



VIETNAM NATIONAL CEMENT CORPORATION
VICEM HOANG MAI CEMENT JSC

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No. /TTr- XMHM-HĐQT

Nghe An, , 2026

DRAFT

PROPOSAL

On approval of the amendments and supplements to the Internal Regulation on Corporate Governance of Vicem Hoang Mai Cement Joint Stock Company

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

Pursuant to Law on Enterprises No. 59/2020/QH14 as amended by Law No. 03/2022/QH15 and Law No. 76/2025/QH15;

Pursuant to Law on Securities No. 54/2019/QH14 as amended by Law No. 56/2024/QH15;

Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Decree No. 245/2025/ND-CP dated 11 September 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities;

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 25, 2025;

Pursuant to the Internal Regulation on Corporate Governance 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 Internal Regulation on Corporate Governance of Vicem Hoang Mai Cement Joint Stock Company (enclosed with the changed contents).

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

Respectfully submit./.

Recipients:

- As above;
- Archived: Clerical department,
Department of Organization, BOD

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

Le Trung Kien



**AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL REGULATION ON CORPORATE GOVERNANCE OF
VICEM HOANG MAI CEMENT JOINT STOCK COMPANY**

(Attached to Proposal No. / TTr-XMHM-HĐQT dated / , 2026 of the Board of Directors of Vicem Hoang Mai Cement JSC)

<p align="center">THE 2023 INTERNAL REGULATION ON CORPORATE GOVERNANCE</p>	<p align="center">DRAFT OF THE 2026 AMENDED AND SUPPLEMENTED INTERNAL REGULATION ON CORPORATE GOVERNANCE</p>	<p align="center">LEGAL GROUND</p>
<p>Point a Clause 8 Article 4. Order and Procedures for the General Meeting of Shareholders to pass Resolutions by voting at the General Meeting of Shareholders</p> <p>a) The General Meeting of Shareholders shall be conducted when the number of shareholders participating the meeting represents more than 50% of the total number of shares with voting rights.</p>	<p><u>Amended as follows:</u></p> <p>Point a Clause 8 Article 4. Order and Procedures for the General Meeting of Shareholders to pass Resolutions by voting at the General Meeting of Shareholders</p> <p>a) The General Meeting of Shareholders shall be conducted when the number of shareholders participating the meeting represents at least 51% of the total number of shares with voting rights.</p>	<p>To ensure consistency with Article 19 of The Company's Charter</p>
<p>Point t Clause 2 Article 8. Roles, Rights and Obligations of the Board of Directors, Responsibilities of Members of the Board of Directors</p> <p>The Board of Directors must submit reports to the General Meeting of Shareholders on its performance in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of some articles of the Law on Securities.</p>	<p><u>Amended as follows:</u></p> <p>Point t Clause 2 Article 8. Roles, Rights and Obligations of the Board of Directors, Responsibilities of Members of the Board of Directors</p> <p>The Board of Directors must submit reports to the General Meeting of Shareholders on its performance in accordance with Clause 82, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025 of amendments to certain articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of some articles of the Law on Securities;</p>	<p>Clause 82, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025</p>

<p>Point a Clause 2 Article 9. Nomination, self-nomination, election, dismissal and removal of members of the Board of Directors.</p> <p>- A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of another company;</p>	<p><u>Amended as follows:</u></p> <p>Point a Clause 1 Article 9. Nomination, self-nomination, election, dismissal and removal of members of the Board of Directors</p> <p>- A member of the Board of Directors may concurrently hold the position of a member of the Board of Directors or the Board of Members of no more than five (05) other companies.</p>	<p>Clause 78, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025</p>
<p>Clause 2 Article 9. Nomination, self-nomination, election, dismissal and removal of members of the Board of Directors</p>	<p><u>Add Point c after Point b, Clause 2, Article 9 as follows:</u></p> <p>Clause 2, Article 9. Nomination, self-nomination, election, dismissal and removal of members of the Board of Directors</p> <p>c) The number of non-executive members of the Board of Directors of the Company must meet the following requirements:</p> <ul style="list-style-type: none"> - There must be at least one (01) non-executive member if the Board of Directors has from three (03) to five (05) members; - There must be at least two (02) non-executive members if the Board of Directors has from six (06) to eight (08) members; - There must be at least three (03) non-executive members if the Board of Directors has from nine (09) to eleven (11) members. 	<p>Clause 79, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025</p>

