



**CÔNG TY CỔ PHẦN KHAI THÁC VÀ CHẾ BIẾN KHOÁNG SẢN LÀO CAI**  
**Lao Cai mining and mineral processing joint stock company**

**LAO CAI EXPLOITATION AND  
PROCESSING JOINT STOCK  
COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM**  
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**PROGRAM OF THE 2026 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS  
LAO CAI MINERAL EXPLOITATION AND PROCESSING JOINT STOCK  
COMPANY**

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| <b>Timeline</b> | <b>Content</b>                                                                                                                                                                                                                                                                                                                                          |
|-----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 08h00 – 08h30   | - Welcoming Delegates and Checking Shareholder Qualifications                                                                                                                                                                                                                                                                                           |
| 08h30 – 09h00   | - Statement of reasons, introduction of delegates;<br>- Announcement of shareholder qualification test results;<br>- Opening statement;<br>- Approval of the list of the Presidium, Secretariat and the Vote Counting and Statistics Committee;<br>- Approval of the program content and meeting regulations.                                           |
| 09h00 – 10h00   | - Board of Management's Corporate Governance Report 2025;<br>- Board of Directors Report on Business Performance in 2025 and Plan for 2026;<br>- Report of the Board of Supervisors in 2025;<br>- Contents submitted to the General Meeting of Shareholders for approval:<br>Other contents under the authority of the General Meeting of Shareholders. |
| 10h00 – 10h30   | - Meeting discussion;<br>- Vote to approve the contents of the Meeting.                                                                                                                                                                                                                                                                                 |
| 10h30 – 10h50   | Break                                                                                                                                                                                                                                                                                                                                                   |
| 10h50 – 11h00   | Minutes of vote counting and voting statistics.                                                                                                                                                                                                                                                                                                         |
| 11h00 – 11h30   | - Through the minutes of the meeting;<br>- Through the Meeting Resolution;<br>- Closing Statement.                                                                                                                                                                                                                                                      |

**POWER OF ATTORNEY**

**ATTEND THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
LAO CAI MINERAL EXPLOITATION AND PROCESSING JOINT STOCK  
COMPANY**

Name of individual/organization: .....  
ID card/Business registration no:..... date issued: ..... place of issue:  
.....  
Address: .....  
Shares owned: ..... shares  
(In words: .....sahres)

**AUTHORIZATION FOR**

a.Name of individual/organization:  
.....  
ID card/Business registration no: ..... date issued: ..... place of issue:  
.....  
Address: .....  
Number of authorized shares: ..... shares  
(In words:.....shares)  
b. In case the Shareholders cannot find a proxy, they can consider authorizing to attend and vote at the meeting to one of the following people (Mark (X) in the box of the proxy):  
☐ Mr Vu Dinh Vinh – Chairman of Board of Management  
☐ Mr Nguyen Duc Thang – CEO  
Number of authorized shares: ..... shares  
(In words: .....shares)

On my/our behalf, to attend and vote at the 2026 Annual General Meeting of Shareholders of Lao Cai Mineral Exploitation and Processing Joint Stock Company, as a representative of all shares that I/we own.

....., day.....month.....year 2026

**AUTHORIZED PARTY**

(Sign and print full name, stamp if any)

**AUTHORIZER**

(Sign and print full name, stamp if any)



CÔNG TY CỔ PHẦN KHAI THÁC VÀ CHẾ BIẾN KHOÁNG SẢN LÀO CAI

Lao Cai mining and mineral processing joint stock company

Address: No. 28B, Phan Dinh Giot Street, Lao Cai Ward, Lao Cai City, Lao Cai Province  
Business Registration Certificate No.: 5300 208 618 issued by the Department of Planning and  
Investment of Lao Cai province on September 18, 2002, changed for the 18th time on June 5, 2020.

## **STATUTE**

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

### **LAO CAI MINERAL EXPLOITATION AND PROCESSING JOINT STOCK COMPANY**

- *Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2021;*
- *Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance regulating corporate governance applicable to public companies;*
- *Pursuant to the Charter of Lao Cai Mineral Exploitation and Processing Joint Stock Company;*

### **CHAPTER I**

#### **GENERAL PROVISIONS**

#### **Article 1. Scope of application**

- 1.1 These regulations apply to the organization of the 2026 Annual General Meeting of Shareholders (“AGM”) of Lao Cai Mineral Exploitation and Processing Joint Stock Company (“Company”)
- 1.2 This Regulation specifically stipulates the rights and obligations of shareholders, participants in the General Meeting of Shareholders, conditions and procedures for conducting the General Meeting of Shareholders.

#### **Article 2. Applicable subjects**

Shareholders and attendees of the General Meeting of Shareholders are responsible for complying with the provisions of this Charter.

#### **Article 3: Validity:**

Shareholders and parties participating in the Company's 2024 Annual General Meeting of Shareholders are responsible for complying with the provisions of this Charter.



**CHAPTER II**  
**RIGHTS AND OBLIGATIONS OF SHAREHOLDERS,**  
**ATTENDANTS OF THE GENERAL MEETING OF SHAREHOLDERS**

**Article 4. Rights and obligations of shareholders**

**4.1 Conditions for attending the General Meeting of Shareholders:**

Are shareholders or authorized representatives of shareholders whose names are on the list of shareholders on the record date for attending the General Meeting of Shareholders.

**4.2 Rights of shareholders when attending the General Meeting of Shareholders:**

- (a) All shareholders of the Company have the right to attend, discuss and vote on matters within the authority of the General Meeting of Shareholders as prescribed by law and the Company's Charter.
- (b) In case of being unable to attend the General Meeting of Shareholders, shareholders may authorize another person to attend and vote on matters within their authority. This authorization must be made in writing according to the form attached to the Company's Invitation to the General Meeting of Shareholders.
- (c) At the General Meeting of Shareholders, each shareholder or authorized representative of a shareholder shall receive a Voting Card, Election Ballot, and Voting Form after registering to attend the General Meeting of Shareholders with the Shareholder Qualification Examination Board.

The voting value of the Voting Card corresponds to the ratio of the number of voting shares that the person owns or represents according to the registration to attend the General Meeting of Shareholders over the total number of voting shares of the shareholders/authorized representatives of shareholders present at the General Meeting of Shareholders.

- (d) Shareholders and authorized representatives who arrive late at the General Meeting of Shareholders have the right to register, and then have the right to participate and vote immediately at the General Meeting of Shareholders, but the Chairman is not responsible for stopping the General Meeting of Shareholders and the validity of previously conducted votes will not be affected.

**4.3 Obligations of shareholders when attending the General Meeting of Shareholders:**

- (a) Shareholders or authorized representatives of shareholders when attending the General Meeting of Shareholders must bring their ID card/Passport, Power of Attorney (for authorized representatives) and register to attend the General Meeting of Shareholders with the Shareholder Qualification Examination Board.
- (b) Comply with the provisions of this Regulation.
- (c) Strictly comply with the regulations at the General Meeting of Shareholders and respect the results of the work at the General Meeting of Shareholders.
- (d) Shareholders attending the General Meeting of Shareholders must dress politely and formally.



- (e) Behave in a civilized and polite manner, do not cause disorder or chaos, do not smoke in the General Meeting of Shareholders room, and do not use mobile phones during the General Meeting of Shareholders. Mobile phones must be turned off or not ring.
- (f) When entering the General Meeting of Shareholders room, shareholders must sit in the correct position or area as specified by the Organizing Committee of the General Meeting of Shareholders, and comply with the direction of the Chairman and the Organizing Committee of the General Meeting of Shareholders.

#### **Article 5. Rights and obligations of the Chairman and the Presidium**

- 5.1 The Presidium consists of 03 (three) members approved by the General Meeting of Shareholders, and the Chairman of the Board of Directors is the Chairman of the meeting.
- 5.2 The Presidium has the following functions and duties:
  - (a) Has the function of controlling the General Meeting of Shareholders.
  - (b) Carry out the work deemed necessary to conduct the General Meeting of Shareholders in a valid and orderly manner, and/or the General Meeting of Shareholders reflects the wishes of the majority of shareholders attending.
  - (c) Instructions for delegates and the General Meeting of Shareholders to discuss.
  - (d) Submit drafts, collect votes and conclude on issues in the Agenda and related issues throughout the General Meeting of Shareholders.
  - (e) Answer shareholders' questions related to issues discussed at the General Meeting of Shareholders.
  - (f) Resolve any and all issues arising (if any) during the General Meeting of Shareholders.
  - (g) Without consulting the General Meeting of Shareholders, the Presidium may at any time postpone the General Meeting of Shareholders to another time (in accordance with the provisions of the 2020 Enterprise Law, other relevant legal documents and the Company Charter) and at another location decided by the Presidium if it finds that:
    - (i) The meeting venue does not have enough convenient seating for all shareholders attending the meeting;
    - (ii) There are people attending the meeting who obstruct or disrupt the meeting, causing the meeting to not be conducted fairly and legally.
  - (h) The decision of the Presidium on the order, procedures or events arising outside the Agenda of the Meeting shall be final.

#### **Article 6. Rights and obligations of the Congress Secretary**

The Meeting Organizing Committee introduces 01 (one) person as Meeting Secretary to perform support tasks assigned by the Presidium and approved by the Meeting, including:

- (a) Fully and honestly record all contents of the General Meeting of Shareholders (including issues approved or reserved by the General Meeting of Shareholders).



- (b) Assist the Presidium in announcing the draft Minutes and Resolutions of the General Meeting of Shareholders and the notice of the Presidium sent to shareholders upon request.
- (c) Receive shareholder questionnaires.

#### **Article 7. Rights and obligations of the Shareholder Qualification Inspection Board**

The Shareholder Qualification Inspection Committee consists of 02 (two) members established by the Board of Directors and introduced to the General Meeting of Shareholders, with the following functions and duties:

- (a) Check the qualifications of shareholders or authorized representatives attending the General Meeting of Shareholders: Identity card/Passport, Power of attorney (for authorized representatives).
- (b) Issue to shareholders or authorized representatives attending the General Meeting of Shareholders: Voting cards, Election ballots, Voting forms and other meeting documents.
- (c) Report to the General Meeting of Shareholders on the results of the verification of shareholders' qualifications to attend the General Meeting of Shareholders.

#### **Article 8. Rights and obligations of the Ballot Counting Committee**

- 8.1 The Ballot Counting Committee consists of 03 (three) members and is approved by the General Meeting of Shareholders.
- 8.2 The Counting Committee is responsible for:
  - (a) Read the voting and counting regulations.
  - (b) Introduce and distribute vouchers.
  - (c) Proceed to collect ballots after the General Meeting of Shareholders votes.
  - (d) Conduct vote counting.
  - (e) Report to the General Meeting of Shareholders on the results of the vote counting.

### **CHAPTER III**

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

##### **Article 9. Conditions for holding a meeting of the General Meeting of Shareholders**

The General Meeting of Shareholders is held when the number of shareholders attending represents at least 51% of the shares with voting rights according to the list of shareholders established at the time of closing the list of shareholders to exercise the right to attend the General Meeting of Shareholders.

##### **Article 10. Method of conducting the General Meeting of Shareholders**

- 10.1 The General Meeting of Shareholders is expected to take place in one day.
- 10.2 The General Meeting of Shareholders will discuss and approve the contents stated in the meeting agenda.

##### **Article 11. Discussion of meeting content and answering questions**



After the reports are presented, the Chairman of the Shareholders' Meeting continues to preside over the discussion session, receive shareholders' opinions and answer questions according to the following principles and methods:

- 11.1 Shareholders attending the General Meeting of Shareholders register their speeches with the Presidium through the Company's Secretary. After being permitted to speak by the Chairman, shareholders should speak briefly and avoid duplication. The Chairman has the right to stop the shareholders' speeches if he finds that the proposed issues and discussions overlap and are not related to the content of the Meeting Agenda.
- 11.2 The Chairman only answers directly the key questions and those related to the contents of the Meeting Agenda. The Chairman does not explain the contents of a technical nature, serving the specific requests of individual shareholders.
- 11.3 Questions not directly related to the content of the General Meeting of Shareholders but within the scope of shareholders' rights and interests will be collected by the Secretary and the Presidium will answer in another form in accordance with the provisions of the Company's Charter and the provisions of law.
- 11.4 Questions that cannot be answered in time during the General Meeting of Shareholders will also be answered by the Presidium in another form directly to shareholders.

#### **Article 12. Approval of decisions of the General Meeting of Shareholders**

The decisions of the General Meeting of Shareholders are adopted in accordance with the provisions of the Company Charter.

#### **Article 13. Minutes of the General Meeting of Shareholders**

The content of the General Meeting of Shareholders is recorded in the Minutes and recorded by the Secretary of the General Meeting in the Minutes Book. The Minutes of the General Meeting of Shareholders are read and approved before the closing of the General Meeting of Shareholders and are kept in the Minutes Book.

### **CHAPTER IV**

#### **OTHER REGULATIONS**

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

- 14.1 In case the first General Meeting of Shareholders does not meet the conditions for holding the meeting as prescribed in Article 8 of this Charter, the convening of the second General Meeting of Shareholders must be carried out within 30 (thirty) days from the date of the first General Meeting of Shareholders scheduled to open. The second General Meeting of Shareholders shall be held when the number of shareholders and authorized representatives attending the meeting represents at least 33% of the total number of shares with voting rights.
- 14.2 In case the second General Meeting of Shareholders does not meet the conditions for holding it as prescribed in Clause 14.1 of this Article, the convening of the third General Meeting of Shareholders may be carried out within 20 (twenty) days from the date of the second General Meeting of Shareholders scheduled to open. In this case, the General



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Meeting of Shareholders shall be held regardless of the number of shareholders attending the meeting.

**CHAPTER V**  
**ENFORCEMENT**

**Article 15. Enforcement**

This Charter consists of 05 Chapters and 15 Articles, effective immediately after being approved by the 2026 Annual General Meeting of Shareholders.

**On behalf of the Organizing Committee**  
**CHAIRMAN OF THE BOARD OF MANAGEMENT**

**VU DINH VINH**



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## VOTING AND VOTING RULES

### AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS LAO CAI MINERAL EXPLOITATION AND PROCESSING JOINT STOCK COMPANY

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2021;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance regulating corporate governance applicable to public companies;
- Pursuant to the Statute of Lao Cai Mineral Exploitation and Processing Joint Stock Company;
- Pursuant to the Regulations on organizing the 2026 Annual General Meeting of Shareholders.

Voting and counting of votes at the 2026 Annual General Meeting of Shareholders of Lao Cai Mineral Exploitation and Processing Joint Stock Company shall be conducted according to the following regulations:

1. All decisions of the 2026 Annual General Meeting of Shareholders must be voted publicly and directly under the direction of the Presidium.
2. The decision of the General Meeting of Shareholders is passed by voting when reaching the minimum ratio as prescribed by law and the Company's Charter.
3. Each shareholder has the number of votes calculated by the total number of shares he owns and represents.
4. **Voting rules:**
  - (a) Upon registration to attend the General Meeting, the Shareholder Qualification Examination Committee will issue each shareholder or authorized representative with voting rights a VOTING CARD and a VOTING BALLOT.
  - (b) Voting cards, Voting cards to approve the contents of the General Meeting are pre-printed cards, ballots, according to the Company's form. Each ballot has the following information: full name of shareholder or authorized person, shareholder code, number of voting shares (owned/represented and/or authorized) of the shareholder and the Company's seal.

Voting form:



- Vote by raising the VOTING CARDS when voting on the following issues:
  - (i) Through the selection of the Presidium, Secretariat, and Counting Committee;
  - (ii) Working and voting regulations at the General Meeting; Working program of the General Meeting, Regulations on organizing the General Meeting of Shareholders; Voting and vote counting regulations;
  - (iii) Approval of Minutes and Resolutions of the General Meeting of Shareholders.
- Voting by VOTING FORM for Reports and Proposals. Shareholders vote on an issue by filling in the VOTING FORM to vote according to the following contents: Approve; Disapprove; No opinion corresponding to each issue.

(c) Regulations on VOTING CARDS, VOTING BALLOTS:

**VOTING CARDS:** printed on **blue paper**, used to vote on issues:

- Through the presiding committee, counting committee, secretary
- Approval of the General Meeting agenda, Regulations on organizing the General Meeting of Shareholders, voting and counting rules

Shareholders vote by raising voting cards under the direction of the Presidium to get their opinions.

**VOTING BALLOT:** printed on **white paper**, used to vote on the contents of the Meeting Agenda. The Voting Form includes decisions passed at the General Meeting of Shareholders.

Shareholders mark (X) in one of the boxes: Agree, Disagree or No opinion corresponding to each issue stated in the Voting Form.

**5. Invalid ballot:**

Vouchers are considered invalid in the following cases:

- The voucher does not follow the prescribed form, is not issued by the Company, and does not have the Company's seal;
- The ticket was crossed out, corrected, added to or had an incorrect name written on it;
- The ticket is torn and no longer intact;
- The form contains additional information and symbols;
- The ballot must not be filled in any box or must be filled in 02 (two) or more boxes in each approved decision;
- No signature of shareholder or shareholder's authorized representative.

**6. Principles of collecting ballots and organizing vote counting:**



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- (a) The Ballot Counting Committee must collect the Voting Ballots after the General Meeting of Shareholders votes and then count the votes.
  - (b) Before opening the ballot box, the Counting Committee must count, make a record and seal the unused ballots.
  - (c) The counting committee shall not erase or make any corrections on the ballots received.
  - (d) The counting committee is responsible for the accuracy and transparency of the vote counting process and the vote counting results.
7. **Announcement of vote counting results and complaints about vote counting results:**
- (a) The Head of the Ballot Counting Committee announced the vote counting results before the Meeting.
  - (b) Any complaints about the vote counting results will be considered and resolved by the Chairman at the Meeting.
8. **Effectiveness:** These voting and counting regulations take effect immediately after being approved by the Congress.

**On behalf of the Organizing Committee  
CHAIRMAN OF THE BOARD OF MANAGEMENT  
PRESIDENT**

**VU DINH VINH**



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*Lao Cai, day ..... month ... year 2026*

**VOTING BALLOT**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**  
**LAO CAI MINERAL EXPLOITATION AND PROCESSING JOINT STOCK COMPANY**

**NAME OF SHAREHOLDER/SHAREHOLDER REPRESENTATIVE: .....**

**SHAREHOLDER CODE: .....**

**NUMBER OF SHARES OWNED: .....**

**Dear Shareholders, please mark (X) in the box:**

| No | Voting content                                                                                                                             | Opinion  |            |             |
|----|--------------------------------------------------------------------------------------------------------------------------------------------|----------|------------|-------------|
|    |                                                                                                                                            | Approved | Disapprove | No comments |
| 1  | Through the report:                                                                                                                        |          |            |             |
|    | 1.1 Report to the Board of Management;                                                                                                     |          |            |             |
|    | 1.2 Board of Directors Report;                                                                                                             |          |            |             |
|    | 1.3 Board of Supervisors Report.                                                                                                           |          |            |             |
| 2  | Through the content of the presentations                                                                                                   |          |            |             |
|    | 2.1 Proposal for approval of 2025 financial statements;                                                                                    |          |            |             |
|    | 2.2 Proposal for selecting an audit unit 2026;                                                                                             |          |            |             |
|    | 2.3 Approval of 2025 business results and 2026 business plan;                                                                              |          |            |             |
|    | 2.4 Approval of remuneration for the Board of Management and the Board of Supervisors                                                      |          |            |             |
|    | 2.5 Proposal to authorize the Board of Management to decide on certain matters under the authority of the General Meeting of Shareholders; |          |            |             |
|    | 2.6 Proposal on amendments and supplements to the Company's Charter                                                                        |          |            |             |



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|  |                                                                            |  |  |  |
|--|----------------------------------------------------------------------------|--|--|--|
|  | 2.7 Proposal on the election of the Board of Directors / Supervisory Board |  |  |  |
|--|----------------------------------------------------------------------------|--|--|--|

**SHAREHOLDER/SHAREHOLDER REPRESENTATIVE**

(Sign and print full name)



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**SHAREHOLDER CODE:**

**BOM ELECTION BALLOT**  
**BOARD OF MANAGEMENT TERM 2026 - 2031**

**Name:**

**Total shares owned and represented:**

**1. Total number of votes for the Board of Management = Total number of shares owned and represented x Number of candidates for Board of Management for the term 2026 – 2031:**

**List of elected members of the Board of Management:**

| No | Candidates' name | Number of votes |
|----|------------------|-----------------|
| 01 |                  |                 |
| 02 |                  |                 |
| 03 |                  |                 |
| 04 |                  |                 |
| 05 |                  |                 |
| 06 |                  |                 |



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**2. Total number of votes for the Board of Supervisors = Total number of shares owned and represented x Number of candidates for Board of Supervisors for the term 2026 – 2031:**

**List of elected members of the Board of Supervisors:**

| <b>No</b> | <b>Candidates' name</b> | <b>Number of votes</b> |
|-----------|-------------------------|------------------------|
| <b>01</b> |                         |                        |
| <b>02</b> |                         |                        |
| <b>03</b> |                         |                        |

Lao Cai, date May 20, 2026

**SHAREHOLDER/AUTHORIZED PERSON**

*(Sign and print your full name)*

*Lao Cai, day ..... month 05 year 2026*

**REPORT**

**Re: Approval of the Audited Financial Statements for 2025**

**Dear: GENERAL MEETING OF SHAREHOLDERS OF LAO CAI MINERAL  
EXPLOITATION AND PROCESSING JOINT STOCK COMPANY**

- *Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2021;*
- *Pursuant to the Charter of operation and organization of Lao Cai Mineral Exploitation and Processing Joint Stock Company.*

The Board of Management respectfully submits to the General Meeting of Shareholders for approval of the 2025 Financial Report of Lao Cai Mineral Exploitation and Processing Joint Stock Company.

The 2025 financial report has been disclosed in accordance with regulations and posted on the Company's website (<http://khoangsanlaocai.vn>), including:

- Auditor's report;
- Balance sheet as of December 31, 2025;
- Business results report 2025;
- Cash flow statement 2025;
- Notes to the 2025 financial statements.

The Board of Management respectfully submits to the General Meeting of Shareholders for approval.

Sincerely!

**On behalf of BOARD OF MANAGMENT  
CHAIRMAN**

**VU DINH VINH**

*Note: This document may be amended, supplemented appropriately and submitted to the General Meeting of Shareholders for consideration and decision at the General Meeting*

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*Lao Cai, day ..... month 05 year 2026*

**REPORT**

**Re: Approval of 2025 business results and 2026 business plan**

**Dear: GENERAL MEETING OF SHAREHOLDERS OF LAO CAI MINERAL  
EXPLOITATION AND PROCESSING JOINT STOCK COMPANY**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2021;
- Pursuant to the Charter of operation and organization of Lao Cai Mineral Exploitation and Processing Joint Stock Company;
- Based on the actual situation at the Company.

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

**1. Approval of 2025 business performance results**

Key indicators of 2025 business results of the Parent Company and Consolidated Financial Statements (figures of indicators may change according to the annual financial statements):

(Unit: Billion VND)

| No | Item                                | Unit        | Consolidated<br>Financial<br>statement | Parent<br>Company<br>Financial<br>Statements |
|----|-------------------------------------|-------------|----------------------------------------|----------------------------------------------|
| 1  | Total assets                        | Billion VND | 194,351                                | 140,254                                      |
| 2  | Equity                              | Billion VND | 246,330                                | 246,33                                       |
| 3  | Net revenue from Sales and Services | Billion VND | 45,157                                 | 25,225                                       |
| 4  | Profit after tax                    | Billion VND | (2,890)                                | (2,797)                                      |

Based on the 2025 production and business activities and the 2025 Financial Report, the Board of Management respectfully submits to the General Meeting of Shareholders for approval the content of no profit distribution in 2025 because the company still has accumulated losses and no distribution source according to current regulations.

**2. Approval of the 2026 production and business plan:**

| No | Item                                | Unit        | Value |
|----|-------------------------------------|-------------|-------|
| 1  | Net revenue from Sales and Services | Billion VND | 50    |
| 2  | Consolidated profit after tax       | Billion VND | 5     |

The Board of Management respectfully submits to the General Meeting of Shareholders for consideration and approval..

Sincerely thanks!

**On behalf of BOARD OF MANAGEMENT  
CHAIRMAN**

**VU DINH VINH**

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*Lao Cai, day ..... month 05 year 2026*

**REPORT**

**Re: Authorizing the Board of Management to select an auditor for the 2026 financial statements**

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**Dear: GENERAL MEETING OF SHAREHOLDERS OF LAO CAI MINERAL  
EXPLOITATION AND PROCESSING JOINT STOCK COMPANY**

- *Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2021;*
- *Pursuant to the Charter of operation and organization of Lao Cai Mineral Exploitation and Processing Joint Stock Company.*

The Board of Management of Lao Cai Mineral Exploitation and Processing Joint Stock Company respectfully submits to the General Meeting of Shareholders to authorize the Board of Directors to select an auditing unit for the 2026 Financial Statements of Lao Cai Mineral Exploitation and Processing Joint Stock Company from among the auditing companies approved by the State Securities Commission to audit companies and entities with public interest in the securities sector.

The Board of Management respectfully submits to the General Meeting of Shareholders for approval.

Sincerely thanks!

**On behalf of BOARD OF  
MANAGEMENT  
CHAIRMAN**

**VU DINH VINH**

*Note: This document may be amended, supplemented appropriately and submitted to the General Meeting of Shareholders for consideration and decision at the General Meeting*

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*Lao Cai, day ..... month 05 year 2026*

**REPORT**

**Re: Authorizing the Board of Management to decide on a number of matters within the  
authority of the General Meeting of Shareholders**

**Dear: GENERAL MEETING OF SHAREHOLDERS OF LAO CAI MINERAL  
EXPLOITATION AND PROCESSING JOINT STOCK COMPANY**

- *Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2021;*
- *Pursuant to the Charter of operation and organization of Lao Cai Mineral Exploitation and Processing Joint Stock Company.*
- *Based on the actual situation at the Company.*

On the principle of ensuring shareholders' rights, in accordance with the provisions of law and the actual situation of the company; The Board of Management respectfully submits to the General Meeting of Shareholders to authorize the Board of Management:

- Decide on transactions, contracts, loans between the Company and: Subsidiaries, Affiliates, other member companies in the group.
- Decide on investments and mergers and acquisitions with a value greater than or equal to 35% of the total asset value recorded in the Company's most recent financial report.

The Board of Management respectfully submits to the General Meeting of Shareholders for consideration and approval..

Sincerely thanks!

**On behalf of BOARD OF MANAGEMENT  
CHAIRMAN**

**VU DINH VINH**

*Note:* *This document may be amended, supplemented appropriately and submitted to the General Meeting of Shareholders for consideration and decision at the General Meeting*

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

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*Lao Cai, day ..... month 05 year 2026*

**REPORT**

**Re: Approval of remuneration for the Board of Management and Board of Supervisors**

**Dear: GENERAL MEETING OF SHAREHOLDERS OF LAO CAI MINERAL  
EXPLOITATION AND PROCESSING JOINT STOCK COMPANY**

- *Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2021;*
- *Pursuant to the Charter of operation and organization of Lao Cai Mineral Exploitation and Processing Joint Stock Company;*
- *Based on the actual situation at the Company.*

Based on the 2026 production and business plan, the Board of Management respectfully submits to the General Meeting of Shareholders for consideration and approval of the remuneration plan for members of the Board of Management and the Board of Supervisors in 2026, as follows:

1. Remuneration plan for the Board of Management and Board of Supervisors in 2026:

- Board of Management's remuneration: 1 million VND/person/month
- Board of Supervisors' remuneration: 1 million VND/person/month

In case the Company fails to complete its production and business plan in 2026: The remuneration of the Board of Management and the Board of Supervisors will be 0 VND.

The Board of Management respectfully submits to the General Meeting of Shareholders for consideration and approval.

Sincerely thanks!

**On behalf of BOARD OF MANAGEMENT  
CHAIRMAN**

**VU DINH VINH**

*Note: This document may be amended, supplemented appropriately and submitted to the General Meeting of Shareholders for consideration and decision at the General Meeting*

*Lao Cai, May 20, 2026*

**REPORT**

**About: Election of Board of Management and Board of Supervisors**

**Members for the term 2026-2031**

**Dear: GENERAL MEETING OF SHAREHOLDERS OF LAO CAI MINING AND  
PROCESSING JOINT STOCK COMPANY**

- *Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2021;*
- *Based on the Charter of Operation and Organization of Lao Cai Mineral Exploitation and Processing Joint Stock Company;*
- *Based on the actual situation at the Company*

The Board of Management and Board of Supervisors for the 2021-2026 term will conclude after the 2026 Annual General Meeting of Shareholders; In order to conduct the election of members of the Board of Management and Board of Supervisors for the 2026-2031 term, the Board of Management respectfully submits to the General Meeting the following structure for the Board of Management and Board of Supervisors for the 2026-2031 term.

**1. Election of Board of Management members for the 2026-2031 term:**

The list of qualified candidates for election to the Board of Management for the 2026-2031 term is as follows:

| <b>No</b> | <b>Name</b>      | <b>Position</b>                  |
|-----------|------------------|----------------------------------|
| 1         | Ngo Truong An    | Member of the Board of Directors |
| 2         | Nguyen Duc Thang | Member of the Board of Directors |
| 3         | Hoang Quoc Tung  | Member of the Board of Directors |

**2. Election of Board of Supervisors members for the 2026-2031 term:**

The list of qualified candidates for election to the Board of Supervisors for the 2026-2031 term is as follows:

| <b>No</b> | <b>Name</b>     | <b>Position</b>                 |
|-----------|-----------------|---------------------------------|
| 1         | Nhu Ngoc Quang  | Member of the Supervisory Board |
| 2         | Nguyen Van Tuan | Member of the Supervisory Board |
| 3         | Ngo Gia Huy     | Member of the Supervisory Board |

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

Sincere!

**ON BEHALF OF BOM  
CHAIRMAN**

**VU DINH VINH**

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**Independence - Freedom - Happiness**

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**REGULATIONS JOINT STOCK COMPANY  
JOINT STOCK COMPANY  
LAO CAI MINERAL EXPLOITATION AND  
PROCESSING**

**Lao Cai , June 2026**

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## INTRODUCTION

These charters were adopted pursuant to Resolution No. 01/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated June 24 , 2021.

## I. DEFINITION OF TERMS IN THE STATUTES

### Article 1. Explanation of Terms

1. In these Regulations, the following terms are understood as follows:

- a) *Charter capital* is the total par value of shares sold or subscribed for when a joint-stock company is established, as stipulated in Article 6 of these Charters;
- b) *Voting capital* is share capital, whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- c) *The Enterprise Law* is Law No. 59/2020/QH14 on Enterprises, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *The Securities Law* is Law No. 54/2019/QH14 on Securities, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- d) *Vietnam* is the Socialist Republic of Vietnam;
- e) *The date of establishment* is the date on which the Company is first granted its Certificate of Business Registration (Business Registration Certificate and other equivalent documents);
- g) *The business executives* are the General Director, Deputy Director (Deputy General Director), Chief Accountant, and other executives as stipulated in the company's charter;

- h) *Business managers* are those who manage the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial positions as stipulated in the company's charter;
  - i) *Related parties* are individuals and organizations as stipulated in Clause 46, Article 4 of the Securities Law ;
  - k) *Shareholders* are individuals or organizations that own at least one share of a joint-stock company;
  - l) *Founding shareholders* are shareholders who own at least one common share and sign the list of founding shareholders of the joint-stock company;
  - m) *Major shareholders* are those defined in Clause 18, Article 4 of the Securities Law ;
  - n) *The operating period* is the period of operation of the Company as stipulated in Article 2 of these Charters and any extension period (if any) approved by the General Meeting of Shareholders of the Company;
  - o) *The stock exchange* refers to the Vietnam Stock Exchange and its subsidiaries.
2. In these Statutes, references to one or more other regulations or documents, including amendments, supplements, or replacements, are prohibited.
3. The headings (Sections, Articles of these Regulations) are used for convenience in understanding the content and do not affect the content of these Regulations.

## **II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, head office, branches, representative offices, business locations and operating period of the Company**

#### **1. Company Name**

- Company name written in Vietnamese: **Lao Cai Mineral Exploitation and Processing Joint Stock Company**
- Company name written in a foreign language: **Lao cai Mineral Exploitation and Processing Joint Stock Company**
- Company Name abbreviation: **LAOCAI JSC**

2. The company is a joint-stock company with legal personality in accordance with current Vietnamese law.

3. Registered office of the Company: **House number 28B, Phan Dinh Giot Street, Lao Cai Ward , Lao Cai City, Lao Cai Province.**

- Head office address: **28B Phan Dinh Giot Street, Lao Cai Ward , Lao Cai City, Lao Cai Province.**

- Phone: 0214.3830036 Fax: 0214.3830036

- Email: [khoangsanlaocai86@gmail.com](mailto:khoangsanlaocai86@gmail.com)

Website: [khoangsanlaocai.com.vn](http://khoangsanlaocai.com.vn)

4. The Company may establish branches and representative offices in the business area to carry out 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 Company ceases operations before the deadline stipulated in Clause 2 of Article 59 or extends its operations as stipulated in Article 60 of these Charters, the Company's operating period is indefinite from the date of establishment.

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

The company has one legal representative : the General Director.

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

### **Article 4. Objectives of the Company's Operations**

1. The company's business lines and activities:

- Import and export services;
- Extraction of rare precious metal ores;
- Details: Exploitation, processing, and trading of ferrous and non-ferrous metal ores;
- Buying and selling machinery, equipment, and spare parts;
- Providing consulting and support services for mineral extraction activities;
- Buying, selling, and manufacturing building materials;
- Trading, importing and exporting crude oil, coal and their products; trading chemicals, supplies, and fertilizers for industrial and agricultural use;
- Import and export business of agricultural, forestry, and aquatic products;
- Construction of various types of buildings; Construction of other civil engineering works;
- Inland waterway freight transport; Extraction of stone, sand, gravel, and clay;
- Other specialized wholesale trade not classified elsewhere: Details: Coal, stone, sand, gravel; Trading in telecommunications service payment cards, equipment with attached telecommunications subscriber numbers;
- Other forms of retail not elsewhere classified: Details: Coal, stone, sand, gravel;
- Iron ore mining; Specialized design activities: Details: Interior decoration;
- Leasing of machinery, equipment and other tangible goods; Leasing of non-financial intangible assets;
- Coastal and ocean freight transport; Road freight transport;
- Diplomatic activities;
- Installation of electrical systems; Installation of other building systems; Other specialized construction activities;
- Maintenance and repair of automobiles and other motor vehicles;
- Selling spare parts and accessories for automobiles and other motor vehicles;
- Motorcycle maintenance and repair; Sale of motorcycle parts and accessories;
- Completing construction projects; Organizing trade fairs and promotional activities;
- Retail sale of hardware, paint, glass and other installation equipment for construction in specialized stores;
- Wholesale of other building materials and installation equipment;
- Warehousing and goods storage;
- Motor vehicle rental;
- Demolition and site preparation;
- Wholesale of machinery, equipment and other machine parts;
- Other road passenger transport; Cargo handling;
- Other professional, scientific and technological activities not elsewhere classified;

- Install water supply and drainage systems, heating and air conditioning systems;
  - Extraction of chemical and fertilizer minerals;
  - Peat extraction and collection; Stone cutting, shaping, and finishing;
  - Coastal and ocean passenger transport; Inland waterway passenger transport;
  - Construction of public works;
  - Extraction of uranium and thorium ores; Production of building materials from clay.
2. Company's operational objectives:
- a) Mobilize and utilize capital most effectively, continuously organize and develop business activities in various fields with the aim of maximizing reasonable profits.
  - b) To achieve sustainable growth for all company shareholders, increase contributions to the state budget, and develop the company into an increasingly strong entity;
  - c) To create stable jobs and improve the income and living standards of workers;

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

The company is permitted to conduct business activities in the sectors specified in this Charter, having registered and notified changes to its registration to the business registration authority and published them on the National Business Registration Portal.

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

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

1. The company's charter capital is VND 246,330,000,000 (Two hundred forty-six billion three hundred thirty million dong).

The company's total charter capital is divided into 24,633,000 shares (twenty-four million six hundred and thirty-three thousand shares) with a par value of VND 10,000 per share.

2. The company may change its charter capital with the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.

3. The Company's shares on the date of adoption of these Charters include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of these Charters.

4. The company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.

5. The Company may purchase shares issued by itself in the manner prescribed in these Articles of Association and applicable law.

6. The company may issue other types of securities as prescribed by law.

#### **Article 7. Stock Certificate**

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

2. Shares are securities that confirm the legal rights and interests of the owner in a portion of the share capital of the issuing organization. Shares must contain all the information as prescribed in Clause 1, Article 121 of the Enterprise Law .

3. Within 10 days from the date of submitting a complete application for the transfer of share ownership as stipulated by the Company, or within 10 days from the date of full payment for the shares as stipulated in the Company's share issuance plan (or other period as stipulated in the

issuance terms), the shareholder shall be issued a share certificate. The shareholder shall not be required to pay the Company the cost of printing the share certificate.

4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued the certificate by the Company upon the shareholder's request. The shareholder's request must include the following information:

- a) Information about shares that have been lost, damaged, or otherwise destroyed;
- b) Commitment to assume responsibility for any disputes arising from the reissuance of new shares.

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

The Company's bond certificates or other securities certificates are issued bearing the signature of the legal representative and the Company's seal.

#### **Article 9. Transfer of shares**

1. All shares are freely transferable unless otherwise provided by these Articles of Association and the law. Shares listed and registered for trading on the stock exchange are transferred in accordance with the provisions of the law on securities and the securities market.

2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as stipulated by law.

#### **Article 10. Reclamation of shares (in the case of business registration)**

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to demand that the shareholder pay the remaining amount and be liable for the Company's financial obligations arising from the failure to pay, corresponding to the total par value of the registered shares.

2. The aforementioned payment notice must clearly state the new payment deadline (at least 7 days from the date of sending the notice), the payment location, and must specify that in case of non-payment as required, any outstanding shares will be forfeited.

3. The Board of Directors has the right to reclaim shares that have not been fully and timely paid for if the requirements in the aforementioned notice are not met.

4. Repurchased shares are considered shares authorized for sale as stipulated in Clause 3, Article 112 of the Enterprise Law . The Board of Directors may directly or authorize the sale and redistribution of these shares under conditions and in a manner that the Board of Directors deems appropriate.

5. Shareholders holding repurchased shares must relinquish their shareholder status with respect to those shares, but remain liable for the Company's financial obligations arising at the time of repurchase, as determined by the Board of Directors, from the date of repurchase until the date of payment, in proportion to the total par value of the shares they registered to purchase. The Board of Directors has the full right to decide on the enforcement of payment of the full value of the shares at the time of repurchase.

6. The recall notice is sent to the holder of the recalled shares before the recall takes place. The recall remains valid even in the event of errors or negligence in sending the notice.

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

### **Article 11. Organizational structure, governance and control**

The Company's organizational structure for management, administration, and control includes:

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

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

### **Article 12. Rights of Shareholders**

1. Ordinary shareholders have the following rights:

- a) To attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms as prescribed by the company's charter and the law. Each common share has one voting right;
  - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c) Priority shall be given to purchasing new shares in proportion to each shareholder's ownership of common shares in the Company;
  - d) Freely transfer their shares to others, except as stipulated in Clause 3 of Article 120, Clause 1 of Article 127 of the Enterprise Law and other relevant legal provisions;
  - d) Review, search, and retrieve information regarding names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information about oneself;
  - e) Review, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - g) When the Company is dissolved or goes bankrupt, receive a portion of the remaining assets in proportion to their shareholding in the Company;
  - h) Request the Company to repurchase shares in the cases stipulated in Article 132 of the Enterprise Law ;
  - i) Equal treatment. Each share of the same class confers equal rights, obligations, and benefits on the shareholder. In the case of preferred shares, the rights and obligations associated with these preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
  - k) To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
  - l) To have their legitimate 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 Statutes.
2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the following rights:
- a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law ;

- b) Review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;
  - c) Request the Board of Supervisors to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal document number of individual shareholders; name, business registration number or legal document number of organizational shareholders, and registered office address; number of shares and registration date of each shareholder, total number of shares of the entire group of shareholders, and ownership percentage in the total shares of the Company; the issue to be examined and the purpose of the examination;
  - d) Proposals for inclusion in the General Shareholders' Meeting agenda. Proposals must be in writing and submitted to the Company no later than 3 working days before the meeting date. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda;
  - d) Other rights as prescribed by law and these Statutes.
3. Shareholders or groups of shareholders owning 10 % or more of the total number of common shares or having the right to nominate individuals to the Board of Directors and the Board of Supervisors. In this case, the nomination of individuals to the Board of Directors and the Board of Supervisors shall be carried out as follows:
- a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
  - b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Board of Supervisors. If the number of candidates nominated by the shareholder or group 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 Board of Supervisors, and other shareholders.

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

Common shareholders have the following obligations:

1. Pay for the shares you committed to purchase in full and on time.
2. Shareholders are not permitted to withdraw contributed capital in the form of common shares from the Company in any form, except in cases where the shares are repurchased by the Company or another party. If a shareholder withdraws part or all of their contributed capital in violation of this provision, that shareholder and any related parties in the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.
3. Comply with the company's charter and internal management regulations.

4. Comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Maintain the confidentiality of information provided by the Company in accordance with the Company Charter and the law; use the provided information only to exercise and protect your legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the Company to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise voting rights through the following methods:
  - a) Attend and vote directly at the meeting;
  - b) Authorize other individuals or organizations to attend and vote at the meeting;
  - c) Attend and vote via online conference, electronic voting, or other electronic means;
  - d) Send the ballot to the meeting via mail, fax, or email;
  - d) Submitting voting ballots by other means as prescribed in the company's charter.
7. I will be held personally liable if, in any form, I commit any of the following acts in the name of the Company:
  - a) Violation of the law;
  - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c) Pay off debts that are not yet due in order to mitigate financial risks to the Company.
8. Fulfill other obligations as required by applicable law.

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

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet annually once a year and within four (04) months from the end of the financial year. The Board of Directors shall decide to extend the annual General Meeting of Shareholders if necessary, but not more than six months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders shall be determined by where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable venue. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Articles of Association, particularly approving the audited annual financial statements. If the audited annual financial statements of the Company contain material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing firm that audited the Company's financial statements to attend the Annual General Meeting of Shareholders. The representative of the approved auditing firm is obligated to attend 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 remaining number of members of the Board of Directors and the Board of Supervisors is less than the minimum number of members required by law;

c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law ; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and include sufficient signatures of the relevant shareholders;

d) At the request of the Board of Supervisors;

d. Other cases as prescribed by law and these Regulations.

4. Convene an extraordinary general meeting of shareholders.

a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors is as stipulated in point b, clause 3 of this Article, or upon receiving the request stipulated in points c and d, clause 3 of this Article;

b) If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, then within the next 30 days, the Board of Supervisors shall replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Enterprise Law ;

c) If the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed in point b, clause 4 of this Article, the shareholder or group of shareholders specified in point c, clause 3 of this Article has the right to request the Company's representative to convene a General Meeting of Shareholders in accordance with the Law on Enterprises;

d) Procedures for organizing a General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Enterprise Law .

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

1. The General Meeting of Shareholders has the following rights and obligations:

a) Through the company's development strategy;

b) Deciding on the types of shares and the total number of shares of each type authorized for sale; deciding on the annual dividend rate for each type of share;

c) Electing, dismissing, and removing members of the Board of Directors and members of the Board of Supervisors;

d) Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;

d) Decisions to amend or supplement the company's charter;

e) Through annual financial reports;

g) Decision to repurchase more than 10% of the total number of shares sold of each class;

h) Review and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;

i) Decisions on reorganizing or dissolving the Company;

k) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

l) Approve the Internal Governance Regulations; the Operating Regulations of the Board of Directors and the Board of Supervisors;

m) Approve the list of approved auditing firms; decide which auditing firms are approved to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;

n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discussed and approved the following matters:

a) The company's annual business plan;

b) Audited annual financial statements;

c) Reports from the Board of Directors on the governance and performance of the Board of Directors and from each member of the Board of Directors;

d) Report of the Board of Supervisors on the Company's business results, the performance of the Board of Directors, and the General Director;

d) Self-assessment report on the performance of the Board of Supervisors and its members;

e) The dividend rate per share for each class;

g) Number of members of the Board of Directors and the Board of Supervisors;

h) Electing, dismissing, and removing members of the Board of Directors and members of the Board of Supervisors;

i) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

k) Approve the list of approved auditing firms; decide which auditing firm is approved to conduct audits of the company's operations when deemed necessary;

l) Supplementing and amending the company's charter;

m) The type of shares and the number of new shares to be issued for each type of share, and the transfer of shares by founding members within the first three years from the date of establishment;

n) Dividing, separating, merging, consolidating or transforming the Company;

o) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;

p) Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;

q) Decision to repurchase more than 10% of the total number of shares sold of each class;

r) The company enters into contracts or transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total value of the company's assets as recorded in the most recent financial statement;

s) Approving transactions as stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;

t) Approve the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Board of Supervisors;

u) Other matters as prescribed by law and these Statutes.

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

## **Article 16. Authorization to attend the General Meeting of Shareholders**

1. Shareholders, or authorized representatives of shareholders that are organizations, may attend meetings in person or authorize one or more other individuals or organizations to attend, or attend through one of the forms stipulated 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 as stipulated in Clause 1 of this Article must be in writing. The authorization document shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

Authorized representatives attending the General Meeting of Shareholders must submit the authorization document when registering to attend. In case of sub-authorization, the representative must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Company).

3. The voting ballot of a person authorized to attend the meeting within the scope of their authorization remains valid in the following cases, except in the following case:

- a) The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;
- b) The person who granted the authorization has revoked the designation;
- c) The grantor has revoked the authority of the grantee.

This clause does not apply if 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 17. Changes to Rights**

1. Changes or cancellations of special rights associated with a class of preferred shares take effect when approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning adverse changes to the rights and obligations of preferred shareholders shall only be adopted if approved by preferred shareholders of the same class present at the meeting who own 75% or more of the total preferred shares of that class, or approved by preferred shareholders of the same class who own 75% or more of the total preferred shares of that class in the case of a resolution adopted by written ballot.

2. The holding of a meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting shall be rescheduled within the next 30 days, and those shareholders of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have met the required number of representatives. At the meetings of shareholders holding the aforementioned preferred shares, those shareholders present in person or through their representatives may request a secret ballot. Each share of the same class has equal voting rights at these meetings.

3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 19, 20 and 21 of these Regulations.

4. Unless otherwise stipulated in the terms of the share issuance, the special rights associated with preferred shares concerning some or all matters relating to the distribution of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.

### **Article 18. Convening the meeting, meeting agenda, and notice of invitation to the General Meeting of Shareholders.**

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 3, Article 14 of these Charters.

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

a) Prepare a list of shareholders eligible to attend 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 10 days in advance. Before sending the notice inviting shareholders to the General Meeting, the company must disclose information about the list of shareholders entitled to attend the General Meeting at least 20 days before the final registration date;

b) Prepare the program and content for the congress;

c) Prepare documents for the conference;

d) Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting;

d) Determine the time and location for holding the congress;

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

g) Other tasks related to the congress.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also be published on the Company's website and the website of the State Securities Commission and the stock exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In cases where documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

a) Meeting agenda and materials to be used in the meeting;

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

c) Voting slip;

d) Draft resolutions for each item on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of these Charters have the right to propose issues to be included in the agenda of the General Meeting of

Shareholders. Proposals must be in writing and must be sent to the Company no later than 3 working days before the opening of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the issue proposed for inclusion in the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject the proposal stipulated in Clause 4 of this Article if it falls under one of the following cases:

- a) The petition was submitted in violation of 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 12 of these Charters;
- c) The proposed issue falls outside the scope of authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and these Regulations.

6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except as provided in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 19. Conditions for holding a General Meeting of Shareholders**

1. A General Meeting of Shareholders is convened when the number of shareholders present represents more than 50% of the total voting rights.

2. If the first meeting does not meet the quorum requirements as stipulated in Clause 1 of this Article, a notice inviting shareholders to a second meeting shall be sent within 30 days from the date of the first scheduled meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending represents 33% or more of the total voting shares.

3. If the second meeting fails to meet the quorum requirements as stipulated in Clause 2 of this Article, a notice inviting shareholders to a third meeting must be sent within 20 days of the scheduled date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes cast by the shareholders present.

#### **Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Before the meeting commences, the Company must conduct shareholder registration and continue the registration process until all shareholders entitled to attend the meeting have registered, following this procedure:

- a) When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes cast by that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. At the meeting, the voting cards in favor of the resolution are collected first, followed by those against the resolution, and finally, the total number of votes in favor or against is counted to make a decision. The results of the vote count are announced by the Chairman immediately before the meeting adjourns. The General Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of previously voted-on items remains unchanged.

2. The election of the chairperson, secretary, and vote counting committee is regulated as follows:

a) The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect a presiding officer from among those present, and the person with the highest number of votes shall preside over the meeting;

b) Except as provided in point a of this clause, the signatory convening the General Meeting of Shareholders shall preside over the meeting so that the General Meeting of Shareholders can elect the chairman of the meeting, and the person with the highest number of votes shall be the chairman of the meeting;

c) The chairperson appoints one or more people to act as meeting secretaries;

d) The General Meeting of Shareholders shall elect one or more members to the vote counting committee upon the recommendation of the meeting chairman.

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 allocated to each item on the 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 reflecting the wishes of the majority of attendees.

a) Arrange seating at the venue for the Shareholders' General Meeting;

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

c) To facilitate shareholder attendance (or continued attendance) at the general meeting. The person convening the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Measures applied may include issuing entry passes or using other selection methods.

5. The General Meeting of Shareholders will discuss and vote on each item on the agenda. Voting will be conducted by vote of approval, disapproval, and abstention. The results of the vote count will be announced by the chairperson immediately before the meeting adjourns.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced may still register and have the right to vote immediately after registration; in this case, the validity of any previously voted-on items remains unchanged.

7. The person convening or presiding over the General Meeting of Shareholders has the following rights:

a) Require all meeting attendees to undergo security checks or other lawful and reasonable 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, hinder the normal progress of the meeting, or fail to comply with security checks from the General Meeting of Shareholders.

8. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone or change the meeting location in the following cases:

- a) The meeting venue does not have enough convenient seating for all attendees;
- b) The communication facilities at the meeting venue do not ensure that shareholders attending the meeting can participate in discussions and vote;
- c) Some attendees obstruct or disrupt the meeting, potentially preventing it from being conducted fairly and lawfully.

9. If the chairperson postpones or suspends the General Meeting of Shareholders in violation of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions adopted at that meeting shall be effective and enforceable.

10. In cases where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.

### **Article 21. Conditions for the adoption of a Resolution of the General Meeting of Shareholders**

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting, except as provided 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 industry, occupation, and business sector;
- c) Changes to the company's organizational and management structure;
- d) Investment projects or asset sales with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, unless the Company's charter stipulates a different percentage or value;
- d) Reorganize or dissolve the Company;

2. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders present at the meeting, except in cases stipulated in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Enterprise Law, where the specific percentage is prescribed in the company's charter.

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

**Article 22. Authority and procedures for obtaining shareholder opinions in writing to adopt resolutions of the General Meeting of Shareholders.**

The authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders are carried out according to the following regulations:

1. The Board of Directors has the right to solicit shareholder opinions in writing to approve all matters within the authority of the General Meeting of Shareholders at any time when deemed necessary for the benefit of the Company.
2. The Board of Directors must prepare the ballot, the draft resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution, and send them to all shareholders with voting rights at least 10 days before the deadline for returning the ballot. The requirements and methods for sending the ballot and accompanying documents shall be implemented in accordance with Clause 3, Article 18 of these Charters.
3. The feedback form must include the following key information:
  - a) Name, address of head office, business registration number;
  - b) Purpose of soliciting opinions;
  - c) Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the organization shareholder; or full name, contact address, nationality, and legal document number of the representative of the organization shareholder; number of shares of each class and voting rights of the shareholder;
  - d) Issues requiring consultation before a decision can be made;
  - d) The voting options include "agree," "disagree," and "no opinion" for each issue being considered;
  - e) Deadline for returning the answered feedback forms to the Company;
  - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may submit their completed opinion ballots to the Company by mail, fax, or email in accordance with the following regulations:
  - a) In the case of mailing, the answered opinion ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. Opinion ballots sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the ballots are counted;
  - b) In case of sending by fax or email, the opinion poll forms sent to the Company must be kept confidential until the time of vote counting;
  - c) Opinion ballots sent to the Company after the deadline specified in the ballot, or that have been opened in the case of mail submissions or disclosed in the case of fax or email submissions, are invalid. Unsubmitted ballots will be considered as non-voting ballots.
5. The Board of Directors shall count the votes and prepare a vote counting report in the presence of the Board of Supervisors or shareholders who do not hold management positions in the Company. The vote counting report must include the following main contents:
  - a) Name, address of head office, business registration number;
  - b) The purpose and issues requiring consultation for the resolution to be adopted;

- c) The number of shareholders and the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with an appendix listing the shareholders who participated in the vote;
- d) The total number of votes in favor, against, and abstentions for each issue;
- d) The issue that was approved and the corresponding percentage of votes in favor;
- e) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Board members, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote count record; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

6. The vote count minutes and resolutions must be sent to shareholders within 15 days of the completion of the vote count. Sending the vote count minutes and resolutions may be replaced by posting them on the Company's website within 24 hours of the completion of the vote count.

7. The completed ballots, vote counting records, adopted resolutions, and related documents accompanying the ballots must all be kept at the Company's head office.

8. A resolution is adopted by written shareholder consultation if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and has the same value as a resolution adopted at a General Meeting of Shareholders.

### **Article 23. Resolutions and Minutes of the General Meeting of Shareholders**

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

- a) Name, address of head office, business registration number;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full names of the chairperson and secretary;
- d) Summarize the proceedings and the opinions expressed at the General Shareholders' Meeting on each item on the agenda;
- e) The number of shareholders and the total number of voting rights of shareholders attending the meeting, an appendix listing registered shareholders, and shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;
- g) The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting;
- h) Issues that were approved and the corresponding percentage of votes in favor;
- i) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and containing all the information as stipulated in this clause. The meeting minutes shall clearly state the reason why the chairperson or secretary refused to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.
3. Minutes drawn up in both Vietnamese and foreign languages have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign-language minutes, the content in the Vietnamese minutes shall prevail.
4. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders with their signatures, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be kept at the Company's head office.

#### **Article 24. Request for annulment of a Shareholders' General Meeting Resolution**

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote count results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening meetings and making decisions by the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the company's charter, except as stipulated in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or these Statutes.

## **VII. BOARD OF MANAGEMENT**

#### **Article 25. Nomination and candidacy of Board of Management members**

1. Once candidates for the Board of Management have been identified, the Company must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Management must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Management. Information related to candidates for the Board of Management that must be published includes:

- a) Full name, date of birth (day, month, year);
  - b) Professional qualifications;
  - c) Work experience;
  - d) Other managerial positions (including board positions in other companies);
  - d) Interests related to the Company and its related parties;
  - e) Other information (if any) as stipulated in the company's charter;
  - g) Public companies are responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Management, other management positions, and any related interests in the candidate's Board of Management (if any).
2. Shareholders holding common stock have the right to pool their voting rights to nominate candidates. Board of Management candidates. Shareholders or groups of shareholders holding

from 10% to less than 10%. 20% of the total voting shares can nominate a maximum of one (01) candidate; from 20% Less than 30% can nominate a maximum of two (02) candidates; from 30% to less than 40% can nominate a maximum of two (02) candidates. maximum three (03) candidates; from 40% to under 50% nominated maximum four (04) candidates; from 50% Those with more qualifications have the right to nominate a sufficient number of candidates.

The list of nominees must be in writing and must be submitted to the Company at least 5 days in advance. Work to be done before the opening of the Shareholders' General Meeting.

3. If the number of candidates for the Board of Management, nominated through both the nomination and candidacy process, is still insufficient to meet the requirements stipulated in Clause 5, Article 115 of the Enterprise Law , the incumbent Board of Management shall nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the Board of Management' operating regulations. The incumbent Board of Management' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Management in accordance with the law.

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

## **Article 26. Composition and term of office of the Board of Management members**

1. The Board of Management has 5 members.

2. The term of office for a member of the Board of Management shall not exceed 5 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Management of a company for no more than 2 consecutive terms. If all members of the Board of Management complete their terms at the same time, those members shall continue to be members of the Board of Management until new members are elected to replace them and take over the work.

3. The structure of the Board of Management is as follows:

The company's Board of Management must ensure that at least one-third of the total number of Board members are non-executive members. The company minimizes the number of Board members who also hold executive positions within the company to ensure the independence of the Board of Management.

4. A member of the Board of Management loses their status as a member of the Board of Management if they are dismissed, removed from office, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law .

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

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

## **Article 27. Powers and obligations of the Board of Management**

1. The Board of Management is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except

for those rights and obligations that fall under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Management are stipulated by law, the company's charter, and the General Meeting of Shareholders. Specifically, the Board of Management has the following rights and obligations:

- a) Deciding on the Company's strategic plan, medium-term development plan, and annual business plan;
- b) Propose the types of shares and the total number of shares authorized for sale for each type;
- c) Decisions to sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means;
- d) Deciding on the selling price of the Company's shares and bonds;
- d) Decisions to repurchase shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law ;
- e) Deciding on investment options and investment projects within the authority and limits prescribed by law;
- g) Deciding on solutions for market development, marketing, and technology;
- h) Through purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, and contracts and transactions falling under the authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, clauses 1 and 3, Article 167 of the Enterprise Law ;
- i) Electing, dismissing, and removing the Chairman of the Board of Management; appointing, dismissing, signing contracts with, and terminating contracts with the General Director and other key managers as stipulated in the company's charter; deciding on the salaries, remuneration, bonuses, and other benefits of those managers; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those representatives;
- k) Supervising and directing the General Director and other managers in the daily operation of the Company's business;
- l) Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
- m) Reviewing the agenda 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) Submit the audited annual financial statements to the General Meeting of Shareholders;
- o) Propose the dividend rate to be paid; decide on the timeframe and procedures for paying dividends or handling losses incurred during business operations;
- p) Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;
- q) Decisions on the promulgation of the Board of Management' operating regulations and internal regulations on corporate governance after approval by the General Meeting of Shareholders; decisions on the promulgation of the Audit Committee's operating regulations under the Board of Management and regulations on company 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 Management must report to the General Meeting of Shareholders on the results of the Board of Management' activities as prescribed in Article 280 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.

### **Article 28. Remuneration, bonuses and other benefits of members of the Board of Management**

1. The company has the right to pay remuneration and bonuses to members of the Board of Management based on business results and performance.

2. Members of the Board of Management are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Management determines the remuneration for each member by mutual agreement. The total amount of remuneration and bonuses for the Board of Management is decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each member of the Board of Management is included in the Company's business expenses in accordance with the law on corporate income tax, 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.

4. Members of the Board of Management are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing their duties as members of the Board of Management, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Management, or subcommittees of the Board of Management.

5. Members of the Board of Management may be insured by the Company for liability insurance after approval by the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and the Company's Articles of Association.

### **Article 29. Chairman of the Board of Management**

1. The Chairman of the Board of Management is elected, dismissed, or removed from office by the Board of Management from among its members.

2. The Chairman of the Board of Management may not also hold the position of General Director.

3. The Chairman of the Board of Management has the following rights and obligations:

a) Develop the program and plan of activities for the Board of Management;

b) Prepare the agenda, content, and documents for the meeting; convene, preside over, and chair the Board of Management meeting;

c) Organizing the adoption of resolutions and decisions by the Board of Management;

d) Monitoring the implementation of resolutions and decisions of the Board of Management;

(d) Presiding over the General Meeting of Shareholders;

e) Other rights and obligations as stipulated in the Enterprise Law and the company's charter.

4. In the event that the Chairman of the Board of Management submits a resignation letter or is dismissed or removed from office, the Board of Management must elect a replacement within 10 days from the date of receiving the resignation letter or dismissal/removal.

5. In the absence of the Chairman of the Board of Management or inability to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Management. If there is no authorized person, or if the Chairman of the Board of Management dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is incapacitated or lacks civil capacity, has difficulties in understanding or controlling his/her actions, or is prohibited by the Court from holding office, practicing a profession, or performing a specific job, then the remaining members shall elect one of them to hold the position of Chairman of the Board of Management by a majority vote until a new decision is made by the Board of Management.

### **Article 30. Meetings of the Board of Management**

1. The Chairman of the Board of Management shall be elected at the first meeting of the Board of Management within 7 working days from the date of the conclusion of the election of that Board of Management. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest number of votes or the same percentage of votes, the members shall elect by majority vote to choose one of them to convene the meeting of the Board of Management.

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

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

a) Upon the recommendation of the Board of Supervisors or an independent member of the Board of Management;

b) Based on a proposal from the General Director or at least 05 other managers;

c) A proposal must be submitted by at least two members of the Board of Management;

4. Proposals stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the authority of the Board of Management in making decisions.

5. The Chairman of the Board of Management must convene a meeting of the Board of Management within 7 working days from the date of receiving the request as stipulated in Clause 3 of this Article. If the Chairman of the Board of Management fails to convene a meeting as requested, he/she shall be liable for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Management in convening the meeting.

6. The Chairman of the Board of Management or the person convening the Board meeting must send a notice of meeting at least 3 working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballots of the members.

Notices inviting members to the Board of Management meeting may be sent by invitation, telephone, fax, electronic means, or other methods as stipulated in the company's charter, and must be ensured to reach the contact address of each member of the Board of Management registered with the Company.

7. The Chairman of the Board of Management or the person convening the meeting shall send the notice of meeting and accompanying documents to the members of the Board of Supervisors in the same manner as to the members of the Board of Management.

Members of the Board of Supervisors have the right to attend Board of Management meetings; they have the right to participate in discussions but do not have the right to vote.

8. A Board of Management meeting shall be held when at least three-quarters of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within seven days from the date of the first scheduled meeting, unless the company's charter stipulates a shorter period. In this case, the meeting shall be held if more than half of the Board of Management are present.

9. A member of the Board of Management shall be deemed to have attended and voted at the meeting in the following circumstances:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote via online conference, electronic voting, or other electronic means;
- d) Send the ballot to the meeting via mail, fax, or email;
- d) Submitting the ballot by other means.

10. In the case of sending ballots to the meeting by mail, the ballots must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Management no later than one hour before the meeting begins. The ballots may only be opened in the presence of all attendees.

11. Members must attend all Board of Management meetings. Members may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board of Management members.

12. Resolutions and decisions of the Board of Management are adopted if approved by a majority of the members present; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Management.

### **Article 31. Person in charge of company administration**

1. The Company's Board of Management must appoint at least one person in charge of corporate governance to support corporate governance within the enterprise. The person in charge of corporate governance may also serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law .

2. The person in charge of corporate governance may not simultaneously work for an approved auditing firm that is auditing the Company's financial statements.

3. The person in charge of company administration has the following rights and responsibilities:

- a) Advising the Board of Management on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders;
- b) Prepare for meetings of the Board of Management, Board of Supervisors, and General Shareholders' Meeting as requested by the Board of Management or the Board of Supervisors;
- c) Providing advice on meeting procedures;
- d) Attend meetings;

- d) Advising on procedures for drafting resolutions of the Board of Management in accordance with legal regulations;
- e) Provide financial information, copies of Board of Management meeting minutes, and other information to members of the Board of Management and members of the Board of Supervisors;
- g) Monitor and report to the Board of Management on the Company's information disclosure activities;
- h) To serve as the point of contact with relevant stakeholders;
- i) Maintaining confidentiality of information in accordance with legal regulations and the company's charter;
- k) Other rights and obligations as prescribed by law and the company's charter.

## **VIII. GENERAL MANAGER AND OTHER EXECUTIVES**

### **Article 32. Organizational structure of the management apparatus**

The Company's management system must ensure that the management team is accountable to the Board of Management and is subject to the supervision and direction of the Board of Management in the Company's daily business operations. The Company has a General Director, Deputy Directors (Deputy General Directors), Chief Accountant, and other management positions appointed by the Board of Management. The appointment, dismissal, and removal of the aforementioned positions must be approved by resolution or decision of the Board of Management.

### **Article 33. Company Managers**

1. The company's management includes the General Director, Deputy Director (Deputy General Director), Chief Accountant, and other executives as stipulated in the company's charter.
2. Upon the recommendation of the General Director and with the approval of the Board of Management, the Company may recruit other executives in a number and with qualifications appropriate to the Company's structure and management regulations as stipulated by the Board of Management. These executives are responsible for supporting the Company in achieving its operational and organizational goals.
3. The General Director receives a salary and bonuses. The General Director's salary and bonuses are determined by the Board of Management.
4. Executive salaries are included in the Company's business expenses in accordance with the law on corporate income tax, are 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 34. Appointment, dismissal, duties and powers of the General Director**

1. The Board of Management appoints one member of the Board of Management or hires another person to serve as the General Director.
2. The General Director is responsible for managing the Company's day-to-day business operations; is subject to the supervision of the Board of Management; and is accountable to the Board of Management and to the law for the exercise of assigned rights and obligations.
3. The term of office of the General Director shall not exceed 5 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions stipulated by law and the company's charter.
4. The General Director has the following rights and responsibilities:

- a) To decide on matters relating to the Company's day-to-day business operations that do not fall within the authority of the Board of Management;
  - b) To organize the implementation of resolutions and decisions of the Board of Management;
  - c) To organize the implementation of the Company's business plan and investment plan;
  - d) Propose organizational structure and internal management regulations for the Company;
  - d) Appointing, dismissing, and removing management positions within the Company, except for positions under the authority of the Board of Management;
  - e) Deciding on salaries and other benefits for employees in the Company, including managers appointed by the General Director;
  - g) Recruitment of employees;
  - h) Propose a plan for paying dividends 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 Management.
5. The Board of Management may dismiss the CEO when a majority of the Board members with voting rights present at the meeting approve and appoint a new CEO to replace him.

## **IX. BOARD OF SUPERVISORS**

### **Article 35. Nomination and candidacy of members of the Board of Supervisors (Supervisors)**

1. The nomination and election of members of the Board of Supervisors shall be carried out in accordance with the provisions of Clauses 1 and 2 of Article 25 of these Charters.
2. If the number of candidates for the Board of Supervisors nominated through election and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the Board of Supervisors's operating regulations. The incumbent Board of Supervisors's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

### **Article 37. Composition of the Board of Supervisors**

1. The number of members on the Company's Board of Supervisors is 3. The term of office for a member of the Board of Supervisors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.
2. Members of the Board of Supervisors must meet the standards and conditions stipulated in Article 169 of the Enterprise Law and must not fall under the following cases:
  - a) Working in the accounting and finance department of the Company;
  - b) Being a member or employee of an independent auditing firm that audited the company's financial statements for the three consecutive years preceding the audit.
3. Members of the Board of Supervisors shall be dismissed in the following cases:
  - a) No longer meets the qualifications and conditions to be a member of the Board of Supervisors as stipulated in Clause 2 of this Article;
  - b) A resignation letter has been submitted and accepted;
4. Members of the Board of Supervisors shall be dismissed in the following cases:

- a) Failure to complete assigned tasks or duties;
- b) Failing to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;
- c) Repeated and serious violations of the obligations of a member of the Board of Supervisors as stipulated in the Enterprise Law and the company's charter;
- d) Other cases as decided by the General Meeting of Shareholders.

### **Article 38. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, and removal are based on a majority vote. More than half of the members of the Board of Supervisors must be residents of Vietnam. The Head of the Board of Supervisors 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 operations of the enterprise.

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

- a) Convene a meeting of the Board of Supervisors;
- b) Request the Board of Management, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
- c) Prepare and sign the Board of Supervisors's report after consulting with the Board of Management, for submission to the General Meeting of Shareholders.

### **Article 39. Rights and obligations of the Board of Supervisors**

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

- 1. Propose and recommend to the General Meeting of Shareholders to approve the list of auditing firms approved to audit the Company's financial statements; decide on the auditing firm approved to conduct the Company's operational inspection, and dismiss approved auditors when deemed necessary.
- 2. Be accountable to shareholders for your supervisory activities.
- 3. Monitoring the company's financial situation and ensuring compliance with the law in the operations of the Board of Management members, the General Director, and other managers.
- 4. Ensure coordinated activities with the Board of Management, the General Director, and shareholders.
- 5. In the event of discovering any violations of the law or the company's charter by members of the Board of Management, the General Director, or other executives of the enterprise, the Board of Supervisors must notify the Board of Management in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.
- 6. Develop the operating regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
- 7. Reporting to the General Meeting of Shareholders as prescribed in Article 290 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.

8. Has the right to access the Company's records and documents kept at the head office, branches, and other locations; has the right to visit the workplaces of the Company's managers and employees during working hours.
9. Has the right to request the Board of Management, members of the Board of Management, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company.
10. Other rights and obligations as prescribed by law and these Statutes.

#### **Article 40. Meetings of the Board of Supervisors**

1. The Board of Supervisors must meet at least twice a year, with at least two-thirds of its members attending. Minutes of the Board of Supervisors meetings must be detailed and clear. The person recording the minutes and all attending Board of Supervisors members must sign the meeting minutes. Minutes of Board of Supervisors meetings must be kept to determine the responsibilities of each Board of Supervisors member.
2. The Board of Supervisors has the right to request members of the Board of Management, the General Director, and representatives of approved auditing firms to attend and answer questions requiring clarification.

#### **Article 41. Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors**

Salaries, remuneration, bonuses, and other benefits for members of the Board of Supervisors shall be implemented in accordance with the following regulations:

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of these remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. The salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

### **X. RESPONSIBILITIES OF BOARD OF MANAGEMENT MEMBERS, BOARD OF SUPERVISORS MEMBERS, GENERAL MANAGER, AND OTHER EXECUTIVES**

Members of the Board of Management, members of the Board of Supervisors, the General Director, and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Management, in good faith and with due diligence for the benefit of the Company.

**Article 42. Responsibility for honesty and avoiding conflicts of interest.**

1. Members of the Board of Management, members of the Board of Supervisors, the General Director, and other managers must disclose their related interests in accordance with the Enterprise Law and relevant legal documents.
2. Members of the Board of Management, members of the Board of Supervisors, the General Director, other managers, and their related parties may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Management, members of the Board of Supervisors, the General Director, and other managers are obligated to notify the Board of Management and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, and other companies in which the public company holds a controlling stake of 50% or more of the charter capital, and those entities themselves or their related parties, as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Management, the Company must disclose information regarding these resolutions in accordance with the securities law on information disclosure.
4. Members of the Board of Management are not permitted to vote on transactions that benefit that member or a related party, as stipulated in the Enterprise Law and the company's charter.
5. Members of the Board of Management, members of the Board of Supervisors, the General Director, other managers, and related parties of these entities are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.
6. Transactions between the Company and one or more members of the Board of Management, members of the Board of Supervisors, the General Director, other executives, and individuals or organizations related to these entities shall not be invalidated in the following cases:
  - a) For transactions with a value less than or equal to 20% of the total asset value recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the Board of Management members, Board of Supervisors members, General Director, and other executives, have been reported to the Board of Management and approved by a majority vote of the Board members who have no vested interest;
  - b) For transactions exceeding 20% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction of 35% or more of the total asset value recorded in the most recent financial statement, the significant details of the transaction, as well as the relationship and interests of the Board of Management, Board of Supervisors members, General Director, and other executives, must be disclosed to shareholders and approved by the General Meeting of Shareholders through a vote of shareholders without an vested interest.

**Article 43. Liability for damages and compensation**

1. Members of the Board of Management, members of the Board of Supervisors, the General Director, and other executives who violate their duties and responsibilities of honesty and care, or fail to fulfill their obligations, shall be held liable for any damages caused by their violations.
2. The Company shall compensate individuals who have been, are, or may become involved in claims, lawsuits, or prosecutions (including civil and administrative cases, and not cases in which the Company is the plaintiff) if that person has been or is a member of the Board of Management, a member of the Board of Supervisors, the General Director, other executives, employees, or

authorized representatives of the Company who have been or are performing duties under the Company's authorization, acting honestly and diligently in the Company's best interests in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

## **XI. RIGHT TO EXAMINE COMPANY RECORDS AND ACCOUNTING**

### **Article 44. Right to access books and records**

1. Ordinary shareholders have the right to access the books and records, specifically as follows:
  - a) Ordinary shareholders have the right to review, search, and extract information about their name and contact address in the list of shareholders with voting rights; request 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 5% or more of the total number of common shares, or having the right to review, examine, and extract minutes and resolutions of the Board of Management, interim and annual financial statements, reports of the Board of Supervisors, contracts, transactions requiring approval from the Board of Management, and other documents, except for documents related to the Company's trade secrets and business secrets.
2. In cases where an authorized representative of a shareholder or group of shareholders requests to search the books and records, they must include the authorization letter from the shareholder or group of shareholders they represent, or a notarized copy of such authorization letter.
3. Members of the Board of Management, members of the Board of Supervisors, the General Director, and other executives have the right to access the Company's shareholder register, shareholder list, books, and other records for purposes related to their positions, provided that such information is kept confidential.
4. The company must keep these Articles of Association and any amendments to them, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Management, minutes of the General Meeting of Shareholders and the Board of Management, reports of the Board of Management, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at its head office or another location provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.
5. The company's charter must be published on the company's website.

## **XII. WORKERS AND TRADE UNIONS**

### **Article 45. Workers and trade unions**

1. The General Director must develop a plan for the Board of Management to approve matters related to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and business executives.
2. The General Director shall develop a plan for the Board of Management to approve matters relating to the Company's relationship with trade unions in accordance with best management

standards, practices and policies , the practices and policies stipulated in this Charter, the Company's regulations and applicable laws.

### **XIII. PROFIT DISTRIBUTION**

#### **Article 46. Profit Distribution**

1. The General Meeting of Shareholders decides on the dividend payout rate and the form of dividend payment annually from the Company's retained earnings.
2. The company does not pay interest on dividend payments or payments related to a particular stock.
3. The Board of Management may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the Board of Management is the body responsible for implementing this decision.
4. In cases where dividends or other payments related to a stock are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the amount transferred to that shareholder. Dividend payments for listed/registered shares on the stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Enterprise Law and the Securities Law, the Board of Management shall pass a resolution or decision to determine a specific date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, and to receive notices or other documents.
6. Other matters related to profit distribution shall be handled in accordance with the law.

### **XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM**

#### **Article 47. Bank Accounts**

1. The company opens accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.
2. With prior approval from the competent authority, the Company may, if necessary, open bank accounts abroad in accordance with the provisions of the law.
3. The Company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts.

#### **Article 48. Fiscal Year**

The Company's fiscal year begins on January 1st of each year and ends on December 31st of each year.

#### **Article 49. Accounting System**

1. The accounting system used by the Company is either the enterprise accounting system or a specific accounting system issued and approved by a competent authority.

2. The company shall maintain accounting records in Vietnamese and keep accounting records in accordance with accounting laws and related legislation. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the company's transactions.
3. The company uses the Vietnamese Dong as its accounting currency. If the company's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as its accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.

## **XV. FINANCIAL REPORTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES**

### **Article 50. Annual, semi-annual and quarterly financial reports**

1. The company must prepare annual financial statements, and these annual financial statements must be audited in accordance with the law. The company must publish the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.
2. Annual financial statements must include all reports, appendices, and explanatory notes as required by law on corporate accounting. Annual financial statements must truthfully and objectively reflect the company's operational situation.
3. The company must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

### **Article 51. Annual Report**

The company must prepare and publish an Annual Report in accordance with the laws and regulations on securities and the securities market.

## **XVI. COMPANY AUDIT**

### **Article 52. Auditing**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Management to decide on the selection of one of these firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Management.
2. The audit report is attached to the Company's annual financial statements.
3. Independent auditors conducting the audit of the Company's financial statements are entitled to attend Shareholders' General Meetings, receive notices and other information related to the Shareholders' General Meetings, and express their opinions at the meeting on matters related to the audit of the Company's financial statements.

## **XVII. THE SEAL OF THE ENTERPRISE**

### **Article 53. Enterprise Seal**

1. The seal includes seals made at seal-making establishments or seals in the form of digital signatures as prescribed by law on electronic transactions.

2. The Board of Management decides on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).
3. The Board of Management and the General Director shall use and manage the seal in accordance with current laws and regulations.

## **XVIII. DISSOLUTION OF THE COMPANY**

### **Article 54. Dissolution of a company**

1. A company may be dissolved in the following circumstances:
  - a) The operating period stipulated in the company's charter has expired without a decision to extend it;
  - b) In accordance with resolutions and decisions of the General Meeting of Shareholders;
  - c) The business registration certificate is revoked, except where the Law on Tax Administration provides otherwise;
  - d) Other cases as prescribed by law.
2. The premature dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Management. This dissolution decision must be notified to or approved by the competent authority (if required) as prescribed by law.

### **Article 55. Extension of operation**

1. The Board of Management shall convene a General Meeting of Shareholders at least 7 months before the end of the operating term so that shareholders can vote on extending the Company's operating term as proposed by the Board of Management.
2. The operating period will be extended when shareholders representing 65% or more of the total voting rights of all shareholders present at the General Meeting of Shareholders approve it.

### **Article 56. Liquidation**

1. At least six months before the end of the Company's operating term or after a decision to dissolve the Company is made, the Board of Management must establish a Liquidation Committee consisting of three members, of which two members are appointed by the General Meeting of Shareholders and one member is appointed by the Board of Management from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be prioritized for payment by the Company before other debts of the Company.
2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the Business Registration Authority. From that point onwards, the Liquidation Committee acts on behalf of the Company in all matters related to the liquidation of the Company before the Courts and administrative agencies.
3. The proceeds from the liquidation will be paid out in the following order:
  - a) Liquidation costs;
  - b) Outstanding wages, severance pay, social insurance contributions, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts;
  - c) Tax debt;

d) Other liabilities of the Company;

d) The remaining amount after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall be paid first.

## **XIX. RESOLVING INTERNAL DISPUTES**

### **Article 57. Resolution of internal disputes**

1. In the event of disputes or complaints arising from the Company's operations, the rights and obligations of shareholders as stipulated in the Enterprise Law, the Company Charter, other legal regulations, or agreements between:

a) Shareholders and the Company;

b) Shareholders with the Board of Management, Board of Supervisors, General Director, or other executives;

The parties involved attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Management or the Chairman of the Board, the Chairman of the Board presides over the dispute resolution process and requires each party to present relevant information within 10 working days of the dispute arising. In cases involving the Board of Management or the Chairman of the Board, either party may request the appointment of an independent expert to mediate the dispute resolution process.

2. If a settlement is not reached within six weeks of the start of the mediation process, or if the mediator's decision is not accepted by the parties, either party may submit the dispute to arbitration or a court.

3. The parties shall bear their own costs related to the negotiation and mediation process. Payment of court costs shall be made according to the court's judgment.

## **XX. SUPPLEMENTS AND AMENDMENTS TO THE STATUTES**

### **Article 58. Company Charter**

1. Amendments and additions to these Charters must be considered and decided upon by the General Meeting of Shareholders.

2. In cases where the law provides provisions relating to the Company's operations that are not mentioned in this Charter, or where new legal provisions differ from the provisions in this Charter, those provisions shall apply to govern the Company's operations.

## **21. EFFECTIVE DATE**

### **Article 59. Effective Date**

1. This Charter, comprising 21 sections and 59 articles, was unanimously approved by the General Meeting of Shareholders of Lao Cai Mineral Exploitation and Processing Joint Stock Company on ... day ... month ... year 2021, and the full text of this Charter is hereby accepted and becomes effective.

2. The Charter is drawn up in two copies, each having equal validity, and must be kept at the Company's head office.

3. These Bylaws are the sole and official document of the Company.

4. Copies or extracts of the company's charter are valid only when signed by the Chairman of the Board of Management or at least half of the total number of members of the Board of Management.

**CHAIRMAN OF THE BOARD OF MANAGEMENT**

**VU DINH VINH**

*Lao Cai, June ..... 2026*

**REPORT**

**About: Through amendments to the charter**

**Dear: GENERAL MEETING OF SHAREHOLDERS OF LAO CAI MINING AND  
PROCESSING JOINT STOCK COMPANY**

- *Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2021;*
- *Based on the Charter of Operation and Organization of Lao Cai Mineral Exploitation and Processing Joint Stock Company;*
- *Based on the actual situation at the Company*

The Board of Management respectfully submits to the General Meeting of Shareholders of the Company for approval the amendment and supplementation of the Charter of Lao Cai Mineral Exploitation and Processing Joint Stock Company, with the following contents:

*(For details, please refer to the amendments and additions to the Charter in the Appendix and the draft Charter of Lao Cai Mineral Exploitation and Processing Joint Stock Company, which has been amended and supplemented as attached).*

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

Sincere!

**On behalf of the Board of Management  
CHAIRMAN**

**VU DINH VINH**

**APPENDIX**  
**AMENDMENTS AND ADDITIONS TO THE CHARTER OF LAO CAI MINING AND**  
**PROCESSING JOINT STOCK COMPANY**

| <b>No</b> | <b>Article</b>                  | <b>Current regulations</b>                | <b>Draft of the new regulations</b>    | <b>Reasons for revision/addition</b>     |
|-----------|---------------------------------|-------------------------------------------|----------------------------------------|------------------------------------------|
| 01        | <b>Clause 1,<br/>Article 26</b> | The Board of Management has five members. | The Board of Management has 3 members. | Based on the company's current situation |

*Lao Cai, day ..... month 05 year 2026*

## **BUSINESS RESULTS REPORT 2025 AND BUSINESS PLAN 2026**

**Dear: General Meeting of Shareholders**

### **Lao Cai Mineral Exploitation and Processing Joint Stock Company**

On behalf of the Board of Directors, I would like to report to the General Meeting on the production and business activities of 2025 and the business plan for 2026 as follows:

#### **1. Company's operating situation in 2025**

In 2025, the global economy continues to face numerous challenges and uncertainties, despite some signs of recovery. Strategic competition among major economies remains complex; geopolitical tensions and armed conflicts in several regions, particularly in the Middle East and Europe, persist, negatively impacting supply chains and global economic growth prospects. Inflation in many countries has gradually come under control but still poses a risk of resurgence, while interest rates, although trending downwards, remain high compared to previous periods. International trade and investment are recovering slowly, and protectionist trade measures continue to increase, affecting exports, imports, and growth in many economies. Aggregate demand is improving but not yet truly sustainable, while public debt pressure and global financial risks remain present.

In 2025, the impacts of climate change continued to be complex, with many extreme weather events occurring, significantly affecting gold mining operations in Hoa Binh province. Prolonged heavy rains and complex terrain increased the risk of landslides, disrupting mining progress and the construction of key projects. Supporting infrastructure such as roads and bridges continued to be affected, hindering the transportation of ore from the mining area to the processing plant. The company had to continue allocating significant resources to repair and reinforce the infrastructure, increasing production costs and impacting operational efficiency.

In 2025, Lao Cai Mineral Exploitation and Processing Joint Stock Company will continue to accelerate investment, complete, and gradually bring into stable operation the mineral processing plant project serving the exploitation of the gold ore mine in Ngoc Lam Hamlet, Cao Ram Commune, Luong Son District and Dang Long Village, Bac Son Commune, Kim Boi District, Hoa Binh Province. In addition, the Company will continue to expand cooperation with strategic partners domestically and internationally in the field of mineral exploitation and processing. Advanced

mineral processing technology, with the support of experts from Australia and Japan, has been perfected and effectively applied, contributing to increased productivity and optimized production costs.

Against the backdrop of a volatile domestic and international economy, the Company's Board of Directors has proactively implemented the 2025 production and business plan with a flexible, adaptable, and decisive spirit. The management is carried out in close adherence to the strategic direction of the General Meeting of Shareholders ("GS") and the Board of Management ("BOM"), while maximizing favorable conditions and effectively controlling risks, in order to ensure the achievement of the set objectives.

**Performance results in 2025 (According to audited financial statements in 2025):**

| ITEM                                                 | 2025 Year plan | Implementation in 2025 (Billion VND) |
|------------------------------------------------------|----------------|--------------------------------------|
| Revenue form sale of goods and rendering of services | 30             | 45,15                                |
| Profit after corporate income tax                    | 5              | -2,89                                |

**Financial Status:**

*Đơn vị tính: VND*

| Indicator                       | Year 2024       | Year 2025       | Change |
|---------------------------------|-----------------|-----------------|--------|
| Total asset                     | 170.318.655.293 | 194.351.339.330 | 14,1%  |
| Net revenue                     | 33.565.216.052  | 45.157.152.800  | 34,5%  |
| Profit from business activities | 1.677.267.209   | -2.890.585.699  |        |
| Other profits                   | 0               | 0               | 0      |
| Profit before tax               | 1.677.267.209   | -2.890.585.699  | 272,3% |
| Profit after tax                | 1.677.267.209   | -2.890.585.699  | 272,3% |
| <b>Payout ratio</b>             |                 |                 |        |

**Asset Status:**

*Unit: VND*

| ASSETS                   | 31/12/2025             | 31/12/2024            | Change                |
|--------------------------|------------------------|-----------------------|-----------------------|
| <b>CURRENT ASSETS</b>    | <b>139.143.887.490</b> | <b>59.404.271.007</b> | <b>16.878.994.718</b> |
| Cash and cash equivalent | 135.412.663            | 217.284.998           | (81.872.335)          |
| Short term recievables   | 137.255.178.812        | 57.204.545.572        | 80.050.633.240        |
| Inventories              | 107.900.000            | 322.350.000           | (214.450.000)         |
| Other current assets     | 1.645.396.015          | 1.660.090.437         | (14.694.422)          |

|                                 |                        |                        |                         |
|---------------------------------|------------------------|------------------------|-------------------------|
| <b>NON CURRENT ASSETS</b>       | <b>55.207.451.840</b>  | <b>110.914.384.286</b> | <b>(55.706.932.446)</b> |
| Long term receivables           | 171.177.000            | 55.300.177.000         | (55.129.000.000)        |
| Fixed asset                     | 1.087.243.259          | 1.665.175.705          | (577.932.446)           |
| Long term financial investments | 47.914.666.450         | 47.914.666.450         | -                       |
| Long term asset in progress     | 6.034.365.131          | 6.034.365.131          | -                       |
| <b>TOTAL</b>                    | <b>194.351.339.330</b> | <b>170.318.655.293</b> | <b>24.032.684.037</b>   |

#### Liabilities Status:

*Đơn vị tính: VND*

| <b>LIABILITIES</b>                                   | <b>31/12/2025</b>     | <b>31/12/2024</b>     |
|------------------------------------------------------|-----------------------|-----------------------|
| <b>Current Liabilites</b>                            | <b>73.261.033.630</b> | <b>46.337.763.894</b> |
| 1. Short-term payables to suppliers                  | 49.551.082.465        | 40.478.857.560        |
| 2. Short-term advances from customers                | 356.020.240           | 356.020.240           |
| 5. Short-term accrued expenses                       | 431.545.116           | 431.545.116           |
| 9. Other short-term payables                         | 7.896.078.831         | 45.034.000            |
| 10. Short-term loans and financial lease liabilities | 12.230.000.000        | 2.230.000.000         |
| 12. Employee reward and welfare fund                 | 2.796.306.978         | 2.796.306.978         |
| <b>Non current liabilities</b>                       | <b>-</b>              | <b>-</b>              |

In 2025, the Company did not incur any loans and continued to proactively use its own capital for business activities. However, the investment in the Subsidiary - Gia Long Hoa Binh Joint Stock Company - is potentially at increased risk due to the expiration of the mining license in Thung Chua area, Hung Son commune (formerly Bac Son commune), Kim Boi district and Ngoc Lam village, Cao Son commune (formerly Cao Ram commune), Luong Son district, Hoa Binh province according to the Mineral Exploitation License No. 80/QD-UBND dated November 12, 2009. Currently, Gia Long Hoa Binh Company Limited is in the process of completing the extension procedures to resume mining activities soon. In this situation, the Company needs to review and re-evaluate the investment efficiency and develop a new, more suitable investment plan. At the same time, it is necessary to orient and direct the Subsidiary to use investment capital effectively, ensuring stable business operations in the long term.

In 2025, remuneration and benefits of the Board of Directors:

| <b>Name</b>      | <b>Position</b>        | <b>Remuneration, operating expenses and other benefits (VND)</b> |
|------------------|------------------------|------------------------------------------------------------------|
| Nguyen Duc Thang | General Director       | 60.000.000                                                       |
| Ngo Truong An    | Deputy General Manager | 0                                                                |

## **2. Objectives - Production and business plan for 2026**

### **2.1. Business and investment plan in 2026:**

Vietnam's economic growth prospects for the 2025-2026 period continue to be positively assessed, thanks to a stable macroeconomic foundation, the recovery of domestic consumption, gradually improving import and export activities, and the sustained upward trend of foreign direct investment (FDI). The government continues to accelerate the disbursement of public investment, especially in key infrastructure projects, contributing to the ripple effect on many economic sectors.

However, the economy still faces many difficulties, challenges, and potential risks:

- i) The global economy is recovering unevenly, affected by prolonged cautious monetary policies in major economies, along with unpredictable fluctuations in financial markets and exchange rates.
- ii) Geopolitical tensions continue to be complex, and the risk of supply chain disruptions has not been completely eliminated; energy, raw material, and logistics costs remain high, putting pressure on the production and business costs of enterprises.
- iii) Risks in the financial and monetary markets remain, particularly the pressure to control bad debts in the banking system; the corporate bond market, while showing signs of improvement, has not yet fully recovered in terms of liquidity and investor confidence.

To maintain sustainable growth targets in the coming period, the Vietnamese economy needs to continue implementing a comprehensive set of flexible solutions, focusing on promoting production, diversifying export markets, improving the investment and business environment, developing the digital economy, and strengthening financial risk control.

Based on this, the Company aims to implement the following key tasks.

- Conduct a comprehensive review and assessment of the effectiveness of investment capital utilization at subsidiaries and affiliated companies, especially Gia Long Hoa Binh Co., Ltd., to optimize investment efficiency and mitigate financial risks.

- Continue to finalize the relevant legal procedures to extend the gold mining project in Ngoc Lam hamlet, Cao Ram commune, Luong Son district and Dang Long village, Bac Son commune, Kim Boi district, Hoa Binh province, ensuring full compliance with current laws and regulations.
- Closely coordinate with domestic and international experts to resolve technological obstacles, gradually optimize mining and processing processes, improve the efficiency of the gold mining project, and aim for increased production and economic efficiency.
- Strengthen financial management, proactively balance and restructure the investment portfolio, and improve the efficiency of capital utilization both internally and through external investments. • Continue to maintain, strengthen, and develop core business areas, with mineral extraction and processing remaining the Company's main business sector.

## 2.2. Revenue and profit plan for 2026:

| No | Item             | Unit        | 2025 year plan |
|----|------------------|-------------|----------------|
| 1  | Total revenue    | Billion VND | 50             |
| 2  | Profit after tax | Billion VND | 5              |

Above is the Board of Directors' report on business results in 2025 and business plan in 2026, respectfully submitted to the General Meeting of Shareholders for approval.

*Sincerely thanks!*

**On behalf of BOARD OF DIRECTORS  
GENERAL DIRECTORS**

**NGUYEN DUC THANG**

*Note: This document may be amended, supplemented appropriately and submitted to the General Meeting of Shareholders for consideration and decision at the General Meeting*

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

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*Lao Cai, day ..... month 05 year 2026*

**REPORT OF THE BOARD OF SUPERVISORS AT THE 2026 ANNUAL  
GENERAL MEETING OF SHAREHOLDERS**

**Dear: Shareholders of Lao Cai Mineral Exploitation and Processing Joint Stock Company**

We, the Board of Supervisors (BOS), would like to report on the situation and results of BOS's activities in 2025 with the following contents:

In 2025, the Board of Supervisors of Lao Cai Mineral Exploitation and Processing Joint Stock Company will continue to operate stably, including 03 members, with specific results as follows:

**1. Activities of the Board of Supervisors in 2025:**

In 2025, the Supervisory Board fully performed its functions and duties as stipulated in the Company Charter and current legal regulations, while proactively enhancing its supervisory role in the context of the Company's production and business activities facing many fluctuations. Key activities included:

**Assignment and Planning:**

The Head of the Supervisory Board assigned specific tasks to each member according to their area of responsibility, and developed and implemented a detailed and flexible 2025 activity plan, closely aligned with the Company's actual situation to ensure effective supervision.

**Supervision and Inspection:**

The Supervisory Board closely coordinated with the Board of Directors and the Executive Board in supervising the Company's production, business, investment, and financial management activities. Inspections focused on:

- Compliance with legal regulations, the Company Charter, and resolutions of the General Meeting of Shareholders;
- Management and utilization of capital, cost control, and investment efficiency;
- The progress of key projects, especially the mineral exploitation and processing project in Hoa Binh province;
- Information disclosure and fulfillment of financial transparency obligations.

In addition, the Supervisory Board also strengthened the review of potential risks in financial, investment, and operational activities, promptly issuing warnings and recommendations to mitigate risks for the Company.

**Financial statement audit:**

The Supervisory Board conducted periodic and 2025 financial statement audits, coordinating with independent auditors to review the accuracy and reasonableness of financial data, ensuring that they accurately reflect the Company's financial situation.

**Advice and recommendations:**

The Supervisory Board proactively provided opinions and recommendations to the Board of Directors and the General Director regarding governance, internal control, risk management, and investment efficiency. At the same time, the Board continues to participate in proposing the selection of a suitable independent auditing firm, ensuring the quality of the audit and the transparency of the financial statements.

The above activities have contributed to improving the effectiveness of supervision, strengthening risk management and supporting the Company's stable operation in 2025. Meetings of the Board of Supervisors in 2025:

| No | Meeting Minutes | Date       | Content                                             |
|----|-----------------|------------|-----------------------------------------------------|
| 1  | 01/BB- BKS/2025 | 12/03/2025 | Board's action plan in 2025                         |
| 2  | 02/BB- BKS/2025 | 6/11/2024  | Implement activities by the end of fiscal year 2025 |

In 2025, the remuneration and benefits of the Board of Supervisors are:

| No | Member of the Board of Supervisors/Audit Committee | Remuneration (VND) |
|----|----------------------------------------------------|--------------------|
| 1  | Mr. Nhu Ngoc Quang                                 | 0                  |
| 2  | Mr. Ngo Gia Huy                                    | 0                  |
| 3  | Mr. Nguyen Van Tuan                                | 0                  |

**2. Results of supervision of Board of Managment members, Board of Directors members and managers**

- Monitoring and supervising the implementation of the resolution

Closely monitor the implementation process and results of tasks according to the Resolution of the General Meeting of Shareholders (GMS) and the Board of Management (BOM), ensuring compliance with the set plan and goals.

Overseeing financial and auditing activities

Supervise financial management, check the truthfulness and reasonableness of the figures in the Financial Report. At the same time, maintain regular exchanges with the designated independent auditor to ensure the audit process is transparent and accurate.

Shareholder rights

Regarding shareholder rights: In 2025, the Board of Supervisors did not record any complaints from shareholders or groups of shareholders related to the management and operation of the Board of Management, the Board of General Directors and the Company's activities.

### **3. Results of monitoring the Company's operations and financial situation**

The Board of Supervisors has reviewed the Company's Financial Statements for the quarters of the 2025 fiscal year, ending on December 31, 2025, and unanimously confirmed the following contents:

- The financial statements fully and accurately reflect the Company's production, business and financial activities, and are prepared in accordance with the provisions of Circular No. 200/2014/TT-BTC dated December 22, 2014 of the Ministry of Finance.
- Accounting and statistics are performed transparently and accurately, ensuring reasonable and legal data and full compliance with legal regulations. Quarterly and annual financial reports, including balance sheets, income statements and cash flow statements, all objectively and honestly reflect the actual situation of the Company.
- The gold mining project in Thung Chua area, Hung Son commune (formerly Bac Son commune), Kim Boi district and Ngoc Lam village, Cao Son commune (formerly Cao Ram commune), Luong Son district, Hoa Binh province, according to the Mineral Exploitation License No. 80/QD-UBND dated November 12, 2009 of Gia Long Hoa Binh Company Limited (subsidiary), has expired. As of the reporting date, Gia Long Hoa Binh Co., Ltd. is continuing to finalize legal documents and working with competent authorities to carry out the procedures for renewing its mining license. At the same time, the company is proactively reviewing technical conditions, technology, and mining plans to be ready to resume operations immediately after the license renewal is granted.

- Business performance results:

| Indicator                       | Year 2024       | Year 2025       | Change |
|---------------------------------|-----------------|-----------------|--------|
| Total asset                     | 170.318.655.293 | 194.351.339.330 | 14,1%  |
| Net revenue                     | 33.565.216.052  | 45.157.152.800  | 34,5%  |
| Profit from business activities | 1.677.267.209   | -2.890.585.699  |        |
| Other profits                   | 0               | 0               | 0      |
| Profit before tax               | 1.677.267.209   | -2.890.585.699  | 272,3% |
| Profit after tax                | 1.677.267.209   | -2.890.585.699  | 272,3% |
| <b>Payout ratio</b>             |                 |                 |        |

#### 4. Asset Status:

Unit: VND

| ASSETS                          | 31/12/2025             | 31/12/2024             | Change                  |
|---------------------------------|------------------------|------------------------|-------------------------|
| <b>CURRENT ASSETS</b>           | <b>139.143.887.490</b> | <b>59.404.271.007</b>  | <b>16.878.994.718</b>   |
| Cash and cash equivalent        | 135.412.663            | 217.284.998            | (81.872.335)            |
| Short term recievables          | 137.255.178.812        | 57.204.545.572         | 80.050.633.240          |
| Inventories                     | 107.900.000            | 322.350.000            | (214.450.000)           |
| Other current assets            | 1.645.396.015          | 1.660.090.437          | (14.694.422)            |
| <b>NON CURRENT ASSETS</b>       | <b>55.207.451.840</b>  | <b>110.914.384.286</b> | <b>(55.706.932.446)</b> |
| Long term receivables           | 171.177.000            | 55.300.177.000         | (55.129.000.000)        |
| Fixed asset                     | 1.087.243.259          | 1.665.175.705          | (577.932.446)           |
| Long term financial investments | 47.914.666.450         | 47.914.666.450         | -                       |
| Long term asset in progress     | 6.034.365.131          | 6.034.365.131          | -                       |
| <b>TOTAL</b>                    | <b>194.351.339.330</b> | <b>170.318.655.293</b> | <b>24.032.684.037</b>   |

#### Liabilities Status:

| LIABILITIES                           | 31/12/2025            | 31/12/2024            |
|---------------------------------------|-----------------------|-----------------------|
| <b>Current Liabilites</b>             | <b>73.261.033.630</b> | <b>46.337.763.894</b> |
| 1. Short-term payables to suppliers   | 49.551.082.465        | 40.478.857.560        |
| 2. Short-term advances from customers | 356.020.240           | 356.020.240           |
| 5. Short-term accrued expenses        | 431.545.116           | 431.545.116           |

|                                                      |                |               |
|------------------------------------------------------|----------------|---------------|
| 9. Other short-term payables                         | 7.896.078.831  | 45.034.000    |
| 10. Short-term loans and financial lease liabilities | 12.230.000.000 | 2.230.000.000 |
| 12. Employee reward and welfare fund                 | 2.796.306.978  | 2.796.306.978 |
| <b>Non current liabilities</b>                       | -              | -             |

## **5. Coordination of activities between the Board of Supervisors, the Board of Management and the Board of Directors**

- The Board of Supervisors regularly attends meetings organized by the Board of Management and the Board of Directors, thereby closely monitoring the Company's operations. This helps the Board assess compliance with internal policies and legal regulations and make recommendations to minimize risks, limit errors and improve operational efficiency..
- In 2025, The Board of Management and the General Director have provided full information related to the Company's operations, creating conditions for the Board of Supervisors to perform its supervisory function. On that basis, the Board has actively given opinions and recommendations to improve the effectiveness of corporate governance and operations in meetings of the Board of Management.

## **6. Some recommendations of the Board of Supervisors:**

- The Board of Management and the Board of Directors have proactively carried out necessary procedures and worked with the authorities to speed up the mine extension process at the Gold Mining Project in Thung Chua, Hung Son Commune (formerly Bac Son Commune), Kim Boi District and Ngoc Lam Village, Cao Son Commune (formerly Cao Ram Commune), Luong Son District, Hoa Binh Province, in order to soon bring the project back into operation. At the same time, the company continues to closely monitor the processing of documents, prepare technical and operational conditions to be ready to bring the project back into operation as soon as the extension is granted.
- The Company is reviewing and re-evaluating its investments in Van Son Green Environment Cooperative and Binh Thanh Green Environment Investment and Construction Joint Stock Company. The goal is to come up with an optimal plan to divest capital effectively, ensuring maximum benefits for the Company and shareholders.

## **7. Conclusion:**

- The Company always focuses on timely updating new regulations on corporate governance and seriously implementing them into the internal management system. This is to improve transparency and efficiency in operations, ensuring that the Company operates in accordance with legal regulations and modern governance standards.
- In addition, the Company actively encourages and facilitates members of the Board of Management, the Board of Directors, the Board of Supervisors and the management staff to participate in specialized training courses on corporate governance, finance and risk management. This helps to improve professional capacity, update advanced management trends, thereby contributing to the sustainable and effective development of the Company.

The Board of Supervisors respectfully submits to the General Meeting of Shareholders for approval of the Board of Supervisors' report for 2025..

Sincerely thanks, Shareholders.!

**On behalf of Board of Supervisors  
HEAD OF BOARD**

**NHU NGOC QUANG**

*Note: This document may be amended, supplemented appropriately and submitted to the General Meeting of Shareholders for consideration and decision at the General Meeting*

## **CORPORATE GOVERNANCE REPORT OF THE BOARD OF MANAGEMENT IN 2025**

**Dear: Shareholders of Lao Cai Mineral Exploitation and Processing Joint Stock Company**

On behalf of the Board of Management (BOM), I would like to report to the General Meeting on the activities of the BOM in 2025 as follows:

***I. About human resources:***

In 2025, the Company's Board of Management will operate stably with 05 members. Including:

- |                        |                                                    |
|------------------------|----------------------------------------------------|
| 1. Mr Vu Dinh Vinh     | Chairman of the Board                              |
| 2. Mr Nguyen Duc Thang | Member of Board of Management and General Director |
| 3. Mr Ngo Truong An    | Board Member                                       |
| 4. Mr Bui Thanh Binh   | Independent/Non-Executive Board Member             |
| 5. Mr Hoang Quoc Tung  | Independent/Non-Executive Board Member             |

***II. About corporate governance:***

The Board of Management continues to operate in accordance with the law, the Company Charter, and internal regulations, ensuring that decisions are considered, discussed, and approved on the basis of collective decision-making, transparency, and majority consensus. In the context of volatile business operations, the members of the Board of Management have demonstrated a sense of responsibility, proactiveness, and prudence in their leadership and supervision, aiming for the stable and sustainable development of the Company.

To enhance governance efficiency, the Board of Management continues to maintain specific task assignments for each member according to their area of expertise, while strengthening coordination mechanisms, cross-monitoring, and applying modern management methods. This contributes to optimizing the decision-making process, increasing proactiveness in management, and improving the overall operational efficiency of the Company.

***III. Activities of the Board of Management:***

***a. Activities of the Board of Management:***

In 2025, the Board of Management directed the Company to operate in compliance with the provisions of the Enterprise Law, the Company's Charter and to implement the Resolution of the Shareholders' Meeting. Specifically:

- In 2025, the Board of Management held meetings in accordance with the procedures and regulations of the Company's Charter. The Board of Supervisors was always invited to attend to ensure transparency and close supervision. All meeting minutes were fully recorded, honestly reflecting the discussion and decisions of the Board of Management.
- The members of the Board of Management have performed their assigned roles well, actively participated in management and operations, contributing to improving the Company's operational efficiency, aiming to complete the set strategic goals.

- The Board of Management has directed the implementation of the Resolution of the Annual General Meeting of Shareholders to the Board of Directors and related departments, ensuring that the business plan is implemented synchronously and effectively.
- With high consensus, the Board of Management focuses on consolidating and stabilizing production and business activities, ensuring full compliance with financial obligations to the State. At the same time, the Company always focuses on improving the material and spiritual life of employees, fully implementing policies and regimes according to legal regulations.
- Important resolutions related to development orientation, management policy, investment and services have been issued by the Board of Management, creating a solid foundation for the Company's operations.
- The Board of Management has closely coordinated with the Board of Supervisors to select an independent auditor, ensuring that the audit of the Financial Statements is performed objectively, accurately and in compliance with current regulations.

In 2025, the remuneration and benefits of the Board of Management, in detail, are as follows:

| No | Name                                                                              | Remuneration, operating expenses and other benefits (VND) |
|----|-----------------------------------------------------------------------------------|-----------------------------------------------------------|
| 1  | Mr. Vu Dinh Vinh - Chairman of the Board of Management.                           | 0                                                         |
| 2  | Mr. Nguyen Duc Thang - Member of Board of Management                              | 60,000,000                                                |
| 3  | Mr. Ngo Truong An - Member of Board of Management                                 | 0                                                         |
| 4  | Mr. Bui Thanh Binh - Independent/non-executive member of the Board of Management  | 0                                                         |
| 5  | Mr. Hoang Quoc Tung - Independent/non-executive member of the Board of Management | 96,000,000                                                |

***b. Activities of independent members of the Board of Management:***

In 2025, the Board of Management (BOM) consists of 05 members, including 02 independent members. All members actively participate in the strategic planning process, monitor compliance with regulations and review important policies, to ensure that the Company operates according to advanced governance standards.

In addition, the Board of Management continues to strengthen its role in supervising compliance with legal regulations, the Company Charter, and internal regulations; and at the same time, performs the function of providing feedback on important policies and plans in production, business, and investment activities

**Assessment of the Board of Management's performance:**

- The Board of Management has performed well its role as a representative of shareholders, closely monitored the activities of the Executive Board, provided appropriate orientations and timely instructions to optimize the use of resources, ensured the completion of the goals assigned by the General Meeting of Shareholders, and strictly complied with the provisions of law and the Company's Charter.

- In 2025, the Board of Management demonstrated a high sense of responsibility, worked with solidarity and transparency, resolutely implemented governance solutions, and closely monitored operational activities. The resolutions of the General Meeting of Shareholders and the Board of Directors were seriously implemented, ensuring the harmonious interests between the Company and shareholders, contributing to the sustainable development of the enterprise.

#### ***IV. Board of Management' assessment of all aspects of the Company***

##### **- Board of Management' assessment of the Company's operations**

In the past year, to serve the Company's management, the Board of Management held 4 meetings and issued 5 resolutions. The Board of Management has exercised its authority well in supervising, implementing and organizing the implementation of the Board of Management' resolutions, evaluating the level of completion of production, business and investment tasks of the General Director.

Board of Management's Meetings in 2025:

| <b>No</b> | <b>Resolution/Decision Number</b> | <b>Date</b> | <b>Content</b>                                                            | <b>Approval rate</b> |
|-----------|-----------------------------------|-------------|---------------------------------------------------------------------------|----------------------|
| 1         | 01/2025/NQ-HĐQT                   | 24/03/2025  | Extension of time to hold the 2025 Annual General Meeting of Shareholders | 100%                 |
| 2         | 02/2025/NQ-HĐQT                   | 24/03/2025  | Organizing the 2025 Annual General Meeting of Shareholders                | 100%                 |
| 3         | 03/2025/NQ-HĐQT                   | 02/05/2025  | Through the Shareholders' General Meeting documents                       | 100%                 |
| 4         | 04/2025/NQ-HĐQT                   | 28/07/2025  | Selecting an audit firm for 2025                                          | 100%                 |
| 5         | 05/2025/NQ-HĐQT                   | 25/12/2025  | Summary of business performance in 2025 and orientation for 2026          | 100%                 |

- The Board of Management and the Board of Directors have maintained close coordination with the Board of Supervisors, creating favorable conditions for the Board of Supervisors to fully perform its supervisory functions and complete its tasks in 2025. This effective cooperation contributes to improving transparency and corporate governance.
- Along with focusing on implementing business goals according to the Resolution of the 2025 Annual General Meeting of Shareholders, the Company always focuses on the welfare of employees. Social insurance, health insurance and unemployment insurance policies are fully implemented, demonstrating the Company's commitment to improving the lives of employees.
- In addition, the Board of Management and the Executive Board also create favorable conditions for political and social organizations in the enterprise to operate in accordance with the law, contributing to building a united working environment and sustainable development.

- **Board of Management' assessment of the Company's Board of Directors' performance.**

In 2025, the Board of Management has maximized its flexible and decisive strategic management capacity in all activities of the Company. Always closely follow the business situation with the Board of Directors ("Executive Board"), be proactive in management and operation, and propose timely solutions to ensure safety and efficiency. Update, learn and grasp, closely follow the market situation, thereby issuing Resolutions to direct and supervise the Board of Directors to implement business, investment and management plans in accordance with the actual situation of the Company, ensuring compliance with the Charter, legal regulations and compliance with the resolutions of the General Meeting of Shareholders.

***Company's business results in 2025:***

*Unit: Billion VND*

| Category          | Year 2025 |
|-------------------|-----------|
| Revenue           | 45,157    |
| Profit before tax | (2,890)   |
| Profit after tax  | (2,890)   |

In 2025, the Company has no long-term loans or debts.

***V. Assessment report of independent members of the Board of Management in 2025:***

In 2025, the Board of Management implemented the work according to the set plan, closely following the directions from the Resolution of the General Meeting of Shareholders and strictly complying with the provisions of the Company Charter as well as modern corporate governance principles.

The members of the Board of Management all demonstrate a high sense of responsibility, work professionally and have a clear division of tasks, ensuring the common interests of the Company. With strategic thinking and careful decision-making, the Board of Management has proposed many timely solutions to support the Board of Directors in resolving challenges during the operation process, while maintaining close supervision to ensure the Company strictly complies with legal regulations.

In addition to focusing on business development, the Board of Management also focuses on fulfilling its financial obligations to the State and ensuring stable income for employees. At the same time, the Board of Management has accompanied the Board of Directors in building and maintaining a sustainable corporate culture. By applying effective and creative management methods, the Board of Management not only operates stably but also contributes to creating long-term values for the Company.

Through the application of flexible and effective management methods and a gradual adoption of advanced management practices, the Board of Management not only ensures the stable operation of the Company but also creates a solid foundation for long-term development in the next phase.

***VI. Board of Management's Operational Plan in 2026***

Entering 2026, the global economic landscape is still full of potential fluctuations, bringing both challenges and opportunities for businesses. Based on the available potential, the Board of

Management is committed to strengthening its guiding and monitoring role, ensuring that the Executive Board effectively implements the goals approved by the General Meeting of Shareholders.

The Board of Management will maintain a regular meeting schedule to review and evaluate the Company's operations, and is ready to hold extraordinary meetings to promptly resolve any problems that arise. Important decisions will be issued within the authority, helping the business operate flexibly, in accordance with legal regulations and practical requirements.

In addition, internal governance will continue to be improved through research, supplementation and adjustment of regulations, ensuring transparency and efficiency in business management. The key objective is to improve operational capacity, optimize operational processes and create a sustainable business environment.

In the short term, a number of important solutions will be implemented, including: (i) maintaining stability and expanding production and business activities according to market conditions; (ii) optimizing human resource structure, strictly controlling economic and technical norms to improve management efficiency; (iii) selectively investing in modern machinery and equipment systems to improve labor productivity and product quality, ensuring competitive advantages for businesses.

*Sincerely thanks!*

**ON BEHALF OF THE BOARD OF  
MANAGEMENT  
CHAIRMAN**

**VU DINH VINH**

*Note: This document may be amended, supplemented appropriately and submitted to the General Meeting of Shareholders for consideration and decision at the General Meeting*

**EVALUATION REPORT OF INDEPENDENT MEMBERS OF THE BOARD  
OF MANAGEMENT ON THE ACTIVITIES OF THE BOARD OF  
MANAGEMENT IN 2025**

**Dear: Shareholders of Lao Cai Mineral Exploitation and Processing Joint Stock Company**

The independent members of the Board of Management (BOM) assessed that in 2025, the BOM performed its governance role well with a high sense of responsibility, strictly complying with the regulations for public companies. Meetings were held on time, ensuring compliance with the provisions of the Charter and Internal Regulations on corporate governance. In each meeting, members discussed thoroughly and analyzed comprehensively before making decisions, in order to optimize the benefits for the Company.

In addition, the Board of Management also regularly reviews and evaluates important issues related to business strategies, market expansion plans, application of new technologies and improvement of management system efficiency. Important resolutions and decisions are all passed by majority vote, with meeting minutes fully recorded in accordance with regulations.

***I. About human resources:***

The 2025 organizational structure of the Board of Management consists of 5 members, including 2 independent members, ensuring that corporate governance principles are strictly and effectively applied.

The Board of Management members have played a crucial role in strategic direction, overseeing compliance with legal regulations, the Company Charter, and internal rules, while actively participating in critical analysis and contributing opinions on important decisions. Furthermore, the Board of Management continues to focus on applying corporate governance principles that are transparent, efficient, and aligned with advanced governance practices, contributing to improved governance quality and operational efficiency of the Company.

***II. About corporate governance:***

The Board of Management (BOM) has effectively performed its leadership, orientation and supervision role in implementing plans and strategies approved by the General Meeting of Shareholders (GMS).

- The Board of Management strictly complies with corporate governance regulations, organizes regular meetings and ad hoc meetings when necessary to promptly make decisions appropriate to the actual situation.

- With the role of supervision and support, the Board of Management has directed the Executive Board to implement the resolutions of the General Meeting of Shareholders and the Board of Management, ensuring compliance with legal regulations and balancing the interests between the Company and shareholders.
- Board members who concurrently hold positions in the Executive Board regularly participate in important meetings, contribute critical opinions and consult on strategic decisions to ensure the common interests of the enterprise.
- The Board of Management maintains close coordination with the Executive Board, proactively supporting, sharing experience, and enhancing professional exchange to improve the Company's operational efficiency, management capacity, and adaptability in the new context.

### **III. Conclusion:**

- The Board of Management (BOM) has performed its role as a representative of shareholders in supervising, orienting and directing the Company's operations. Through the reasonable allocation of resources, the BOM ensures that the objectives set by the General Meeting of Shareholders (GMS) are effectively implemented, while strictly complying with legal regulations and the Company's Charter.
- In 2025, with a high sense of responsibility and close coordination among members, the Board of Management proactively proposed drastic solutions to improve the effectiveness of supervision and operation. The process of directing the Executive Board to implement the resolutions of the General Meeting of Shareholders and the Board of Management was methodical, helping the Company achieve outstanding results, ensuring the interests of shareholders and the sustainable development of the enterprise.

*Sincerely thanks!*

**On behalf of the INDEPENDENT BOARD  
OF MANAGEMENT**

**HOANG QUOC TUNG**

*Note: This document may be amended, supplemented appropriately and submitted to the General Meeting of Shareholders for consideration and decision at the General Meeting.*

Number: 01/NQ-DHĐCĐ

Lao Cai, May ..., 2026

**RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**

- Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Based on the Charter of Lao Cai Mineral Exploitation and Processing Joint Stock Company;
- Based on the Minutes of the Annual General Meeting of Shareholders 2026.

**RESOLUTION**

**Article 1:** The entire content of the reports of the Board of Management, the Independent Board of Directors, the Board of Directors, and the Board of Supervisors on the business performance and results for 2025 is hereby approved.

**Article 2:** Approves the financial statements (parent company financial statements and consolidated financial statements) for 2025 of Lao Cai Mineral Exploitation and Processing Joint Stock Company, audited by International Auditing and Valuation Company Limited.

**Article 3:** Authorize the Board of Management to select an auditing firm for the 2025 financial statements of Lao Cai Mineral Exploitation and Processing Joint Stock Company from among the auditing firms approved by the State Securities Commission to audit public companies.

**Article 4:** Based on the business results for 2025 and the business plan for 2026 .

✓ Based on business performance results in 2025

Key performance indicators for 2025 as presented in the parent company's financial statements and the audited consolidated financial statements:

| No. | Target                              | Unit of measurement | Financial statements<br>Merger | Parent<br>Company's<br>Financial<br>Statements |
|-----|-------------------------------------|---------------------|--------------------------------|------------------------------------------------|
| 1   | Total assets                        | Billion VND         | 194,351                        | 140,254                                        |
| 2   | Equity capital                      | Billion VND         | 246,330                        | 246.33                                         |
| 3   | Net revenue from sales and services | Billion VND         | 45,157                         | 25,225                                         |
| 4   | Net profit after tax                | Billion VND         | (2,890)                        | (2,797)                                        |

✓ 2026 business plan

| No. | Consolidated indicators             | Unit of measurement | Value |
|-----|-------------------------------------|---------------------|-------|
| 1   | Net revenue from sales and services | Billion VND         | 50    |
| 2   | Net profit after tax                | Billion VND         | 5     |

**Article 5:** Authorization is granted to the Board of Management to decide on certain matters within the authority of the General Meeting of Shareholders:

- Decisions regarding transactions, contracts, and loans between the Company and its subsidiaries and affiliated companies.
- Decisions regarding investments and mergers and acquisitions involving companies with a value greater than or equal to 35% of the total asset value recorded in the Company's most recent financial statements.
- The Board of Management is authorized to decide on the divestment of part or all of the capital contribution of Lao Cai Mineral Exploitation and Processing Joint Stock Company in Gia Long Hoa Binh Joint Stock Company. The Board of Management will report to the General Meeting of Shareholders at the next General Meeting.

**Article 6:** Approval of the remuneration plan for the Board of Management and the Board of Supervisors in 2026:

- Board of Management' remuneration: 1 million VND/person/month
- License plate fee: 1 million VND/person/month

In the event that the Company fails to meet its production and business plan for 2026: The remuneration for the Board of Management and the Board of Supervisors will be 0 VND.

**Article 7:** The following amendments and additions are hereby made to the charter of Lao Cai Mineral Exploitation and Processing Joint Stock Company:

| No. | Clause                      | Current regulations                              | Draft of the new regulations                  | Reasons for revision/addition            |
|-----|-----------------------------|--------------------------------------------------|-----------------------------------------------|------------------------------------------|
| 01  | <b>Clause 1, Article 26</b> | The Board of Management has <b>five members.</b> | The Board of Management has <b>3 members.</b> | Based on the company's current situation |

**Article 8:** The election of Board of Management and Board of Supervisors members for the 2026-2031 term is hereby approved as follows:

- Board members:

| TT | Full name        | Current position |
|----|------------------|------------------|
| 1  | Ngo Truong An    | Board Member     |
| 2  | Nguyen Duc Thang | Board Member     |
| 3  | Hoang Quoc Tung  | Board Member     |

- Board of Supervisors:

| TT | Full name       | Current position            |
|----|-----------------|-----------------------------|
| 1  | Nhu Ngoc Quang  | Board of Supervisors Member |
| 2  | Ngo Gia Huy     | Board of Supervisors Member |
| 3  | Nguyen Van Tuan | Board of Supervisors Member |

**Article 9:** This Resolution was unanimously adopted in full by the General Meeting of Shareholders and shall take effect from the date of its adoption by the General Meeting of Shareholders.

The Board of Management, the Board of Directors, and all relevant individuals and departments are responsible for implementing this Resolution.

***Recipient:***

- *Securities Commission (BC)*
- *Hanoi Stock Exchange*
- *Board of Management, Board of Directors,*  
*Board of Supervisors*
- *Shareholders*
- *Saved: BTC, Company Board of Directors*

**PRESIDENT**

**VU DINH VINH**

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

**CURRICULUM VITAE**

1. Full Name:
2. Gender:
3. Date of Birth:
4. Place of Birth:
5. Nationality:
6. Registered Permanent Residence Address:
7. National Identity Card Number:
8. Contact Phone Number:
9. Professional Qualification:
10. Work Experience:

| From ... to ... | Work Unit | Position |
|-----------------|-----------|----------|
|                 |           |          |
|                 |           |          |
|                 |           |          |

11. Number of LCM shares currently held: ..... share
12. Current position at LCM: .....
13. Violations of the law: none

I hereby declare that the above statements are true and accurate. If they are found to be false, I will be held responsible before the company and the competent authorities in accordance with the law./.

*Hanoi, ..... 2026*

**Declarant**

.....



**REGULATIONS**  
**ELECTION OF MEMBERS OF THE BOARD OF SUPERVISORS**  
**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**LAO CAI MINERAL EXPLOITATION AND PROCESSING JOINT STOCK**  
**COMPANY**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2021;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance regulating corporate governance applicable to public companies;
- Pursuant to the Charter of Lao Cai Mineral Exploitation and Processing Joint Stock Company;
- Pursuant to the Regulations on organizing the Annual General Meeting of Shareholders in 2025.

**1. Election of Board of Supervisors**

1.1. Number of elected Board of Supervisors members: 03 member

1.2. Term of office of Board of Supervisors members: term 2026 - 2031

1.3. Candidates and nominees:

(a) Shareholders holding voting shares for a continuous period of at least six (06) months have the right to aggregate the voting rights of each person to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 5% to less than 10% of the total number of voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% can nominate up to eight (08) candidates.

(b) In case the number of candidates for the Board of Supervisors through nomination and candidacy is still not enough, the incumbent Board of Supervisors may nominate additional candidates.

1.4. Standards and conditions to become a member of the Board of Supervisors



- (a) Be 21 years of age or older, have full civil act capacity and are not prohibited from establishing and managing enterprises according to the provisions of the Law on Enterprises;
- (b) Being an individual shareholder owning at least 10% of the total number of common shares or another person with professional qualifications and experience in business management or in the main business lines of the Company;
- (c) The company's supervisor must be an auditor or accountant
- (d) A member of the Board of Supervisors may not be a shareholder of the Company.

## **2. Candidate nomination file for the Board of Supervisors**

- 2.1. Shareholders or groups of shareholders who are eligible to run for election, nominate and have a need to nominate members of the Board of Supervisors must send the Company a dossier including the following documents:
  - (a) Notice of nomination of candidates for Board of Supervisors (according to form: 01 copy).
  - (b) Candidate's personal resume (according to form: 01 copy).
  - (c) Certified copies of the following documents: Identity card/Passport and certificates proving the candidate's professional qualifications meet the prescribed conditions (01 copy/one document).
- 2.2. Documents in the dossier must be prepared in Vietnamese. Documents prepared abroad must be consularly legalized and translated into Vietnamese. Vietnamese copies and translations from foreign languages into Vietnamese must be certified by competent authorities in accordance with the provisions of law.
- 2.3. Nomination and application documents must be submitted to the Company no later than 4:00 PM on .../05/2026

## **3. Principles for electing members of the Board of Supervisors**

### **3.1. Ballot**

The list of candidates for the Board of Supervisors is arranged in alphabetical order by name, with full names written on the ballot.

The ballot is a pre-printed ballot according to the Company's form, each ballot contains the following information: full name of the shareholder or authorized person, shareholder code, number of voting shares (owned/represented and/or authorized) of the shareholder and the Company's seal.

### **3.2. Cases of invalid ballots**

- Ballots do not follow the Company's prescribed form and do not have the Company's seal;
- Ballots are crossed out, corrected, added or have incorrect names, or are not on the list of candidates approved by the General Meeting of Shareholders before the election;
- The ballot is torn and no longer intact;



- The total number of votes for the shareholder's candidates exceeds the total number of voting rights owned/authorized by that shareholder.

### 3.3. Election method

- Implement the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by (x) the number of elected members of the Board of Supervisors. Shareholders have the right to accumulate all their votes for one candidate or divide their votes for one or several candidates.
- The elected members of the Board of Supervisors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members is sufficient. In case there are candidates with the same number of votes, a re-election will be held for the candidates with the same number of votes to choose the candidate with the higher number of votes.
- Shareholders write the number of votes for each candidate in the "number of votes" column of that candidate on the ballot. In case of incorrect writing, shareholders can request the Vote Counting Committee to change the ballot.
- If a shareholder does not vote for one or more candidates, leave the column "Number of votes" blank or cross it out.
- The total number of votes for candidates of a shareholder must not exceed the total number of votes allowed by that shareholder (equal to the number of shares multiplied by (x) the number of members elected).

## 4. Principles of voting and counting

### 4.1. Vote counting committee

- The counting committee is elected and approved by the General Meeting of Shareholders.
- The counting committee is responsible for:
  - + Reading and approving the election regulations;
  - + Introducing ballots and distributing ballots;
  - + Vote counting;
  - + Announcement of election results at the General Meeting.
- Members of the Ballot Counting Committee must not be on the list of nominees and candidates for the Board of Supervisors.

### 4.2. Principles of voting and counting

- The ballot counting committee checks the ballot boxes in the presence of shareholders;
- Voting begins when the distribution of ballots is completed and ends when the last shareholder places his vote in the ballot box;
- The counting of votes must be carried out immediately after the voting ends;
- The vote counting results are recorded in writing and announced by the Vote Counting Committee before the General Meeting.



CÔNG TY CỔ PHẦN KHAI THÁC VÀ CHẾ BIẾN KHOÁNG SẢN LÀO CAI

Lao Cai mining and mineral processing joint stock company

**5. Announcement of vote counting results**

Based on the Minutes of the vote counting, the results of the election of additional members to the Board of Supervisors will be announced by the Vote Counting Committee right at the General Meeting;

This result will be recorded in the Minutes and Resolution of the General Meeting.

**6. Effectiveness**

This Regulation takes effect immediately after being approved by the 2026 Annual General Meeting and only applies to the election of additional members of the Board of Supervisors for the 2026 - 2031 term.

**On behalf of GENERAL MEETING  
OF SHAREHOLDERS  
CHAIRMAN**

**VU DINH VINH**



## REGULATIONS

### ELECTION OF ADDITIONAL MEMBERS OF THE BOARD OF MANAGEMENT 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS LAO CAI MINERAL EXPLOITATION AND PROCESSING JOINT STOCK COMPANY

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2021;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance regulating corporate governance applicable to public companies;
- Pursuant to the Charter of Lao Cai Mineral Exploitation and Processing Joint Stock Company;
- Pursuant to the Regulations on organizing the Annual General Meeting of Shareholders in 2025.

#### 1. Election of Board of management

1.1. Number of elected Board of Management members: 03 member

1.2. Term of office of Board of Management members: term 2026 - 2031

1.3. Candidates and nominees:

(a) Shareholders holding voting shares for a continuous period of at least six (06) months have the right to aggregate the voting rights of each person to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 5% to less than 10% of the total number of voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% can nominate up to eight (08) candidates.

(b) In case the number of candidates for the Board of Management through nomination and candidacy is still not enough, the incumbent Board of Management may nominate additional candidates.

1.4. Standards and conditions to become a member of the Board of Management



- (a) Be 21 years of age or older, have full civil act capacity and are not prohibited from establishing and managing enterprises according to the provisions of the Law on Enterprises;
- (b) Being an individual shareholder owning at least 5% of the total number of common shares or another person with professional qualifications and experience in business management or in the main business lines of the Company;
- (c) A member of the Board of Management may not be a shareholder of the Company.

## **2. Candidate nomination file for the Board of Management**

- 2.1. Shareholders or groups of shareholders who are eligible to run for election, nominate and have a need to nominate members of the Board of Management must send the Company a dossier including the following documents:
  - (a) Notice of nomination of candidates for Board of Management (according to form: 01 copy).
  - (b) Candidate's personal resume (according to form: 01 copy).
  - (c) Certified copies of the following documents: Identity card/Passport and certificates proving the candidate's professional qualifications meet the prescribed conditions (01 copy/one document).
- 2.2. Documents in the dossier must be prepared in Vietnamese. Documents prepared abroad must be consularly legalized and translated into Vietnamese. Vietnamese copies and translations from foreign languages into Vietnamese must be certified by competent authorities in accordance with the provisions of law.

## **3. Principles for electing members of the Board of Management**

### **3.1. Ballot**

The list of candidates for the Board of Management is arranged in alphabetical order by name, with full names written on the ballot.

The ballot is a pre-printed ballot according to the Company's form, each ballot contains the following information: full name of the shareholder or authorized person, shareholder code, number of voting shares (owned/represented and/or authorized) of the shareholder and the Company's seal.

### **3.2. Cases of invalid ballots**

- Ballots do not follow the Company's prescribed form and do not have the Company's seal;
- Ballots are crossed out, corrected, added or have incorrect names, or are not on the list of candidates approved by the General Meeting of Shareholders before the election;
- The ballot is torn and no longer intact;
- The total number of votes for the shareholder's candidates exceeds the total number of voting rights owned/authorized by that shareholder.

### **3.3. Election method**



- Implement the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by (x) the number of elected members of the Board of Management. Shareholders have the right to accumulate all their votes for one candidate or divide their votes for one or several candidates.
- The elected members of the Board of Management are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members is sufficient. In case there are candidates with the same number of votes, a re-election will be held for the candidates with the same number of votes to choose the candidate with the higher number of votes.
- Shareholders write the number of votes for each candidate in the "number of votes" column of that candidate on the ballot. In case of incorrect writing, shareholders can request the Vote Counting Committee to change the ballot.
- If a shareholder does not vote for one or more candidates, leave the column "Number of votes" blank or cross it out.
- The total number of votes for candidates of a shareholder must not exceed the total number of votes allowed by that shareholder (equal to the number of shares multiplied by (x) the number of members elected).

#### **4. Principles of voting and counting**

##### **4.1. Vote counting committee**

- The counting committee is elected and approved by the General Meeting of Shareholders.
- The counting committee is responsible for:
  - + Reading and approving the election regulations;
  - + Introducing ballots and distributing ballots;
  - + Vote counting;
  - + Announcement of election results at the General Meeting.
- Members of the Ballot Counting Committee must not be on the list of nominees and candidates for the Board of Management.

##### **4.2. Principles of voting and counting**

- The ballot counting committee checks the ballot boxes in the presence of shareholders;
- Voting begins when the distribution of ballots is completed and ends when the last shareholder places his vote in the ballot box;
- The counting of votes must be carried out immediately after the voting ends;
- The vote counting results are recorded in writing and announced by the Vote Counting Committee before the General Meeting.

#### **5. Announcement of vote counting results**



CÔNG TY CỔ PHẦN KHAI THÁC VÀ CHẾ BIẾN KHOÁNG SẢN LÀO CAI

Lao Cai mining and mineral processing joint stock company

Based on the Minutes of the vote counting, the results of the election of additional members to the Board of Management will be announced by the Vote Counting Committee right at the General Meeting;

This result will be recorded in the Minutes and Resolution of the General Meeting.

**6. Effectiveness**

This Regulation takes effect immediately after being approved by the 2026 Annual General Meeting and only applies to the election of additional members of the Board of Management for the 2026 - 2031 term.

**On behalf of GENERAL MEETING  
OF SHAREHOLDERS  
CHAIRMAN**

**VU DINH VINH**

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

**CURRICULUM VITAE**

1. Full name: Nhu Ngoc Quang
2. Gender: Male
3. Date of birth: January 21, 1989
4. Place of birth: Thach Thanh - Thanh Hoa
5. Nationality: Vietnam
6. Place of permanent residence registration: Yen Nghia Ward, Hanoi City
7. National ID number: .....
8. Contact phone number:
9. Qualifications: Bachelor of Accounting
10. Work experience:

| <b>From Year<br/>to Year</b> | <b>Work unit</b>                                                   | <b>Position</b>                     |
|------------------------------|--------------------------------------------------------------------|-------------------------------------|
| June 2013 – June<br>2015     | International Valuation and Consulting<br>Joint Stock Company      | Specialist                          |
| 7/2015 – 6/2019              | TONA Investment and Construction Joint<br>Stock Company            | Head of Finance<br>Department       |
| June 2019 -<br>present       | Lao Cai Mineral Exploitation and<br>Processing Joint Stock Company | Head of the Board of<br>Supervisors |

11. Number of LCM shares currently held: 0 shares
12. Current position at LCM: Head of the Board of Supervisors
13. Violations of the law: none

I hereby declare that the above statements are true and accurate. If they are found to be false, I will be held responsible before the company and the competent authorities in accordance with the law.

*Hanoi , April 23 , 2026*  
**Declarant**

**Nhu Ngoc Quang**

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

**CURRICULUM VITAE**

1. Full name: Ngo Gia Huy
2. Gender: Male
3. Date of birth: March 20, 1993
4. Place of birth: Hanoi
5. Nationality: Vietnam
6. Registered permanent residence: Export Canned Food Factory Collective Housing, Tan Mai Ward, Hoang Mai District, Hanoi.
7. National ID card number: .....
8. Contact phone number:
9. Qualifications: Bachelor's degree
10. Work experience:

| <b>From Year<br/>to Year</b> | <b>Work unit</b>                                                   | <b>Position</b>                |
|------------------------------|--------------------------------------------------------------------|--------------------------------|
| June 2015 – June<br>2016     | DND International Eye Hospital                                     | Accountant                     |
| June 2016 -<br>present       | Lao Cai Mineral Exploitation and<br>Processing Joint Stock Company | Board of Supervisors<br>Member |

11. Number of LCM shares currently held: 0 shares
12. Current position at LCM: Member of the Board of Supervisors
13. Violations of the law: none

I hereby declare that the above statements are true and accurate. If they are found to be false, I will be held responsible before the company and the competent authorities in accordance with the law.

*Hanoi , April 23 , 2026*

**Declarant**

**Ngo Gia Huy**

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

**CURRICULUM VITAE**

1. Full name: Nguyen Van Tuan
2. Gender: Male
3. Date of birth: September 10, 1983
4. Place of birth: Dinh Hoa - Thai Nguyen
5. Nationality: Vietnam
6. Registered permanent residence address: Group 9, Trung Vuong Ward, Thai Nguyen City
7. ID card number : 019083006908,        issued on : 25/06/2021  
Issuing authority : Department of Police for Administrative Management of Social Order
8. Contact phone number: 0917333336
9. Qualifications: Master of Economics - Bachelor of Economic Law
10. Work experience:

| <b>From year<br/>to year</b> | <b>Work unit</b>                                                   | <b>Position</b>                  |
|------------------------------|--------------------------------------------------------------------|----------------------------------|
| February 2014 –<br>May 2020  | Vietnam Maritime Commercial Bank                                   | Director of Corporate<br>Banking |
| June 2020 -<br>present       | Lao Cai Mineral Exploitation and<br>Processing Joint Stock Company | Accounting Officer               |
| 2022-2026                    | Lao Cai Mineral Exploitation and<br>Processing Joint Stock Company | Board of Supervisors<br>Member   |

11. Number of LCM shares currently held: 0 shares
12. Current position at LCM:
13. Violations of the law: none

I hereby declare that the above statements are true and accurate. If they are found to be false, I will be held responsible before the company and the competent authorities in accordance with the law.

*Lao Cai days 23 April 2026*  
**Declarant**

**Nguyen Van Tuan**



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

**CURRICULUM VITAE**

1. Full name: Nguyen Duc Thang
2. Gender: Male
3. Date of birth: March 30, 1979
4. Place of birth: Ha Dong, Hanoi
5. Nationality: Vietnam
6. Registered permanent residence address: Chua Nen Alley, Lang Thuong, Dong Da ,  
Hanoi
7. National ID card number: .....
8. Contact phone number:
9. Qualifications: Electronics and Telecommunications Engineer
10. Work experience:

| <b>From Year<br/>to Year</b> | <b>Work unit</b>                                                   | <b>Position</b>                                            |
|------------------------------|--------------------------------------------------------------------|------------------------------------------------------------|
| February 2011 –<br>May 2016  | Skylife Farms Joint Stock Company                                  | Manager                                                    |
| June 2016 -<br>present       | Lao Cai Mineral Exploitation and<br>Processing Joint Stock Company | General Director -<br>Member of the Board of<br>Management |

11. Number of LCM shares currently held: 0 shares
12. Current position at LCM: General Manager
13. Violations of the law: none

I hereby declare that the above statements are true and accurate. If they are found to be false, I will be held responsible before the company and the competent authorities in accordance with the law.

*Hanoi , April 23 , 2026*

**Declarant**

**Nguyen Duc Thang**

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

**CURRICULUM VITAE**

1. Full name: Hoang Quoc Tung
2. Gender: Male
3. Date of birth: November 12, 1982
4. Place of birth: Thanh Oai, Hanoi
5. Nationality: Vietnam
6. Registered permanent residence address: Group 17, Yen Hoa Ward, Cau Giay District, Hanoi
7. National ID card number:
8. Contact phone number: 0203.830.036
9. Educational level: College/Diploma
10. Work experience:

| <b>From year<br/>to year</b> | <b>Work unit</b>                                                   | <b>Position</b>               |
|------------------------------|--------------------------------------------------------------------|-------------------------------|
| February 2011 –<br>July 2018 | TONA Investment and Construction Joint<br>Stock Company.           | Sales Manager                 |
| September 2018 –<br>May 2020 | 268 Investment Joint Stock Company                                 | Sales Manager                 |
| 5/2020 - present             | Lao Cai Mineral Exploitation and<br>Processing Joint Stock Company | Board of Management<br>Member |

11. Number of LCM shares currently held: 0 shares
12. Current position at LCM: None
13. Violations of the law: none

I hereby declare that the above statements are true and accurate. If they are found to be false, I will be held responsible before the company and the competent authorities in accordance with the law.

*Hanoi , April 23 , 2026*

**Declarant**

**Hoang Quoc Tung**

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

**CURRICULUM VITAE**

1. Full name: Ngo Truong An
2. Gender: Male
3. Date of birth: February 7, 1985
4. Place of birth: Ha Dong, Hanoi
5. Nationality: Vietnam
6. Place of permanent residence registration: Quang Trung Ward , Thai Nguyen City
7. Citizen Identification Card :
8. Contact phone number:
9. Qualifications: Bachelor's degree
10. Work experience:

| <b>From year<br/>to year</b> | <b>Work unit</b>                                                   | <b>Position</b>                                                              |
|------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------|
| June 2010 -<br>November 2014 | Gia Long Hoa Binh Co., Ltd.                                        | Manager                                                                      |
| December 2014 -<br>present   | Lao Cai Mineral Exploitation and<br>Processing Joint Stock Company | Board Member                                                                 |
| 5/2020 - present             | Lao Cai Mineral Exploitation and<br>Processing Joint Stock Company | Deputy General Director<br>- Authorized Person for<br>Information Disclosure |

11. Number of LCM shares currently held: ... shares
12. Current position at LCM: Deputy General Director, Authorized Person for Information Disclosure
13. Violations of the law: none

I hereby declare that the above statements are true and accurate. If they are found to be false, I will be held responsible before the company and the competent authorities in accordance with the law.

*Hanoi , April 23 , 2026*  
**Declarant**

**Nguyen Duc Thang**