

DRAFT

PROPOSAL

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

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

Pursuant to the Law on Enterprises dated June 17, 2020;

Pursuant to Decree No. 167/2024/ND-CP dated December 26, 2024 amending and supplementing a number of articles of the Government's Decree No. 91/2015/ND-CP dated October 13, 2015 on state capital investment in enterprises and management and use of capital and assets at enterprises, which was amended and supplemented under the Government's Decree No. 32/2018/ND-CP dated March 8, 2018 and the Government's Decree No. 140/2020/ND-CP dated November 30, 2020;

Pursuant to the Charter of Vicem Hoang Mai Cement Joint Stock Company approved by the General Meeting of Shareholders at the Annual General Meeting on April 21, 2023;

Based on the actual business and production activities of the Company.

The Board of Directors of Vicem Hoang Mai Cement Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval of the amendment of the Charter of Vicem Hoang Mai Cement Joint Stock Company (attached to the changed contents).

The amended Charter of Vicem Hoang Mai Cement Joint Stock Company takes effect immediately after being approved by the General Meeting of Shareholders.

Respectfully submit./.

Recipients: *[Signature]*
- As above;
- Archived: Clerical department, Department of
Organization, BOD

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

Le Trung Kien

AMENDMENT OF THE CHARTER ON ORGANIZATION AND OPERATION OF VICEM HOANG MAI CEMENT JOINT STOCK COMPANY

(Attached to Proposal No. / TTr-XMHH-HĐQT dated / ,2025 of the Board of Directors of Vicem Hoang Mai Cement JSC)

THE 2023 CHARTER ON ORGANIZATION AND OPERATION	DRAFT OF THE 2025 AMENDED CHARTER ON ORGANIZATION AND OPERATION	LEGAL GROUND
<p>Clause 3 Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company</p> <p>3. Registered office of the Company: Head office address: Block 7, Quynh Thien ward, Hoang Mai town, Nghe An Province</p>	<p><u>Amended as follows:</u></p> <p>Clause 3 Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company</p> <p>3. Registered office of the Company: Head office address: Block Tan Tien, Quynh Thien ward, Hoang Mai town, Nghe An Province</p>	<p>In order to update according to the Business Registration Certificate</p>
<p>Clause 4 Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company</p> <p>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 decision of the Board of Directors and within the scope of the law. Currently, the Company has the following branches and representative offices: a) Consumption Enterprise - Branch of Vicem Hoang Mai Cement Joint Stock Company - Head office address: Block 7, Quynh Thien Ward, Hoang Mai Town, Nghe An Province - Phone: (84-238) 3.664222; Fax: (84-238)3.63661776. b) Construction Investment Department - Branch of Vicem Hoang Mai Cement Joint Stock Company</p>	<p><u>Amended as follows:</u></p> <p>Clause 4 Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company</p> <p>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 decision of the Board of Directors and within the scope of the law. Currently, the Company has the following branches and representative offices: a) Consumption Enterprise - Branch of Vicem Hoang Mai Cement Joint Stock Company - Head office address: Tan Tien Block, Quynh Thien Ward, Hoang Mai Town, Nghe An Province - Phone: (84-238) 3.664222; Fax: (84-238)3.63661776.</p>	<p>* Mining Enterprise - Branch of Vicem Hoang Mai Cement Joint Stock Company ceased operations.</p> <p>* Industrial Service Enterprise - Branch of Vicem Hoang Mai Cement Joint Stock Company is expected to cease operations from April 1, 2025.</p>



THE 2023 CHARTER ON ORGANIZATION AND OPERATION	DRAFT OF THE 2025 AMENDED CHARTER ON ORGANIZATION AND OPERATION	LEGAL GROUND
<p>- Head office address: Block 7, Quynh Thien Ward, Hoang Mai Town, Nghe An Province</p> <p>c) Mining Enterprise - Branch of Vicem Hoang Mai Cement Joint Stock Company. - Head office address: Block 7, Quynh Thien Ward, Hoang Mai Town, Nghe An Province</p> <p>d) Industrial Services Enterprise - Branch of Vicem Hoang Mai Cement Joint Stock Company. - Head office address: Block 7, Quynh Thien Ward, Hoang Mai Town, Nghe An Province</p>	<p>b) Construction Investment Department - Branch of Vicem Hoang Mai Cement Joint Stock Company - Head office address: Tan Tien Block, Quynh Thien Ward, Hoang Mai Town, Nghe An Province</p>	
<p>Clause 5, Article 34. Company's executives 5. The term of office of the General Director, Deputy General Director and Chief Accountant of the Company shall not exceed 05 years, in accordance with the term of office of the Board of Directors and may be reappointed for an unlimited number of terms. The term of office of positions not under the appointment authority of the Board of Directors shall be implemented in accordance with the Company's management regulations.</p>	<p><u>Amended as follows:</u> Clause 5, Article 34. Company's executives 5. The term of office of the General Director, Deputy General Director and Chief Accountant of the Company shall not exceed 05 years and may be reappointed for an unlimited number of terms. The term of office of positions not under the appointment authority of the Board of Directors shall be implemented in accordance with the Company's management regulations.</p>	<p>- Due to inadequacies and difficulties in the implementation process</p> <p>- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020; Model Charter issued together with Circular No. 116/2020/TT-BTC dated December 31, 2020</p>
<p>Clause 6, Article 34. Company's executives 6. In case General Director, Deputy General Director and Chief Accountant of the Company that were appointed before the issuance of this amended Charter, the appointment decision shall remain valid. In case of re-appointment, the term of office must be consistent with the term of office of the Board of Directors.</p>	<p>Clause 6, Article 34. Company's executives 6. In case General Director, Deputy General Director, and Chief Accountant of the Company were appointed or reappointed before the issuance of this amended Charter, the appointment or reappointment decisions shall remain valid, and the term of office shall be implemented in accordance with the provisions of this Charter.</p>	<p>Due to the amendment of clause 5, Article 34 of this Charter</p>

THE 2023 CHARTER ON ORGANIZATION AND OPERATION	DRAFT OF THE 2025 AMENDED CHARTER ON ORGANIZATION AND OPERATION	LEGAL GROUND
<p>Article 35. Appointment, dismissal, duties and powers of the General Director</p> <p>3. The term of office of the General Director shall be implemented in accordance with the provisions of Clauses 5 and 6, Article 34 of this Charter. The General Director shall meet the standards and conditions prescribed by law and the Company Charter.</p>	<p><u>Amended as follows:</u></p> <p>Article 35. Appointment, dismissal, duties and powers of the General Director</p> <p>3. The term of office of the General Director shall be implemented in accordance with the provisions of Clause 5, Article 34 of this Charter. The General Director shall meet the standards and conditions prescribed by law and the Company Charter.</p>	<p>Due to the amendment of clause 5, Article 34 of this Charter</p>
<p>Clause 1, Article 46. Profit distribution</p> <p>1. The General Meeting of Shareholders shall decide on the level of dividend payment and the form of annual dividend payment from the Company's retained profits.</p>	<p><u>Amended as follows:</u></p> <p>Article 46. Profit distribution</p> <p>1. The General Meeting of Shareholders decides on the annual dividend distribution plan and after-tax profit in the following order:</p> <p>a) Distribute profits to associated capital contributing parties as stipulated in the signed economic contract (if any).</p> <p>b) Compensate for losses from previous years that are no longer eligible for pre-tax profit deduction as prescribed.</p> <p>c) Set aside a maximum amount accounting for 30% of profit for the enterprise's development investment fund.</p> <p>d) Set aside the reward fund, welfare fund for employees in the enterprise, and bonus fund for enterprise managers in accordance with the Government's regulations on labor, salary, remuneration, and bonuses for companies with state-controlled shares and capital contributions.</p> <p>đ) The remaining profit shall be fully distributed in cash or shares to shareholders and capital contributors. The distribution of dividends in shares shall only be applied and implemented when the Company implements group A projects that have been approved by the competent authorities.</p>	<p>Pursuant to Decree No. 167/2024/ND-CP dated December 26, 2024</p>

