company who has been or is performing duties on behalf of the Company, acting honestly, cautiously in the interest of the Company based on legal compliance, and there is no evidence confirming that the person has violated their responsibilities

3. Indemnification costs include incurred expenses (including attorney fees), judgment costs, fines, and amounts payable arising in fact or deemed reasonable in resolving these matters within the limits of the law. The Company may purchase insurance for those individuals to avoid the aforementioned indemnification liabilities.

### **XI. RIGHT TO ACCESS COMPANY BOOKS AND RECORDS**

#### **Article 45. Right to access books and records**

1. Ordinary shareholders have the right to access books and records, specifically as follows:

a. Common shareholders have the right to review, search, and extract information about their name and contact address in the list of shareholders entitled to vote; request the correction of inaccurate information about themselves; review, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders owning at least five percent (5%) of the total number of common shares have the right to review, search, and extract the minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial reports, reports from the Supervisory Board, contracts, transactions that must go through the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company. The copying or extraction must be conducted during working hours and at the Company's headquarters.

2. In the event that the authorized representative of a shareholder or group of shareholders requests to review the books and records, they must provide the power of attorney from the shareholder and group of shareholders they represent or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Supervisory Board, the Director, and other executives have the right to inspect the company's shareholder register, shareholder list, and other books and records of the Company for purposes related to their positions, provided that this information must be kept confidential.



4. The company must keep this Charter and any amendments to the Charter, the Business Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by law at the headquarters or another location, provided that the shareholders and the Business Registration Authority are informed of the storage location of these documents.

5. The Company's Charter must be published on the Company's electronic information page.

## **XII. EMPLOYEES AND TRADE UNION**

### **Article 46. Employees and Trade Union**

1. The Director must prepare a plan for the Board of Directors to approve issues related to recruitment, employee termination, salaries, social insurance, benefits, rewards, and discipline for employees and business executives.

2. The Director must prepare a plan for the Board of Directors to approve issues related to the Company's relationship with trade union organizations according to standards, practices, and best management policies, the practices and policies stipulated in this Charter, the Company's regulations, and current legal regulations.

## **XIII. PROFIT DISTRIBUTION**

### **Article 47. Profit Distribution**

1. The General Meeting of Shareholders decides the dividend payout rate and the form of annual dividend payment from the Company's retained earnings.

2. The company does not pay interest on the dividend payments or any payments related to a type of stock.

3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividends in shares, and the Board of Directors is the body to implement this resolution.

4. In the event that dividends or other payments related to a type of stock are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the detailed banking information provided by the shareholders. If the Company has transferred funds according to the detailed banking information provided by the shareholder and that shareholder does not receive the money, the Company is not responsible for the funds transferred to that shareholder. The payment of dividends for listed/registered shares at the Stock Exchange can be carried out through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Enterprise Law and the Securities Law, the Board of Directors passes a resolution to determine a specific date to finalize the list of shareholders. Based on that date, those who register as shareholders or hold other securities are entitled to receive dividends, interest, profit distributions, receive shares, receive notices or other documents.

6. Other issues related to profit distribution are carried out in accordance with the law.

## **XIV. BANK ACCOUNT, FINANCIAL YEAR AND ACCOUNTING REGIME**

### **Article 48. Bank Account**

1. The company opens accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.

2. With prior approval from the competent authority, if necessary, the company may open bank accounts abroad in accordance with legal regulations.

3. The company conducts all payments and accounting transactions through accounts in Vietnamese currency or foreign currency at the banks where the company opens accounts.

### **Article 49. Financial Year**

The financial year of the company begins on the first day of January (01) each year and ends on the 31st day of December of the same year. The first financial year starts from the date of issuance of the Business Registration Certificate and ends on the 31st day of December immediately following the issuance of that Business Registration Certificate.



## **Article 50. Accounting Regime**

1. The accounting regime used by the company is the Enterprise Accounting Regime or a specific accounting regime issued and approved by the competent authority.

2. The company maintains accounting records in Vietnamese and keeps accounting documents in accordance with the legal regulations on accounting and related laws. These documents must be accurate, up-to-date, systematic, and sufficient to demonstrate and explain the company's transactions.

3. The company uses the Vietnamese dong as its accounting currency. In cases where the company has economic transactions primarily in a foreign currency, it may choose that foreign currency as its accounting currency, bearing responsibility for that choice before the law and notifying the direct tax authority.

## **XV. FINANCIAL REPORTING, ANNUAL REPORTS, AND RESPONSIBILITY FOR DISCLOSURE OF INFORMATION**

### **Article 51. Annual, semi-annual, and quarterly financial reports**

1. The company must prepare annual financial statements, and the annual financial statements must be audited in accordance with legal regulations. The company discloses the audited annual financial statements as required by law regarding information disclosure on the securities market and submits them to the competent state authority.

2. The annual financial statements must include all reports, appendices, and explanations as stipulated by the law on corporate accounting. The annual financial statements must accurately and objectively reflect the company's operational situation.

3. The company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with legal regulations regarding information disclosure on the securities market and submit them to the competent state authority.

### **Article 52. Annual report**

The company must prepare and disclose the Annual Report in accordance with legal regulations on securities and the securities market.

## **XVI. COMPANY AUDIT**

### **Article 53. Audit**

1. The General Meeting of Shareholders appoints an independent auditing company or approves a list of independent auditing companies and authorizes the Board of Directors to select one of these entities to conduct the audit of the Company's financial statements for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report is attached to the Company's annual financial statements.

3. The independent auditor conducting the audit of the Company's financial statements is allowed to attend the General Meeting of Shareholders and has the right to receive notices and other information related to the General Meeting of Shareholders and can express opinions at the meeting on matters related to the audit of the Company's financial statements.

## **XVII. COMPANY SEAL**

### **Article 54. Company Seal**

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature as prescribed by law on electronic transactions.

2. The Board of Directors decides on the type of seal, quantity, form, and content of the seal of the Company, branches, and representative offices of the Company (if any).

3. The Board of Directors and the Director use and manage the seal according to current legal regulations.

## **XVIII. COMPANY DISSOLUTION**

### **Article 55. Dissolution of the Company**

1. The Company may be dissolved in the following cases:

a. Upon the expiration of the operational term stated in the company's charter without a decision to extend;

b. According to the resolution or decision of the General Meeting of Shareholders;



c. The Business Registration Certificate is revoked, except in cases where the Tax Administration Law provides otherwise;

d. Other cases as prescribed by law.

2. The dissolution of the Company before the expiration date (including any extended period) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

#### **Article 56. Extension of Operations**

1. The Board of Directors convenes a General Meeting of Shareholders at least seven (07) months before the end of the operation period for shareholders to vote on the proposal to extend the Company's operations as suggested by the Board of Directors

2. The operation period is extended when at least 65% of the total voting shares of all attending shareholders at the General Meeting of Shareholders agree.

#### **Article 57. Liquidation**

1. At least six (06) months before the end of the Company's operation period or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee prepares its operational regulations. Members of the Liquidation Committee may be selected from the Company's staff or independent experts. All costs related to liquidation will be prioritized for payment by the Company before other debts of the Company.

2. The liquidation committee is responsible for reporting to the business registration authority about the date of establishment and the date of commencement of operations. From that point on, the liquidation committee represents the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

3. The proceeds from the liquidation will be paid in the following order:

a. Liquidation expenses;

b. Wages, severance pay, social insurance, and other benefits of employees according to the collective labor agreement and signed labor contracts;

c. Tax debts;

d. Other debts of the Company;

đ. The remaining balance after all debts from items (a) to (d) have been paid will be distributed to the shareholders. Preferred shares will be paid first.

### **XIX. INTERNAL DISPUTE RESOLUTION**

#### **Article 58. Internal dispute resolution**

1. In the event of a dispute or complaint related to the Company's operations, the rights and obligations of shareholders according to the provisions of the Enterprise Law, the company's charter, other legal regulations, or agreements between:

a. Shareholders and the Company;

b. Shareholders and the Board of Directors, the Supervisory Board, the Director, or other executives;

The parties involved attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors presides over the resolution of the dispute and requests each party to present relevant information regarding the dispute within 15 working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman of the Board of Directors, either party may request the appointment of an independent expert to mediate the dispute resolution process.

2. If a mediation decision is not reached within six (06) weeks from the start of the mediation process, or if the mediator's decision is not accepted by the parties, one party may submit the dispute to Arbitration or the Court.

3. The parties bear their own costs related to the negotiation and mediation procedures. Payment of court costs shall be made according to the court's ruling.

## **XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER**

### **Article 59. Company Charter**

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In cases where the law has provisions related to the Company's operations that are not mentioned in this Charter or in cases where there are new legal provisions that differ from the clauses in this Charter, those provisions shall apply to regulate the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 60. Effective Date**

1. This Charter consists of 21 sections and 60 articles approved by the General Meeting of Shareholders of the Company on ..... May 2025 and unanimously accepted the full text of this Charter.

2. The Charter is made in 03 copies, all of equal value and must be kept at the Company's headquarters.

3. This Charter is the only and official one of the Company.

4. Copies or excerpts of the Company's Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

*Name, signature of the legal representative or the founding shareholders or the authorized representative of the founding shareholders of the Company./.*

**LEGAL REPRESENTATIVE OF THE COMPANY**



## APPENDIX I

### INDUSTRIES AND BUSINESS ACTIVITIES OF THE COMPANY (Enacted together with the Charter of Organization and Operation of Phan Vu Ha Nam Concrete Joint Stock Company)

No.	Industry Name	Industry Code
1.	<i>Production of concrete and concrete products, cement, and gypsum</i>	2395 (Main)
2.	<i>Road freight transport</i>	4933
3.	<i>Passenger transport by road within urban and suburban areas (excluding bus transport)</i>	4931
4.	<i>Other road passenger transport</i>	4932
5.	<i>Real estate business, ownership rights, land use rights owned, used, or leased</i>	6810
6.	<i>Motor vehicle rental</i>	7710
7.	<i>Iron ore mining</i>	0710
8.	<i>Mining of other non-ferrous metal ores</i> <i>Details: Mining of other non-ferrous metal ores not classified elsewhere.</i>	0722
9.	<i>Mining of rare precious metals</i>	0730
10.	<i>Mining of stone, sand, gravel, clay</i>	0810
11.	<i>Inland waterway freight transport</i>	5022
12.	<i>Domestic waterway passenger transport</i>	5021
13.	<i>Warehousing and storage of goods</i>	5210
14.	<i>Direct support services for water transport</i>	5222
15.	<i>Cargo handling</i>	5224
16.	<i>Direct support services for road transport</i>	5225
17.	<i>Other support services related to transport</i>	5229
18.	<ul style="list-style-type: none"> <li>- Construction: foundations and underground works for high-rise buildings, industrial works, transportation works, irrigation works, technical infrastructure works for industrial zones and urban areas;</li> <li>- High-tech pile testing;</li> <li>- Geotechnical surveys, topographical surveys, and hydrogeological surveys for construction works.</li> <li>- Conducting geotechnical tests for design surveys, quality management, and monitoring in foundation construction and underground works (excluding design services);</li> <li>- Production and trading of various types of reinforced concrete components, steel, for foundation and underground works;</li> <li>- Production and trading of building materials;</li> <li>- Application and transfer of new foundation and underground construction technology to actual construction in Vietnam;</li> </ul>	The industry and profession do not match the codes of the Vietnamese economic system

<ul style="list-style-type: none"> <li>- <i>Trading: Materials, supplies, technology equipment in the fields of construction and industry;</i></li> <li>- <i>Construction of works: Civil, industrial, transportation, irrigation;</i></li> <li>- <i>Logistics services;</i></li> <li>- <i>Real estate consulting and brokerage (excluding land price consulting activities);</i></li> <li>- <i>Hotel and office business (excluding karaoke rooms, nightclubs, bars);</i></li> <li>- <i>Design of civil and industrial structures;</i></li> <li>- <i>Import and export of goods for trading companies.</i></li> </ul>	
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## APPENDIX II

### DETAILS OF THE COMPANY'S CHARTER CAPITAL SINCE ESTABLISHMENT

*(Issued together with the Charter of Organization and Operation of Phan Vu Ha Nam Concrete Joint Stock Company)*

No.	Change Date	Charter Capital (VND)	Total Number of Shares	Share Type	Notes
1	05/05/2010	150.000.000.000	15.000.000	Common Shares	
2	20/02/2013	268.000.000.000	26.800.000	Common Shares	
3	08/08/2014	410.000.000.000	41.000.000	Common Shares	
4	16/12/2021	450.999.690.000	45.099.969	Common Shares	
5	10/12/2024	462.266.260.000	46.226.626	Common Shares	