

CMC JOINT STOCK COMPANY

No: 45/CBTT-CMC

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Phu Tho, April 24, 2025

INFORMATION DISCLOSURE

To:

- State Securities Commission of Vietnam
- Ho Chi Minh City Stock Exchange
- Hanoi Stock Exchange

1. **Name of the organization:** CMC JOINT STOCK COMPANY (“the Company”)

- Stock code: CVT
- Address: Lot B10-B11, Thuy Van Industrial Zone, Thuy Van Commune, Viet Tri City, Phu Tho Province, Vietnam.
- Contact phone: +84 2103 991706

2. **Content of the disclosed information:**

CMC Joint Stock Company announces the Minutes of Meeting, Resolution, and related documents of the Annual General Meeting of Shareholders for the year 2025.

3. **This information was published on the Company's website on April 24, 2025, at the link:** <http://cmctiles.vn/quan-he-co-dong/cac-thong-tin-cong-bo/>

We hereby certify that the information disclosed above is true and we take full responsibility before the law for the content of the disclosed information.

Authorized Representative



NGUYEN THI HUYEN

**CMC JOINT STOCK
COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
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MEETING MINUTES

2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

I. TIME AND VENUE

Company name: CMC JOINT STOCK COMPANY

Business registration number: 2600106523

Head office: Lots B10 - B11, Thuy Van Industrial Zone, Thuy Van Commune, Viet Tri City, Phu Tho Province, Vietnam.

Meeting time: 8:30 AM, Wednesday, April 23, 2025.

Meeting venue: Lots B10 - B11, Thuy Van Industrial Zone, Thuy Van Commune, Viet Tri City, Phu Tho Province, Vietnam.

II. REPORT ON SHAREHOLDER ELIGIBILITY VERIFICATION

Ms. Nguyen Thi Ngan Ha – Head of the Shareholder Eligibility Verification Committee – read the Shareholder Eligibility Verification Report right before the meeting commencement (Report dated April 23, 2025).

The results are as follows:

- Total number of shareholders of the Company: 993 shareholders holding 36,690,887 shares, equivalent to 100% of the Company's total voting shares (based on the list of shareholders finalized on March 24, 2025, by the Vietnam Securities Depository).
- Total number of shareholders attending the meeting: 15 shareholders, representing 35,497,015 shares, accounting for 96.75% of the total voting shares of the Company.

Details:

- Number of shareholders attending in person: 02 shareholders
- Number of shareholders attending via proxy: 13 shareholders

(At the time of voting, the number of shareholders attending/in attendance via proxy remained: 15 shareholders, representing 35,497,015 shares, accounting for 96.75% of the total voting shares of the Company).

Accordingly, pursuant to Clause 1, Article 145 of the Law on Enterprises 2020 and the Charter of CMC Joint Stock Company, the 2025 Annual General Meeting of Shareholders of the Company is eligible to be conducted.

III. MEETING AGENDA AND CONTENT

1. Introduction of the Chairperson and Presidium

The Meeting Organizing Committee introduced the Chairperson and members of the Presidium of the Meeting, including the following individuals:

- **Mr. Tran Duc Huy** – Chairman of the Board of Directors – Chairperson of the Meeting
- **Ms. Vu Thi Loan** – Member of the Board of Directors, Deputy General Director – Member of the Presidium
- **Ms. Nguyen Thi Huyen** – General Director – Member of the Presidium

The Chairperson and the Presidium accepted their roles and assumed responsibility for conducting the Meeting.

2. Appointment of the Meeting Secretariat

Mr. Tran Duc Huy – Chairperson of the Meeting – appointed the Meeting Secretariat, consisting of the following members:

- **Ms. Nguyen Thi Nguyet** – Head of the Secretariat
- **Mr. Nguyen Hoang Son** – Member of the Secretariat

The Secretariat accepted their roles and began performing their duties at the Meeting.

3. Approval of the Meeting Regulations, Agenda, and Vote Counting Committee

3.1. Approval of the Meeting Regulations and Voting Procedures

The vote on approving the Meeting Regulations and Voting Procedures was conducted by a show of voting cards.

Result: 100% of the shareholders present at the Meeting agreed to approve the Meeting Regulations.

3.2. Approval of the Meeting Agenda

The vote on approving the Meeting Agenda was also conducted by a show of voting cards.

Result: 100% of the shareholders present at the Meeting agreed to approve the Meeting Agenda.

3.3. Approval of the Vote Counting Committee

The Chairperson introduced the proposed members of the Vote Counting Committee for shareholder approval, as follows:

No.	Full Name	Position
1	Ms. Tran Thi Hoa Le	Head of the Vote Counting Committee
2	Mr. Chu Ba Hung	Member of the Vote Counting Committee
3	Ms. Vu Thi Thuy Linh	Member of the Vote Counting Committee

There were no nominations, self-nominations, or objections from shareholders regarding the proposed members of the Vote Counting Committee.

The Committee was approved by a show of voting cards.

Voting Result: 100% of the shareholders present at the Meeting agreed to approve the members of the Vote Counting Committee.

4. CONTENT OF REPORTS AND PROPOSALS PRESENTED AT THE MEETING

At the Meeting, the Presidium presented the following Reports and Proposals:

- Report on the activities of the Board of Directors and the Executive Board for the year 2024 and orientations for operations in 2025;
- Report on the activities of the Supervisory Board in 2024 and its operational direction for 2025;
- Approval of the following proposals:
 - (i) Proposal to approve the audited separate and consolidated financial statements for the year 2024;
 - (ii) Proposal on the 2024 profit distribution; remuneration for members of the Board of Directors and the Supervisory Board in 2024; and the proposed remuneration plan for 2025;
 - (iii) Proposal for the selection of the auditing firm for the 2025 financial statements;
 - (iv) Proposal for the election of additional members to the Board of Directors and the Supervisory Board.

5. DISCUSSION AT THE MEETING

Shareholders and authorized representatives attending the Meeting discussed the reports and proposals from the Board of Directors, the Supervisory Board, and the Company's 2024 financial statements.

The content of these discussions has been recorded by the Secretariat in the Appendix attached to these Meeting Minutes.

6. VOTING ON MEETING CONTENT AND ELECTION OF ADDITIONAL MEMBERS TO THE SUPERVISORY BOARD FOR THE 2021–2026 TERM

Ms. Tran Thi Hoa Le – Head of the Vote Counting Committee – guided the shareholders through the voting process for the Meeting's agenda items, which was conducted via secret ballot. The election of additional members to the Board of Directors and the Supervisory Board for the 2021–2026 term was conducted by cumulative voting. The results of the voting are as follows:

6.1. Voting Results on the Matters Discussed at the Meeting

Item 1: Approval of the Report on Activities of the Board of Directors and the Executive Board in 2024 and Orientation for 2025

- Total number of ballots issued: 35,497,015 ballots, equivalent to 35,497,015 shares, accounting for 96.75% of the Company's total voting shares.

- Total number of ballots collected: 35,497,015 ballots, of which:
 - o Valid ballots: 35,497,015 ballots, equivalent to 35,497,015 shares
 - o Invalid ballots: 0 ballots, equivalent to 0 shares
 - o Votes in favor: 35,497,015 ballots, equivalent to 35,497,015 shares, accounting for 100% of the total votes of the shareholders present and voting at the Meeting
 - o Votes against: 0 ballots, equivalent to 0 shares, accounting for 0%
 - o Abstentions: 0 ballots, equivalent to 0 shares, accounting for 0%

Item 2: Approval of the Supervisory Board's Report on Operations in 2024 and Orientation for 2025

- Total number of ballots issued: 35,497,015 ballots, equivalent to 35,497,015 shares, accounting for 96.8% of the total voting shares of the Company.
- Total number of ballots collected: 35,497,015 ballots, of which:
 - o Valid ballots: 35,497,015 ballots, equivalent to 35,497,015 shares
 - o Invalid ballots: 0 ballots, equivalent to 0 shares
 - o Votes in favor: 35,497,015 ballots, equivalent to 35,497,015 shares, representing 100% of the total votes cast by shareholders present and voting at the Meeting
 - o Votes against: 0 ballots, equivalent to 0 shares, representing 0%
 - o Abstentions: 0 ballots, equivalent to 0 shares, representing 0%

Item 3: Approval of the Audited Separate and Consolidated Financial Statements for the Year 2024

- Total number of ballots issued: 35,497,015 ballots, equivalent to 35,497,015 shares, accounting for 96.75% of the Company's total voting shares.
- Total number of ballots collected: 35,497,015 ballots, of which:
 - o Valid ballots: 35,497,015 ballots, equivalent to 35,497,015 shares
 - o Invalid ballots: 0 ballots, equivalent to 0 shares
 - o Votes in favor: 35,497,015 ballots, equivalent to 35,497,015 shares, representing 100% of the total votes of shareholders present and voting at the Meeting
 - o Votes against: 0 ballots, equivalent to 0 shares, representing 0%
 - o Abstentions: 0 ballots, equivalent to 0 shares, representing 0%

Item 4: Approval of the Proposal on Profit Distribution for 2024; Remuneration for the Board of Directors and the Supervisory Board in 2024 and the Remuneration Plan for 2025

- Total number of ballots issued: 35,497,015 ballots, equivalent to 35,497,015 shares, accounting for 96.75% of the Company's total voting shares.
- Total number of ballots collected: 35,497,015 ballots, of which:
 - o Valid ballots: 35,497,015 ballots, equivalent to 35,497,015 shares
 - o Invalid ballots: 0 ballots, equivalent to 0 shares
 - o Votes in favor: 35,497,015 ballots, equivalent to 35,497,015 shares, representing 100% of the total votes of shareholders present and voting at the Meeting
 - o Votes against: 0 ballots, equivalent to 0 shares, representing 0%
 - o Abstentions: 0 ballots, equivalent to 0 shares, representing 0%

Item 5: Approval of the Proposal for Selecting the Auditing Firm for the Company's 2025 Financial Statements

- Total number of ballots issued: 35,497,015 ballots, equivalent to 35,497,015 shares, accounting for 96.75% of the Company's total voting shares.
- Total number of ballots collected: 35,497,015 ballots, of which:
 - o Valid ballots: 35,497,015 ballots, equivalent to 35,497,015 shares
 - o Invalid ballots: 0 ballots, equivalent to 0 shares
 - o Votes in favor: 35,497,015 ballots, equivalent to 35,497,015 shares, representing 100% of the total votes of shareholders present and voting at the Meeting
 - o Votes against: 0 ballots, equivalent to 0 shares, representing 0%
 - o Abstentions: 0 ballots, equivalent to 0 shares, representing 0%

Item 6: Approval of the Dismissal of Members of the Board of Directors and the Supervisory Board, and Election of Additional Members

- Dismissed from the Board of Directors: Mr. Nguyen Van Quy, Mr. Tran Huy Anh, and Ms. Vu Thi Loan
- Dismissed from the Supervisory Board: Mr. Tran Duc Thanh
- Election of additional members to the Board of Directors and the Supervisory Board
- Total number of ballots issued: 35,497,015 ballots, equivalent to 35,497,015 shares, accounting for 96.75% of the Company's total voting shares.
- Total number of ballots collected: 35,497,015 ballots, of which:
 - o Valid ballots: 35,497,015 ballots, equivalent to 35,497,015 shares
 - o Invalid ballots: 0 ballots, equivalent to 0 shares
 - o Votes in favor: 35,497,015 ballots, equivalent to 35,497,015 shares, representing 100% of the total votes of shareholders present and voting at the Meeting

- Votes against: 0 ballots, equivalent to 0 shares, representing 0%
- Abstentions: 0 ballots, equivalent to 0 shares, representing 0%

6.1. Election Results for Additional Members of the Board of Directors for the 2021–2026 Term

- Voting Method: Cumulative voting
- Total number of voting shares participating in the General Meeting: 35,497,015 voting shares
- Number of additional Board of Directors members elected for the 2021–2026 term: 03 members
- Total number of votes cast in the cumulative voting method: 106,491,045 votes
- Total number of votes counted: 106,491,045 votes, corresponding to 100% of the total votes cast.
- Breakdown:
 - Valid votes: 106,491,045 votes, corresponding to 100% of the total votes cast.
 - Invalid votes: 0 votes, corresponding to 0% of the total votes cast.

Results of the election for additional members of the Board of Directors:

Candidate	Votes Received	Election Rate (%)*
Mr. Trinh Kien	35,492,945	99.99%
Ms. Nguyen Thi Huyen	35,497,015	100%
Mr. Vu Quoc Toan	35,492,945	99.99%

*Calculated based on the total number of voting shares represented at the Meeting (35,497,015 shares)

6.2. Results of the Vote Counting for the Additional Election of a Member to the Supervisory Board for the 2021–2026 Term

- Voting Method: Cumulative Voting
- Total number of voting ballots attending the General Meeting: 35,497,015 votes
- Number of additional members elected to the Supervisory Board for the 2021–2026 term: 01 member
- Total number of ballots cast under the cumulative voting method: 35,497,015 votes
- Total number of counted ballots: 35,497,015 votes, equivalent to 100% of the total ballots cast
- Details:

- Valid ballots: 35,497,015 votes, accounting for 100% of the total ballots cast
- Invalid ballots: 0 votes, accounting for 0% of the total ballots cast

Results of the election for an additional member of the Supervisory Board:

Candidate	Votes Received	Election Rate (%)*
Mr. Trần Thế Sử	35,497,015	100%

IV. MATTERS APPROVED BY THE GENERAL MEETING

1. Based on the voting results mentioned above and in accordance with the General Meeting's organizational regulations, the following matters have been approved:

No.	Approved Matter	Approval Rate (%) based on total voting shares of shareholders present and voting at the Meeting
1.	Approval of the Report on the activities of the Board of Directors and the Executive Board for 2024, and the operational direction for 2025	100%
2.	Approval of the Supervisory Board's Report on its activities in 2024 and its operational direction for 2025	100%
3.	Approval of the audited separate and consolidated financial statements for 2024	100%
4.	Approval of the profit distribution for 2024; the remuneration payments to members of the Board of Directors and the Supervisory Board in 2024; and the remuneration plan for the Board of Directors and the Supervisory Board in 2025	100%
5.	Approval of the selection of the auditing firm for the Company's financial statements in 2025	100%
6.	Approval of the dismissal of Board of Directors members Mr. Nguyen Van Quy, Mr. Tran Huy Anh, and Ms. Vu Thi Loan; the dismissal of Supervisory Board member Mr. Tran Duc Thanh; and the election of additional members to the	100%

Based on the above election results, and pursuant to the Regulations on the Organization of the General Meeting and the Regulations on the Election of Additional Members to the Board of Directors and the Supervisory Board for the 2021–2026 term, the following individuals were elected as members of the Board of Directors and the Supervisory Board of the Company for the 2021–2026 term:

2.1 Members of the Board of Directors:

- (i) Mr. Trinh Kien
- (ii) Ms. Nguyen Thi Huyen
- (iii) Mr. Vu Quoc Toan

2.2 Member of the Supervisory Board:

- (i) Mr. Tran The Su

V. APPROVAL OF THE MEETING MINUTES AND RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS

Ms. Nguyen Thi Nguyet, on behalf of the Secretariat, read the Draft Minutes and Resolutions of the General Meeting of Shareholders.

The General Meeting unanimously approved the Minutes and Resolutions with a 100% approval rate from all voting shareholders present.

VI. CLOSING OF THE GENERAL MEETING

Mr. Tran Duc Huy delivered the closing remarks for the Meeting.

The 2025 Annual General Meeting of Shareholders of CMC Joint Stock Company officially concluded at 10:30 AM on the same day.

The Minutes of the Meeting were prepared in three (03) Vietnamese copies with equal legal validity. Based on the voting results and the contents of the Meeting Minutes as approved by the General Meeting of Shareholders, the Chairman of the Board of Directors will issue the 2024 Annual General Meeting Resolution of CMC Joint Stock Company in accordance with the regulations.

On behalf of the Secretariat



Nguyen Thi Nguyet



Chairperson

Tran Duc Huy

Appendix Attached to the Minutes of the Meeting

1. Shareholder's Question:

The domestic ceramic tile market is currently considered to have supply exceeding demand. What solutions has the Company implemented, and what is its export market development orientation?

Chairman's Response:

We are well aware that the ceramic tile market in Vietnam is becoming increasingly competitive.

In response to this situation, the Company has been simultaneously implementing the following solutions:

Restructuring the product portfolio to focus on high-margin products that align with market trends;

Optimizing production costs and improving product quality, especially increasing the ratio of first-grade products;

Expanding the export market – the Company is currently operating in key markets such as Laos, Thailand, South Korea, and Taiwan, while also seeking opportunities in new potential markets both regionally and globally through international cooperation.

2. Shareholder's Question:

What is the Company's sustainable development orientation in the coming period?

Chairman's Response:

The Company's sustainable development strategy focuses on three key pillars:

Economic growth and operational efficiency: The Company will continue to optimize costs, improve product quality, and expand into export markets, especially in key areas.

Environmental protection: The Company is committed to complying with environmental standards, minimizing the environmental impact of its production activities, and contributing to green and sustainable development.

Human development: The Company prioritizes investment in training and human resource development, building a creative and friendly work environment to help employees maximize their potential and contribute to overall growth.

CMC JOINT STOCK COMPANY

No: 02/2025/NQ-ĐHĐCĐ

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Phu Tho, April 23, 2025

RESOLUTION

(Re: Approval of matters under the authority of the General Meeting of Shareholders)

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

CMC JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises 2020 and its guiding documents;
- Pursuant to the Law on Securities 2019 and its guiding documents;
- Pursuant to the Charter of Organization and Operation of CMC Joint Stock Company;
- Pursuant to the Minutes of the Annual General Meeting of Shareholders 2025 of CMC Joint Stock Company on the same date,

RESOLVES:

Article 1: Approve the Report on the activities of the Board of Directors and the Executive Board of CMC Joint Stock Company (“Company”) regarding the activities in 2024 and the operational orientation for 2025.

Article 2: Approve the Report on the activities of the Supervisory Board of the Company in 2024 and the operational orientation for 2025.

Article 3: Approve the separate and consolidated financial statements for 2025 that have been audited (According to the content of the Proposal No. 02/2025/TTr-HĐQT dated April 2, 2025).

Article 4: Approve the distribution of profits for 2024 of the Company (According to the content of the Proposal No. 03/2025/TTr-HĐQT dated April 2, 2025).

Article 5: Approve the remuneration for members of the Board of Directors and the Supervisory Board for 2024 and the remuneration plan for the Board of Directors and Supervisory Board for 2025 of the Company (According to the content of the Proposal No. 03/2025/TTr-HĐQT dated April 2, 2025).

Article 6: Approve the selection of the auditing firm for the Company’s financial statements for 2025 (According to the content of the Proposal No. 04/2025/TTr-BKS dated April 2, 2025).

Article 7: Approve the dismissal from the position of member of the Board of Directors for Mr. Tran Huy Anh and Mr. Nguyen Van Quy, Mrs. Vu Thi Loan. The effective date of dismissal is from April 23, 2025.

Assign the Company’s Executive Board to consider and resolve issues related to the rights and benefits of the above-mentioned Board members in accordance with the Company's regulations and relevant laws (if applicable).

Article 8: Elect the following individuals as supplementary members of the Board of Directors for the 2021 – 2026 term of the Company:

1. Mr. Trinh Kien - Member of the Board of Directors
2. Mrs. Nguyen Thi Huyen - Member of the Board of Directors
3. Mr. Vu Quoc Toan - Member of the Board of Directors

The term of the new Board of Directors members shall be according to the remaining term of the current Board of Directors (2021 – 2026).

Article 9: Approve the dismissal from the position of member of the Supervisory Board for Mr. Tran Duc Thanh. The effective date of dismissal is from April 23, 2025.

Assign the Company's Executive Board to consider and resolve issues related to the rights and benefits of the above-mentioned Supervisory Board members in accordance with the Company's regulations and relevant laws (if applicable).

Article 10: Elect Mr. Tran The Su as a supplementary member of the Supervisory Board for the 2021 – 2026 term of the Company.

The term of the new Supervisory Board member shall be according to the current Supervisory Board's term (2021 – 2026).

Article 11: This resolution takes effect from the date of signing.

The Board of Directors, the Executive Board, and the relevant parties are responsible for implementing this resolution.

Recipients:

- *As stated in Article 11;*
- *Company shareholders;*
- *Filed at the BOD Office.*

**ON BEHALF OF THE GENERAL MEETING OF
SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTORS**



TRAN DUC HUY



Công ty Cổ phần CMC
Trụ sở: Lô B10 - B11 Khu công nghiệp Thụy Vân, Xã
Thụy Vân, Thành phố Việt Trì, Phú Thọ

MSDN: 2600106523
Tel: 02103991706
Website: cmctiles.vn

REGULATIONS ON ORGANIZATION AND VOTING AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

**To: The 2025 Annual General Meeting of Shareholders
CMC Joint Stock Company**

- Pursuant to the Law on Enterprises 2020 and its guiding documents;
- Pursuant to the Law on Securities 2019;
- Pursuant to Decree No. 155/2020/ND-CP guiding the Law on Securities 2019;
- Pursuant to the Charter on Organization and Operation of CMC Joint Stock Company.

In order to ensure that the 2025 Annual General Meeting of Shareholders ("AGM") of CMC Joint Stock Company ("Company") is conducted efficiently, smoothly, and successfully while safeguarding shareholders' rights and complying with the provisions of the Law on Enterprises and the Company's Charter,

Organizing Committee of the AGM respectfully submits to the General Meeting of Shareholders for approval the "Regulations on Organization and Voting at the 2025 Annual General Meeting of Shareholders" ("Regulations") with the following key contents:

Article 1. Duties of the General Meeting

- Voting to approve the Regulations on Organization and Voting at the AGM; the Meeting Agenda; the Ballot Counting Committee; the Regulations on Election for Additional Members of the Board of Directors; and the Regulations on Election for Additional Members of the Supervisory Board.
- Discussing and voting to approve the Report on the Activities of the Board of Directors and the Executive Board regarding the Company's performance in 2024 and operational directions for 2025.
- Reviewing and voting to approve the Report on the Activities of the Supervisory Board for 2024 and the operational directions for 2025.
- Discussing and voting to approve the Company's Separate and Consolidated Audited Financial Statements for 2024.
- Discussing and voting to approve the Proposal on Profit Distribution for 2024, the Remuneration for the Board of Directors and the Supervisory Board for 2024, and the Remuneration Plan for the Board of Directors and the Supervisory Board for 2025.
- Discussing and voting to approve the Proposal on the Selection of the Auditing Firm for the 2025 Financial Statements of the Company.
- Discussion and voting on the proposal to elect additional members to the Board of Directors and the Supervisory Board.



Công ty Cổ phần CMC
Trụ sở: Lô B10 - B11 Khu công nghiệp Thụy Vân, Xã
Thụy Vân, Thành phố Việt Trì, Phú Thọ

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- Discussing and voting on other matters arising at the AGM (if any).
- Voting to approve the Minutes of the General Meeting.

Article 2. Shareholders Attending the General Meeting of Shareholders

Shareholders of the Company whose names appear on the shareholder list as of March 24, 2025, are entitled to attend the 2025 Annual General Meeting of Shareholders of the Company.

1. Shareholders or authorized representatives attending the Meeting must register with the Shareholder Qualification Verification Committee to receive the Voting Ballot and Voting Card, which will include the shareholder's or authorized representative's name, voting code, and the corresponding number of voting shares.
2. Shareholders or authorized representatives must be present at the Meeting venue on time and complete the registration procedures with the Organizing Committee. They must bring the following documents to verify their eligibility to attend and complete the registration and confirmation process with the Organizing Committee:

(A) If the shareholder is an individual attending the Meeting in person, they must present:

- A valid original ID card/Citizen identification card/Passport.

(B) If the shareholder is an individual who authorizes another person to attend the Meeting, the authorized representative must present:

- A valid original ID card/Citizen identification card/Passport; and
- A legally valid authorization letter as per the Company's regulations.

(C) If the shareholder is an organization whose legal representative attends the Meeting in person, the legal representative must present:

- A certified copy of the Enterprise Registration Certificate/Establishment Decision; and
- A valid original ID card/Citizen identification card/Passport of the legal representative.

(D) If the shareholder is an organization that authorizes a representative who is not the legal representative to attend the Meeting, the authorized representative must present:

- A valid original ID card/Citizen identification card/Passport of the authorized representative;
- A certified copy of the Enterprise Registration Certificate/Establishment Decision; and
- A legally valid authorization letter as per the Company's regulations.

If a shareholder or authorized representative fails to present the required documents as stipulated in cases (A), (B), (C), and (D) above, the Organizing Committee reserves the right to deny their participation in the Meeting.



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3. Authorized representatives attending the Meeting must use the authorization form provided by the Company along with the Meeting Invitation Notice or another form approved by the Company in accordance with legal regulations. Sub-delegation to a third party is not permitted.
4. Smoking is strictly prohibited inside the Meeting room.
5. Private conversations and mobile phone usage during the Meeting are not allowed. All mobile phones must be turned off or set to silent mode.
6. Audio or video recording at the Meeting is only permitted with the approval of the Chairperson and/or the unanimous consent of all attending shareholders.
7. Shareholders/authorized representatives attending the Meeting must remain in their designated seats/areas as assigned by the Organizing Committee, comply with the instructions of the Presiding Committee, conduct themselves in a civilized and respectful manner, and adhere to the security and order regulations at the Meeting venue as required by the Organizing Committee.
8. For the common interests of the Meeting, shareholders/authorized representatives may be denied participation by the Organizing Committee if they violate or fail to comply with the safety and order regulations of the Meeting.

Article 3. The Presiding Committee

1. The Presiding Committee shall consist of at least three (03) members, including one Chairperson, who shall be the Chairperson of the Board of Directors (BOD), and other members appointed by the Chairperson of the BOD. The Chairperson of the BOD shall preside over the General Meeting of Shareholders (GMS). The Presiding Committee shall direct and manage the Meeting based on the agenda proposed by the BOD and approved by the GMS.
2. Duties of the Presiding Committee:
 - a. Directing and managing the activities of the GMS in accordance with the agenda proposed by the BOD and approved by the GMS.
 - b. Guiding shareholders and/or authorized representatives in discussing the contents included in the agenda.
 - c. Presenting draft resolutions and conclusions on key matters for voting at the GMS.
 - d. Discussing and clarifying matters related to the Meeting agenda as requested by shareholders.
 - e. Making decisions and handling any arising issues during the Meeting.
3. Working principles of the Presiding Committee:
 - The Chairperson is the highest authority presiding over and making final decisions at the GMS.
 - Members of the Presiding Committee shall perform tasks assigned or delegated by the Chairperson.

Article 4. The Secretariat of the General Meeting



Công ty Cổ phần CMC

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Thụy Vân, Thành phố Việt Trì, Phú Thọ

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1. The Secretariat of the General Meeting shall consist of a maximum of two (02) members, appointed by the Chairperson. The Secretariat is responsible to the Chairperson, the Presiding Committee, and the General Meeting of Shareholders (GMS) for its duties and operates under the direction of the Chairperson.
2. Duties of the Secretariat:
 - a. Assisting the Presiding Committee in announcing the agenda, drafting documents, conclusions, resolutions of the GMS, and issuing notices from the Presiding Committee to shareholders as required.
 - b. Receiving and organizing shareholder speech request forms and submitting them to the Presiding Committee for decision.
 - c. Accurately and faithfully recording the entire proceedings of the GMS, including matters approved by shareholders or requiring further attention, in the Minutes of the Meeting.
 - d. Drafting the Resolutions on matters approved at the GMS.
 - e. Reading the Minutes of the Meeting as a basis for GMS approval.
 - f. Performing other tasks as required or assigned by the Chairperson.

Article 5. Shareholder Eligibility Verification Committee

1. The Shareholder Eligibility Verification Committee shall consist of up to three (03) members, including one Head of Committee and up to two (02) members, appointed by the Chairperson of the Board of Directors (BOD).
2. Duties of the Shareholder Eligibility Verification Committee:
 - Verifying the eligibility of shareholders and authorized representatives attending the Meeting.
 - Reporting to the General Meeting of Shareholders (GMS) on shareholder attendance. If the Meeting has shareholders/authorized representatives representing more than 50% of voting shares, the GMS shall be deemed validly convened.
 - Preparing a Verification Report, reporting, and being accountable to the GMS for its duties.
 - After the Meeting, handing over the Verification Report along with the list of attending shareholders to the Organizing Committee for record-keeping.
 - Performing other tasks as required or assigned by the Chairperson.

Article 6. Voting Committee

1. The Voting Committee shall consist of up to three (03) members, including one Head of Committee and up to two (02) members, nominated by the Chairperson and approved by the GMS through voting.
2. Duties of the Voting Committee:
 - Announcing the Voting Rules and guiding shareholders in the voting process.
 - Accurately determining voting results for each matter submitted for voting at the GMS.
 - Reviewing and reporting any violations of voting rules or complaints regarding the voting results.



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- Informing the Secretariat of the voting results for inclusion in the Meeting Minutes.
- Preparing a Voting Report, reporting, and being accountable to the GMS for its duties.
- After the Meeting, handing over the Voting Report along with all Ballots to the Organizing Committee for record-keeping.
- Performing other tasks as required or assigned by the Chairperson.

Article 7. Discussion at the General Meeting

1. Principles:

- Discussions shall be conducted within the allocated time and within the scope of the agenda items presented at the General Meeting of Shareholders (GMS). If additional discussion time is required, the Chairperson has the authority to decide.
- Each shareholder attending the GMS will be issued a Discussion Request Form. Shareholders or authorized representatives who wish to express opinions must complete the form, providing their shareholder information and clearly stating the discussion topic, then submit it to the Secretariat.
- The Secretariat will organize and forward the Discussion Request Forms to the Presiding Committee.
- Shareholders or authorized representatives who wish to speak or debate must raise their hands and comply with the following rules:
 - o *Obtain approval from the Chairperson before speaking.*
 - o *State their name and voting code before making their statement.*
 - o *Keep their comments concise and relevant to the agenda of the Meeting.*

2. Responding to Shareholder Inquiries:

- Based on the Discussion Request Forms, the Chairperson or a designated representative will address shareholder inquiries.
- If multiple discussion topics are raised and time is limited, the Chairperson has full discretion to prioritize and select the most relevant and essential topics for discussion, ensuring efficiency and value for shareholders.

Article 8. Voting on Matters at the General Meeting

1. Principles:

- All matters on the agenda of the General Meeting must be discussed and voted on publicly by raising a Voting Card or by secret ballot using a Voting Slip (depending on the voting content) for all shareholders and/or authorized representatives.
- The Voting Card/Voting Slip is printed by the Company and distributed to shareholders/authorized representatives at the beginning of the General Meeting and will be collected by the Organizing Committee at the end of the meeting. Each shareholder/authorized representative will receive one Voting Card and one Voting Slip. The Voting Card clearly states the Shareholder Code, Full Name, and the number of votes that the shareholder holds. The Voting Slip, in addition to the details recorded on the Voting Card, also includes the voting contents according to the General Meeting's agenda and a section for the shareholder/authorized representative's signature.



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2. Voting Methods:

2.1. Voting by Raising a Voting Card

Voting matters using the Voting Card method:

- *Approval of the General Meeting's Regulations on organization and voting;*
- *Approval of the General Meeting's agenda;*
- *Approval of the composition of the Vote Counting Committee;*
- *Approval of the General Meeting Minutes;*
- *Other matters within the authority of the General Meeting as decided by the Chairman.*

How to vote by raising a Voting Card:

- *Shareholders and/or authorized representatives (who approve, disapprove, or abstain) vote on a matter by directly raising their Voting Card at the General Meeting.*
- *During voting, shareholders or authorized representatives who approve a matter will raise their Voting Card. Members of the Vote Counting Committee will record the Shareholder Code and the corresponding number of votes for each approving shareholder or representative. Similarly, under the Chairman's guidance, shareholders or representatives who disapprove or abstain will raise their Voting Card in turn.*
- *Immediately after each voting matter is presented by the Chairman for decision, the Vote Counting Committee will conduct vote counting, and the results will be announced to the entire General Meeting by the Vote Counting Committee/Chairman.*

2.2. Voting by Secret Ballot

Voting matters using the secret ballot (Voting Slip) method:

- *Report on the activities of the Board of Directors and the Executive Board in 2024 and the orientation for 2025;*
- *Report on the activities of the Supervisory Board in 2024 and the orientation for 2025;*
- *Proposal for approval of the audited separate and consolidated financial statements for 2024;*
- *Proposal for profit distribution for 2024, remuneration for members of the Board of Directors and Supervisory Board in 2024, and the remuneration plan for 2025;*
- *Proposal for the selection of an audit firm for the 2025 financial statements;*
- *Proposal for approval of the election of additional members to the Company's Board of Directors and Supervisory Board.*
- *Other matters within the authority of the General Meeting of Shareholders.*

How to vote by secret ballot:

- *Shareholders and/or authorized representatives mark (X) or (✓) in the box for Approve/Disapprove/Abstain on the Voting Slip, sign, and print their full name on the Voting Slip.*
- *After completing the Voting Slip, shareholders and/or authorized representatives will submit it as instructed by the Vote Counting Committee at the General Meeting.*
- *Once all shareholders and/or authorized representatives have cast their votes, the Vote Counting Committee will conduct vote counting and announce the results to the entire General Meeting.*



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3. Voting Rules:

3.1. Each share corresponds to one voting right. Each shareholder and/or authorized representative attending the meeting representing one or multiple voting rights will be issued one Voting Card and one Voting Slip reflecting the corresponding number of voting rights.

3.2. The matters requiring voting at the General Meeting will be approved if they receive affirmative votes from more than 50% of the total voting shares represented at the meeting, including:

- *Report on the activities of the Board of Directors and the Executive Board in 2024 and the orientation for 2025;*
- *Report on the activities of the Supervisory Board in 2024 and the orientation for 2025;*
- *Proposal for approval of the audited separate and consolidated financial statements for 2024;*
- *Proposal for profit distribution for 2024, remuneration for members of the Board of Directors and Supervisory Board in 2024, and the remuneration plan for 2025;*
- *Proposal for the selection of an audit firm for the 2025 financial statements;*
- *Proposal for approval of the election of additional members to the Company's Board of Directors and Supervisory Board.*
- *Other matters within the authority of the General Meeting of Shareholders, except for matters specified in Clause 3.3 of Article 8 of this Regulation.*

3.3. The following matters will be approved if they receive affirmative votes from at least 65% of the total voting shares represented at the General Meeting:

- Matters specified in Clause 2, Article 22 of the Company's Charter (if applicable).

4. Determination of the Validity of Voting Slips:

4.1. A Voting Slip shall be deemed invalid if it falls into any of the following cases:

- i. The Voting Slip was not issued by the General Meeting's Organizing Committee;
- ii. The Voting Slip does not bear the Company's official seal;
- iii. The Voting Slip is torn, crossed out, erased, or altered;
- iv. The Voting Slip does not have the signature of the shareholder or the authorized representative of the shareholder;
- v. The Voting Slip is completed by the shareholder or the authorized representative in a manner that does not comply with the instructions on the Voting Slip and the Voting Rules herein;
- vi. The Voting Slip is submitted to the Vote Counting Committee after the voting has ended and the ballot box has been sealed.

4.2. The voting content on a Voting Slip shall be deemed invalid if:

- i. The shareholder does not mark any option (If all three options—Approve, Disapprove, and Abstain—are left unmarked, but the shareholder has signed, printed their full name, and affixed a seal (if the shareholder is an organization), the Voting Slip is still considered valid and will be counted as Abstain);
- ii. The shareholder marks more than one option at the same time.

4.3. Invalid Voting Slips or invalid voting content shall not be counted in the voting results.

Article 9. Minutes and Resolutions of the General Meeting of Shareholders



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The minutes of the General Meeting of Shareholders must be prepared, read, and approved by the Secretariat before the meeting is adjourned.

Article 10. Implementation of the Regulations

- Shareholders and authorized representatives attending the General Meeting must strictly comply with the working regulations of the General Meeting of Shareholders. If shareholders or authorized representatives violate these Regulations, the Presidium will consider and take appropriate measures according to the Company's Charter and the Law on Enterprises.
- These Regulations on working procedures and voting at the General Meeting shall be presented to the General Meeting and shall be approved if they receive the consent of more than 50% of the total voting shares represented at the Meeting.
- These Regulations shall take effect from the moment they are approved by the 2024 Annual General Meeting of Shareholders and shall apply to the General Meeting.
- The Chairman of the Board of Directors, acting as the Chairman of the General Meeting, shall sign and promulgate these Regulations on behalf of the General Meeting of Shareholders after their full approval.

**ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTORS**



TRAN DUC HUY



Công ty Cổ phần CMC

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REGULATIONS
ON SUPPLEMENTARY ELECTION OF MEMBERS OF THE BOARD OF
DIRECTORS AND THE SUPERVISORY BOARD
TERM 2021 - 2026

- Pursuant to the Law on Securities No. 54/2019/QH14 issued on November 26, 2019, and guiding documents;
- Pursuant to Decree No. 155/2020/ND-CP issued on December 31, 2020, by the Government, detailing the implementation of several provisions of the Law on Securities;
- Pursuant to the Charter on the organization and operation of CMC Joint Stock Company,

CHAPTER I
GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of election

1.1. These regulations are applied for the supplementary election of members of the Board of Directors (“BOD”) and members of the Supervisory Board (“SB”) for the term 2021 - 2026 of CMC Joint Stock Company (“Company”) at the Annual General Meeting of Shareholders (“AGM”) in 2025.

1.2. Subjects eligible for voting: Shareholders holding voting shares and authorized representatives attending the meeting on behalf of shareholders holding voting shares present at the AGM (according to the list of Company shareholders prepared by the Vietnam Securities Depository as of March 24, 2025).

CHAPTER II
NOMINATION AND CANDIDACY FOR MEMBERS OF THE BOARD OF
DIRECTORS AND THE SUPERVISORY BOARD

Article 2. Criteria and conditions for becoming a member of the Board of Directors and the Supervisory Board

2.1. Criteria and conditions for becoming a member of the Board of Directors

a) General criteria and conditions for becoming a BOD member:

- Must have full civil act capacity and not fall into the cases specified in Clause 2, Article 17 of the Enterprise Law 2020;
- Must have professional qualifications and experience in the business management of the Company and is not necessarily a shareholder of the Company;



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- A BOD member of the Company may concurrently be a member of the Board of Directors of other companies but may hold the position of a BOD member in no more than 5 other companies at the same time.

b) Specific criteria and conditions for becoming an independent BOD member:

- Must not be a current employee of the Company, the parent company, or any subsidiary of the Company; must not have been an employee of the Company, the parent company, or any subsidiary of the Company for at least the past 3 consecutive years;
- Must not be a person receiving salary or remuneration from the Company, except for allowances to which BOD members are entitled according to regulations;
- Must not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological younger sibling is a major shareholder of the Company or a manager of the Company or its subsidiary;
- Must not directly or indirectly own at least 1% of the total voting shares of the Company;
- Must not have been a member of the BOD of the Company for at least the previous 5 consecutive years unless appointed for two consecutive terms.

2.2. Criteria and conditions for becoming a member of the Supervisory Board

- Must not fall into the cases specified in Clause 2, Article 17 of the Enterprise Law 2020;
- Must have received training in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or a field relevant to the Company's business activities;
- Must not have a family relationship with members of the Board of Directors, the General Director, or other managers;
- Must not be a manager of the Company; not necessarily a shareholder or employee of the Company unless otherwise specified in the Company's Charter;
- Must meet other criteria and conditions as prescribed by relevant laws.

Article 3. Nomination of BOD candidates and the number of members to be elected

3.1. Shareholders holding voting shares of the Company have the right to independently or collectively form a group to nominate candidates for the position of BOD members.

3.2. Shareholders or groups of shareholders holding:

- From 10% to less than 20% of voting shares have the right to nominate 1 candidate.



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- From 20% to less than 30% of voting shares have the right to nominate up to 2 candidates.
- From 30% to less than 40% of voting shares have the right to nominate up to 3 candidates.
- From 40% to less than 50% of voting shares have the right to nominate up to 4 candidates.
- From 50% to less than 60% of voting shares have the right to nominate up to 5 candidates.
- From 60% to less than 70% of voting shares have the right to nominate up to 6 candidates.
- From 70% to less than 80% of voting shares have the right to nominate up to 7 candidates.
- From 80% to less than 90% of voting shares have the right to nominate up to 8 candidates.

3.3. The number of BOD members to be elected is as per the proposal of the BOD at the 2025 Annual General Meeting of Shareholders (AGM).

3.4. In case the number of BOD candidates nominated and proposed does not meet the required number specified in Clause 3.3 of this Article by the end of the nomination period, the BOD will nominate additional candidates to ensure the necessary number as specified in Clause 3.3 of this Article.

Article 4. Nomination of SB candidates and the number of members to be elected

4.1. Shareholders holding voting shares of the Company have the right to independently or collectively form a group to nominate candidates for the position of SB members according to the ratio specified in Article 4.2 below.

4.2. The number of SB members to be elected is as per the proposal of the BOD at the 2025 AGM.

4.3. In case the number of SB candidates nominated and proposed does not meet the required number specified in Clause 3.3 of this Article by the end of the nomination period, the incumbent SB will nominate additional candidates to ensure the necessary number as specified in Clause 3.3 of this Article.

Article 5. Nomination and candidacy dossier for BOD and SB members



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5.1. The application dossier for candidacy and nomination of SB members includes:

- a) Nomination and candidacy application form for BOD and SB members (as per the template);
- b) Candidate's resume, self-declared (as per the template);
- c) A copy of the Citizen Identification/Passport and educational qualification certificates;
- d) Valid nomination authorization document (in case the shareholder authorizes another person to nominate).

5.2. The nomination and candidacy dossier must be submitted to the AGM Organizing Committee before 4:00 PM on April 20, 2025, at the following address:

CMC Joint Stock Company

Head Office Address: Lot B10-B11, Thuy Van Industrial Park, Thuy Van Commune, Viet Tri City, Phu Tho Province, Vietnam.

Contact Person: Ms. Nguyen Thi Nguyet

Phone: 0973598631

Email: nguyet.nt@cmctiles.vn

5.3. Only dossiers that meet the nomination/candidacy conditions and candidates who meet the corresponding criteria for BOD and SB members will be included in the list of candidates announced at the AGM.

CHAPTER III

ELECTION OF BOD AND SB MEMBERS

Article 6. Election method and election principles

6.1. The election of BOD and SB members is conducted by secret ballot using the cumulative voting method.

6.2. Each shareholder has a total number of voting ballots equal to the number of voting shares owned (including ownership and authorized shares) multiplied by the number of members to be elected.

Example:

- Suppose the AGM needs to elect one BOD member. Shareholder Nguyen Van A holds 1,000 voting shares (including ownership and authorized shares). The total number of voting ballots of shareholder Nguyen Van A is:

$$(1,000 \times 1) = 1,000 \text{ voting ballots}$$



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- Suppose the AGM needs to elect one SB member. Shareholder Nguyen Van A holds 1,000 voting shares (including ownership and authorized shares). The total number of voting ballots of shareholder Nguyen Van A is:

$$(1,000 \times 1) = 1,000 \text{ voting ballots}$$

6.3. Shareholders can allocate all their voting ballots to one or several candidates.

6.4. The total number of ballots cast for the candidates by a shareholder must not exceed the total number of ballots the shareholder is entitled to.

Article 7. Ballots and ballot marking

7.1. Each shareholder/authorized representative attending the meeting will be issued a BOD election ballot and an SB election ballot, which include the shareholder's code, number of shares, and total number of voting ballots corresponding to the number of members to be elected, along with a list of nominated candidates. The ballots will bear the Company's seal.

7.2. A valid ballot must meet the following conditions:

- a) The ballot votes for candidates listed on the announced candidate list within the number of members to be elected, as approved by the AGM before the voting process.
- b) The total number of votes cast must be less than or equal to the shareholder's allowable voting total (calculated as the number of voting shares multiplied by the number of members to be elected).
- c) The ballot does not fall into any of the cases specified in Clause 7.3 of this Article.

7.3. A ballot will be considered invalid if it falls into one of the following cases:

- a) The ballot is not issued by the AGM Organizing Committee.
- b) The ballot does not bear the Company's seal.
- c) The ballot is torn, crossed out, erased, modified, or includes names of candidates not listed as approved at the AGM before voting.
- d) The ballot contains additional information or unsuitable symbols.
- e) The ballot has a total number of votes for candidates exceeding the shareholder's total allowable votes.
- f) The ballot lists more candidates than the number of members to be elected.
- g) The ballot is not signed or does not clearly state the full name.
- h) The ballot is submitted to the Election Committee after the voting process has ended and the ballot box has been sealed.

7.4. Invalid ballots will not be counted in the election results.



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7.5 How to fill out the ballot:

a) Shareholders may choose from the following ways to mark their ballots:

- Writing the number of votes in the "Number of Votes" column:
 - If voting for a candidate, the shareholder writes the number of votes they wish to cast in the "Number of Votes" column corresponding to that candidate's name. This number must not exceed the total number of votes the shareholder is entitled to.
 - If not voting for a candidate, the shareholder enters "0" or leaves the "Number of Votes" column blank in the row corresponding to that candidate's name. The shareholder then signs and clearly writes their full name at the end of the ballot.
- Marking an (x) or (√) in the "Number of Votes" column:
 - If agreeing to cast all votes for one candidate, mark the "Number of Votes" column in the row corresponding to that candidate's name.
 - If dividing votes equally among candidates, mark the "Number of Votes" column in the rows corresponding to all selected candidates.

b) Shareholders or authorized representatives attending the meeting may cast their votes for one or several candidates or choose not to vote for any candidate.

7.6 Correction of ballots:

If a shareholder makes a mistake while filling out the ballot, provided it has not yet been placed in the ballot box, they have the right to directly contact the Head of the Election Committee to exchange the ballot to ensure their voting rights.

Article 8. Voting principles for BOD and SB members

8.1. The Election Committee will prepare the ballot box for BOD and SB member elections. The ballot box will be inspected in the presence of the shareholders.

8.2. Voting will start upon the signal from the Chairperson or the Head of the Election Committee and will end when the last shareholder present at the AGM has cast their vote into the ballot box or after 15 minutes from the start, whichever comes first. After voting ends, the ballot box will be sealed by the Election Committee in the presence of the shareholders.

8.3. Vote counting will be carried out immediately after voting ends and the ballot box is sealed. The vote counting location must be private and independent to ensure that Election Committee members are not influenced by others throughout the process.

8.4. The voting results will be documented and announced by the Head of the Election Committee at the AGM.



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Article 9. Election principles for BOD and SB members

9.1. The elected BOD and SB members will be determined based on the number of votes in descending order, starting from the candidate with the highest number of votes until the required number of members is reached.

9.2. In the event of two or more candidates receiving the same highest number of votes, the AGM will proceed to re-elect among those candidates.

Article 10. Announcement of vote counting results

10.1. Based on the vote counting report, the Election Committee must announce the election results immediately at the AGM.

10.2. The vote counting report will include the following:

- The total number of shareholders attending and authorizing attendance.
- The total number of shareholders who cast their votes.
- The number of valid ballots and invalid ballots.
- The number of votes received by each candidate for the SB.

10.3. The election results will be recorded in the AGM Resolution.

Article 11. Complaints regarding voting and vote counting:

Complaints regarding voting and vote counting at the AGM will be addressed by the AGM Chairperson and recorded in the meeting minutes of the AGM.

Article 12. Effectiveness

12.1. This Election Regulation consists of 3 Chapters and 11 Articles, effective after approval by the AGM and applicable only to the election of additional SB members for the 2021 - 2026 term at the 2025 Annual General Meeting of Shareholders.

12.2. The Chairman of the BOD and the Chairperson of the AGM will sign and issue this Regulation after it has been fully approved by the AGM.

**ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON OF THE BOARD OF DIRECTORS**



TRAN DUC HUY

**REPORT OF THE BOARD OF DIRECTORS AND THE BOARD OF GENERAL
DIRECTORS
ON COMPANY OPERATIONS IN 2024 AND PLAN FOR 2025**

To: The General Meeting of Shareholders of CMC Joint Stock Company

The Board of Directors (BOD) of CMC Joint Stock Company would like to present to the esteemed shareholders the report of the BOD and the Board of General Directors (BGD) on the operational results of 2024 and the plan for 2025 as follows:

I. REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS

1. General assessment of the Board of Directors' activities:

In 2024, the BOD consisted of 05 members, including 01 independent member. The BOD members were elected by the General Meeting of Shareholders (GMS) and continued their term from 2021 to 2026. The Chairman of the BOD was elected by the BOD. The BOD always ensures compliance with the regulations on the number, qualifications, and conditions of BOD members as stipulated in the Company's Charter from time to time. The BOD has not established subcommittees. The BOD's activities are maintained according to the Charter and the internal management regulations of the Company, with specific assignments to members to examine the contents within the BOD's authority, make decisions, and supervise, direct, and urge the BGD to implement the BOD's Resolutions/Decisions.

The BOD meetings were convened and organized in accordance with regulations, ensuring the required number of BOD members participated, following proper procedures, and achieving high consensus on voting content.

In 2024, the BOD continuously monitored the actual business activities of the Company, flexibly directing the BGD to help the Company overcome difficulties and expand development. Specifically:

(i) Management and Administration

To enhance corporate governance in accordance with current regulations and international practices, in 2024, the BOD improved management capacity and quality as follows:

- The BOD maintained regular activities as stipulated in the Company Charter, with 100% of BOD members attending all BOD meetings throughout the year, ensuring the required number of meetings and member attendance to meet the legality and effectiveness of the meetings.
- The BOD effectively fulfilled its role, clearly reflecting the role of non-executive members to maximize the rights of minority shareholders.
- The BOD supervised the implementation of the BGD regarding the BOD's decisions and

GMS Resolutions.

(ii) Strategic Planning and Investment Activities

Following the contents approved by the 2024 Annual General Meeting of Shareholders (GMS), the Board of Directors (BOD) has agreed on the business plan targets for the year as a guideline for the Board of General Directors (BGD) to implement. The BOD has also organized the implementation of resolutions and strategies that have been approved, including several major objectives executed in 2024:

- In 2024, CMC continued to implement the Objective – Key Results (OKRs) management system to enhance the entire system's focus on the identified strategic priorities. The OKR system was developed at various levels: from the entire company to individual departments. It was regularly monitored, evaluated, and updated, accurately reflecting the progress of the company's strategic priorities.
- CMC promoted marketing activities and improved customer service through a clear, consistent strategy, focusing on building an outstanding marketing ecosystem. The company strengthened interactions with level 2 agents and contractors through a series of commando campaigns, provided new product samples, standardized brand identity, and optimized in-store displays to increase brand coverage and visibility in the market. Simultaneously, CMC boosted brand communication across all online and offline channels, ensuring consistent presence and making a strong impression on customers. The company also systematically developed professional sales support materials to maximize assistance for the sales team and agents. Additionally, CMC continuously improved customer service quality by building a professional, dedicated workforce and fully utilizing digital solutions in service processes to enhance customer experience, optimize procedures, and provide maximum convenience to partners and consumers.
- CMC completed the organizational restructuring with the aim of being lean, efficient, customer-oriented, and productivity-enhancing. At the same time, CMC strongly implemented improvement projects and cost-saving initiatives to optimize production and operations in the new context. In 2024, the cumulative Kaizen programs and activities at the factory helped save nearly VND 24 billion in production costs without affecting product quality.
- Streamlined and cost-saving projects were promoted, reducing operating expenses by approximately VND 19 billion.

2. Summary of Meetings and Resolutions/Decisions of the BOD

In 2024, the Board of Directors (BOD) held 10 meetings and issued 10 resolutions/decisions mainly on the following issues:

- **Governance System:**

Completed and submitted the 2024 Governance Reports fully and on time; selected the audit

firm for the 2024 financial statements; supervised compliance with legal regulations, the Company Charter, and information disclosure requirements, ensuring fairness for shareholders.

- **Shareholder Relations:**

Convened the 2024 Annual General Meeting of Shareholders (GMS) in accordance with legal regulations and the Company Charter.

- **Appointment and Dismissal of Personnel:**

Appointed and dismissed the Company's General Director; appointed and dismissed the Chief Accountant; appointed and dismissed the Corporate Governance Officer cum Company Secretary; dismissed the Deputy General Director.

- **Other Activities under the Authority of the BOD:**

Besides regular and extraordinary meetings, the BOD also held frequent briefings on a weekly and monthly basis to check and evaluate the BOD's work and to monitor the implementation of the BOD's decisions by the Board of General Directors (BGD) in the company's production and business activities.

3. Report on Related Transactions of the Company:

N o.	Name of Organization/I ndividual	Relatio nship with the Compa ny	Busine ss Registr ation Certifi cate Numbe r*, Date of Issue, Place of Issue	Head Office Address/ Contact Address	Time of Transa ction with the Comp any	Resolution/ Decision Number of the GMS/BOD (if any, specify the date of issuance)	Content, Quantity, Total Transacti on Value	Rem ark
1	TASCO Joint Stock Company	Mr. Trần Đức Huy holds the positio n of		Floor 1 and Floor 20, Tasco Building, Lot HH2- 2, Pham Hung Street,	30/06/ 2024	Resolution No. 08/2024/N Q-HĐQT dated 27/06/2024	Transfer fee for consultin g product of the Urban Housing Project in	

		Vice Chairman of the BOD - Independent BOD Member		Me Tri Ward, Nam Tu Liem District, Hanoi City, Vietnam			Phu Tho Province - value 41,600,0 00,000 VND	
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4. Remuneration, Operational Expenses, and Other Benefits of the BOD:

According to the 2024 AGM Resolution, the remuneration for 2024 was paid as follows:

Description	Actual Value 2024	Value According to AGM Resolution 2024
BOD Remuneration for 2024	0 VND	0 VND

5. Activities of Independent BOD Members

5.1. Report on Activities of Independent BOD Members

In 2024, the Company's BOD structure consisted of 01/05 members meeting the criteria as Independent BOD members. The Independent BOD member fully participated in all BOD meetings, contributed opinions, and independently voted on issues and decisions within the BOD's authority. The Independent BOD member of the Company possessed sufficient capability, professional experience, and met the criteria as required. Additionally, the Independent BOD member actively participated in planning, compliance control, and strategic review, ensuring good corporate governance practices, performing their role and responsibility correctly, and contributing to making objective and independent decisions.

5.2. Evaluation Report of Independent BOD Members

Regarding the BOD's activities in 2024, the Independent BOD member provided the following general assessment:

(i) Regarding the organizational structure and BOD meetings:

All BOD members actively participated in planning, compliance control, strategic review, and ensured good corporate governance practices.

The BOD held 10 meetings following principles and regulations.

Business strategy, financial strategy, corporate culture, and management system development were thoroughly discussed and closely monitored between the BOD and the Executive Board.

(ii) Regarding governance and supervision:

The BOD complied with corporate governance regulations, convening periodic and extraordinary meetings to promptly direct and issue decisions appropriate to the actual situation.

BOD members holding positions in the Executive Board regularly attended periodic and extraordinary Executive Board meetings.

The BOD fulfilled its role and responsibility in directing, supporting, and supervising the Executive Board in implementing the contents approved by the General Meeting of Shareholders (GMS) and the BOD, ensuring compliance with legal regulations while balancing the interests of the Company and its shareholders.

5.3. General Assessment of BOD Activities

The Company's BOD worked responsibly and transparently in governance, adhering to the regulations applicable to public companies.

The BOD maintained and organized multiple periodic and extraordinary meetings through various methods as prescribed by the Company's Charter and internal governance regulations to make timely decisions and resolutions regarding the Company's organization and operations.

BOD decisions and resolutions at meetings were approved by the majority, with meeting minutes properly recorded and following regulations.

II. BOD SUPERVISION OF THE EXECUTIVE BOARD

1. Supervision of the Executive Board

In 2024, despite facing many difficulties in the general economic situation, the Executive Board and the leadership team continuously strived to manage the Company's business operations, successfully completing important tasks.

The BOD regularly monitored the Executive Board's operational activities to ensure compliance with the contents of the GMS resolutions and the resolutions/decisions issued by the BOD in 2024. The BOD directed and supervised the following aspects:

Implementing the 2024 business plan approved by the GMS and the BOD, and executing the BOD's resolutions/decisions effectively.

Completing, submitting, and timely disclosing the 2024 audited financial statements, the 2024 annual report, the quarterly financial statements (Q1, Q2, Q3, and Q4 of 2024), and the semi-annual reviewed financial statements for 2024.

Organizing and leading the 2024 Annual GMS on April 23, 2024, following legal regulations and the Company's Charter to approve the BOD and Supervisory Board activity reports for 2024, profit distribution plans for 2023, and the 2024 business plan.

Urging and monitoring the progress of business plans and investment projects throughout 2024.

Supervising and directing information disclosure to ensure transparency and timeliness in accordance with legal regulations.

Monitoring the Executive Board's activities to enhance business efficiency and achieve the targets set for 2024.

Building corporate culture, improving corporate governance, and management efficiency.

Supervising payroll management for staff and employees.

Additionally, the BOD, together with the Executive Board, completed other tasks as stipulated by the 2024 Annual GMS resolutions.

2. Results Achieved in 2024

Comparison of 2024 Results with 2023

(Unit: Billion VND)

No.	Indicators	2023	2024	Increase/Decrease (%)
1	Total assets	3.311,68	3.334,55	0.69%
2	Owners' equity	911,52	970,51	6.47%
3	Revenue from sales and service provision	2.002,49	1.872,28	-6.50%
4	Net revenue	1.831,8	1.711,85	-6,55%
5	Profit before tax	62,46	84,54	35,35%
6	Profit after tax	40,62	59,82	47.27%

At the end of 2024, the company's total assets reached VND 3,334.55 billion, an increase of 0.69% compared to 2023. Owners' equity reached VND 970.51 billion, an increase of 6.47% compared to 2023.

Business Performance in 2024:

In 2024, the Vietnamese economy faced numerous difficulties and challenges, including macroeconomic fluctuations and issues within the real estate sector. As a result, the company's production and business activities were also affected:

- In 2024, the sales volume of CMC's product lines remained stable compared to 2023, with a total volume of 17.9 million m², equivalent to 93% of the previous year. Among these, Porcelain and Ceramic tiles continued to hold a significant proportion, accounting for 60% of total sales. Notably, 2024 saw substantial growth in the new Semi Porcelain product line, with a sales volume of 3.5 million m², accounting for 20% of total consumption, demonstrating a market shift and positive customer reception. Additionally, the tile and accessories product group also experienced positive growth, with a volume of nearly 3 million m², an increase of 3% compared to 2023, owing to product synchronization and competitive advantages.
- The company's total sales revenue reached VND 1,872.28 billion, fulfilling 82% of the annual plan and reaching 97% compared to 2023. Despite facing challenges in the general market, where similar businesses experienced a significant decline in revenue, CMC managed to

maintain nearly equivalent revenue compared to 2023, highlighting the company's resilience and flexible adaptability.

- The company's net profit after tax in 2024 reached VND 59.82 billion, equivalent to 123% of the annual plan and an increase of 47.27% compared to 2023. Amid a challenging market environment, CMC sustained profit growth thanks to streamlining operations, optimizing processes, and improving production efficiency. Strict cost control and the application of technology in management and production helped the company enhance profit margins, affirming its competitive position and laying a solid foundation for sustainable development.

III. ORIENTATION OF THE BOARD OF DIRECTORS IN 2025

1. Strategic Orientation for 2025

To become the most preferred tile and roofing brand in Vietnam, pioneering in providing diverse, innovative, and high-quality solutions that meet customer needs.

Entering 2025, the Vietnamese economy continues to face challenges carried over from the previous year, but also opens up many opportunities for recovery and growth. In this context, CMC remains steadfast in its sustainable development strategy, flexibly adapting to the market, and continues to focus on three strategic pillars to enhance its position in the industry:

- **Enhancing production capacity and operational efficiency:** CMC will continue to make significant investments in technological improvements and automation, collaborating with international partners to improve product quality and optimize production costs. Streamlined production management, combined with a breakthrough R&D strategy, will help optimize gross profit and enhance market competitiveness.
- **Boosting revenue growth and expanding the market:** The company will restructure its product portfolio to optimize profit margins while strengthening project and commercial sales channels. Export expansion will continue to be promoted, targeting key markets such as Laos, the Philippines, South Korea, Taiwan, and exploring potential new markets in the region.
- **Optimizing internal strength and building a sustainable development foundation:** CMC focuses on corporate culture based on innovation, transparency, and efficiency. The organizational structure will continue to be streamlined to enhance professionalism and responsibility. The management model will be improved to increase proactivity, fostering motivation for the entire system's development.

By implementing these strategies in a synchronized manner, CMC aims not only to maintain stability but also to create strong growth momentum in 2025, reaffirming its pioneering position in the building materials industry.

2. Basic Plan Targets

No.	Indicator	Unit	Actual 2024	Plan 2025	% Compared to 2024
1	Consolidated net revenue	Billion VND	1.711,85	2.000,00	117%
2	Profit after tax	Billion VND	59,82	71,00	119%

3. Implementation Solutions:

To achieve breakthrough and sustainable growth, the Company will implement comprehensive action plans through the following strategic orientations:

- **Solutions to Improve Production Efficiency:**
 - Collaborate with international partners to improve product quality and optimize costs.
 - Apply lean production management models to optimize operational processes.
 - Promote breakthrough R&D strategies to develop new products and increase competitive value.
 - Increase the proportion of first-class product quality from an average of 92% to 94% at Plant 2.
- **Solutions to Improve Business Efficiency:**
 - Plan the product portfolio to optimize profit margins and enhance business efficiency.
 - Strengthen the development of project sales channels (exploiting public project and social housing segments) and commercial channels (supporting tile products) to increase revenue.
 - Expand export activities, focusing on key markets such as Laos, the Philippines, South Korea, and Taiwan.
 - Experiment with entering other potential markets in the region to expand growth opportunities.
- **Solutions to Optimize Internal Strength and Operational Efficiency:**
 - Streamline operational processes, promote strong decentralization along with strict control mechanisms.
 - Strengthen information sharing, improve quick and effective internal response capabilities.
 - Implement inter-departmental projects, focusing on achieving long-term strategic goals.
 - Enhance savings initiatives, optimize costs, and improve operational efficiency.

This is the Report on the activities of the Board of Directors and the Board of General Directors on the performance results of 2024 and the plan for 2025, submitted to the General Meeting of Shareholders for approval.

On behalf of the Board of Directors

Chairman



TRAN DUC HUY



Công ty Cổ phần CMC

Trụ sở: Lô B10 - B11 Khu công nghiệp Thụy Vân, Xã
Thụy Vân, Thành phố Việt Trì, Phú Thọ

MSDN: 2600106523

Tel: 02103991706

Website: cmctiles.vn

No.: 01/2025/BC-BKS

Phú Thọ, April 2, 2025.

**SUPERVISORY BOARD ACTIVITY REPORT
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
CMC JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2021/QH14 dated June 11, 2020, and relevant guiding documents;
- Pursuant to the Charter of CMC Joint Stock Company;
- Pursuant to the 2024 consolidated financial statements of CMC Joint Stock Company audited by UHY Auditing and Consulting Co., Ltd.;
- Pursuant to the inspection and supervision results of the Supervisory Board in 2024.

The Supervisory Board ("SB") hereby reports to the Annual General Meeting of Shareholders ("AGM") of CMC Joint Stock Company ("Company") as follows:

I. SUPERVISORY BOARD ACTIVITIES

1. Supervisory Board Personnel:

In 2024, the SB consisted of three members, including one Chief Supervisor responsible for overall management and two supervisors performing tasks as assigned by the Chief Supervisor.

2. Activities of the Supervisory Board:

In 2024, the SB held two official meetings to:

- (i) Discuss and approve the SB's reports to be submitted to the 2024 AGM;
- (ii) Assign supervisory tasks to each member to maximize efficiency in monitoring the Company's operations and issue the SB's Activity Regulations.

SB members coordinated closely to inspect and review the resolutions and activities of the Board of Directors (BOD), financial reports, and consulted with the Executive Board on challenges, opportunities, and future objectives of the Company.

The SB conducted inspections and supervision to ensure compliance with the Law on Enterprises, the Company's Charter, and the 2024 AGM resolutions, specifically:

- Examined the legality and procedural compliance of the resolutions and decisions of the BOD and Executive Board to ensure adherence to legal regulations and the Company's Charter.
- Supervised the BOD and Executive Board in implementing the 2024 AGM resolutions, including:



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Regarding the selection of an independent auditing company: On behalf of the AGM, the SB coordinated with the Executive Board to evaluate and approve the selection of UHY Auditing and Consulting Co., Ltd. to audit the 2024 financial statements. UHY is an independent auditing company approved by the State Securities Commission to audit listed companies.

- An SB representative attended and was provided with complete information on BOD meetings and offered opinions to the BOD and Executive Board within their scope of responsibilities and authority.
- Verified the 2024 financial statements audited by UHY to assess the accuracy and reasonableness of financial data, business performance, and cash flows, in accordance with accounting standards and regulations.
- Collaborated with relevant departments to conduct internal audits, assess internal quality and risk management, and periodically review the implementation of recommendations to improve the Company's internal management system.
- Monitored transactions between the Company and related parties, including large-scale business transactions.

3. Remuneration, Operating Expenses, and Other Benefits of the SB and Individual Members:

In light of the Company's economic difficulties, SB members unanimously agreed to forgo remuneration to allow the Executive Board and BOD to allocate all available resources towards the Company's restructuring efforts.

4. Report on Related Party Transactions of the Company

The process and procedures for conducting transactions between the Company and related parties are strictly implemented in accordance with the laws and the Company's current Charter. All related party transactions are disclosed in the Company's audited financial statements for the year 2024.

II. RESULTS OF SUPERVISION OF OPERATION AND FINANCIAL SITUATION

1. Supervision of the Board of Directors and Executive Board in Company Management

In 2024, the Supervisory Board (SB) closely coordinated with the Board of Directors (BOD) and the Executive Board to oversee the implementation of the AGM resolutions and BOD resolutions. The BOD consists of five members, ensuring a structure that complies with the law and the Company's Charter. The BOD organized meetings and collected written opinions to approve decisions as required by law and the Company Charter.



Công ty Cổ phần CMC

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In 2024, the BOD issued 11 resolutions/decisions to implement the business plan and address issues approved at the 2024 AGM. The SB evaluated these decisions as consistent with the Company's strategic direction and business plans set forth by the AGM.

The Chairman and BOD members actively implemented assigned tasks, promptly researching and making resolutions/decisions to support the Executive Board in business operations or addressing challenges and obstacles in business activities.

Company Performance in 2024:

- **Product Output:**

In 2024, CMC maintained stable sales volumes compared to 2023, reaching a total output of 17.9 million m², equivalent to 93% of the previous year. Porcelain and Ceramic tiles continued to hold a significant share, contributing 60% of total sales. Notably, the new Semi Porcelain product line showed strong growth, with an output of 3.5 million m², accounting for 20% of total sales, reflecting market trends and positive customer reception. The tile and accessories segment also recorded positive growth, reaching nearly 3 million m², up 3% from 2023, thanks to product uniformity and competitive advantages.

- **Revenue:**

The Company's total revenue in 2024 was VND 1,872.28 billion, achieving 82% of the annual target and 97% compared to 2023. Despite challenging market conditions, where peer companies saw significant revenue declines, CMC's ability to maintain revenue at near 2023 levels highlights its resilience and adaptive capacity.

- **Profit:**

The Company's net profit after tax for 2024 reached VND 59.82 billion, achieving 123% of the annual target and an increase of 147% compared to 2023. Despite market challenges, CMC maintained profit growth through a streamlined organizational structure, operational optimization, and enhanced production efficiency. Tight cost control and the application of technology in management and production helped improve profit margins, reinforcing the Company's competitive position and sustainable growth.

- **Restructuring and Efficiency Improvement:**

CMC completed organizational restructuring to enhance efficiency and customer orientation. The Company also actively implemented cost-saving and optimization projects to improve production and operational efficiency. In 2024, Kaizen initiatives at the factory saved approximately VND 24 billion in production costs without affecting product quality. Streamlined projects helped reduce operating budgets by around VND 20 billion. Marketing activities focused on high visual



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impact and cost efficiency, with the "Commando Green Brand" campaign reaching over 2,000 secondary dealers at an average cost of less than VND 1 million per dealer.

2. Supervision Results of the BOD Activities:

In 2024, the BOD performed its functions and duties in guiding and directing the Company's business activities. Regular and ad-hoc meetings were held in accordance with the Company's Charter and internal regulations on corporate governance. The BOD issued 11 resolutions/decisions following proper procedures, authority, and legal compliance.

Some BOD members directly participated in the Company's executive activities with the Executive Board, gaining timely insights into business operations and thus enhancing governance and strategic guidance.

3. Supervision Results of the Executive Board Activities:

The Executive Board implemented AGM and BOD resolutions/decisions in compliance with its functions and legal authority as stipulated in the Company's Charter.

In 2024, the Executive Board made concerted efforts to address difficulties and complex issues arising in business activities, actively seeking and evaluating investment opportunities consistent with the Company's strategy.

In directing business operations, the Executive Board focused on improving corporate governance based on fairness, transparency, professionalism, and cost optimization to stay competitive and comply with increasingly stringent legal requirements related to investment.

4. Results of Supervising Company Operations and Financial Status:

The separate and consolidated audited financial statements for 2024, audited by UHY Auditing and Consulting Co., Ltd., received an opinion reflecting a fair and reasonable presentation of the Company's financial position as of December 31, 2024. The financial results and cash flows for the fiscal year ended on the same date were presented in accordance with Vietnamese accounting standards and regulations.

The audited financial statements provide accurate and objective insights into the Company's financial situation, affirming the Company's adherence to accounting principles and legal requirements.

(Billion VND)

No.	Indicator	Separate Financial Statements (Audited)	Consolidated Financial Statements (Audited)
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Công ty Cổ phần CMC

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1	Total Assets	3.298,78	3.334,55
2	Owner's Equity	954,01	970,51
3	Gross Revenue	1.872,28	1.872,28
4	Net Revenue	1.711,85	1.711,85
5	Profit Before Tax	61,47	84,54
6	Profit After Tax	56,02	59,82

5. Coordination between the Supervisory Board and the Board of Directors (BOD) and the Board of General Directors (BGD)

In 2024, the Supervisory Board (SB) effectively coordinated with the BOD, BGD, and various departments/divisions within the Company, specifically:

- The SB representatives were invited to participate and give opinions at BOD meetings and important BGD meetings. They were allowed to express their views on issues related to management and business operations within their scope of responsibility and authority.
- The SB received full information and resolutions from the BOD, the business performance report, and the 2024 audited financial statements of the Company.
- The SB was provided with all necessary information and documents related to the Company's activities upon request.

6. Coordination with Shareholders

In 2024, the SB did not receive any complaints from shareholders regarding the activities of the BOD, SB, BGD, or other managerial staff of the Company.

IV. SUPERVISORY BOARD'S OPERATION PLAN FOR 2025

The SB will maintain inspection and supervision of the Company's business and management activities according to the Company's Charter, focusing on the following key areas:

- Monitoring compliance with state policies, laws, the Company Charter, regulations, resolutions of the General Meeting of Shareholders (GMS), and resolutions/decisions of the BOD.
- Reviewing mid-year and annual financial statements. Maintaining regular communication with independent auditors to improve the quality of financial statement auditing.



Công ty Cổ phần CMC

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- Coordinating with specialized departments to monitor and assess the implementation of recommendations from inspection teams and plans/measures to address the Company's key risks.
- Supervising risk management, focusing on controlling, detecting, and warning of significant risk factors so that the Company can promptly take preventive measures.
- Monitoring the implementation and disclosure of information by the Company according to current regulations.

This report from the Supervisory Board outlines the activities in 2024 and the plan for 2025. The Supervisory Board respectfully submits this report to the General Meeting of Shareholders for consideration and approval.

Respectfully submitted!

ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE SUPERVISORY BOARD

PHAM THI THU HANG

No: 02/2025/TTr-HĐQT

Phu Tho, April 02, 2025

PROPOSAL

(Re: Approval of the Audited Separate and Consolidated Financial Statements for 2024)

To: General Meeting of Shareholders of CMC Joint Stock Company

- Pursuant to the Law on Enterprises 2020 and its guiding documents;
- Pursuant to the Law on Securities 2019 and its guiding documents;
- Pursuant to the Charter of Organization and Operation of CMC Joint Stock Company (the "Company");
- Pursuant to the actual business operations of the Company,

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the audited Separate Financial Statements and Consolidated Financial Statements of CMC Joint Stock Company as of December 31, 2024, which include the following:

- Independent Auditor's Report;
- Balance Sheet;
- Income Statement;
- Cash Flow Statement;
- Notes to the Financial Statements.

(Detailed content is attached in the summarized audited financial statements, and the full report is published on the Company's website: cmctiles.vn under the Investor Relations section).

We respectfully request the General Meeting of Shareholders to review and approve.

Recipients:

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

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



TRAN DUC HUY



CMC Joint Stock Company
Headquarters: Lot B10 - B11, Thuy Van
Industrial Zone, Thuy Van Commune, Viet Tri
City, Phu Tho Province

Code: 2600106523
Tel: 02103991706
Website: cmctiles.vn

No: 03/2025/TTr-HĐQT

Phu Tho, 02 April 2025

PROPOSAL

(Re: Approval of the Profit Distribution Plan for 2024; Remuneration Payments for the Board of Directors and Supervisory Board in 2024; and Remuneration Plan for the Board of Directors and Supervisory Board in 2025)

To: General Meeting of Shareholders of CMC Joint Stock Company

- Pursuant to the Law on Enterprises 2020 and its guiding documents;
- Pursuant to the Law on Securities 2019 and its guiding documents;
- Pursuant to the Charter of CMC Joint Stock Company,

The Board of Directors of CMC Joint Stock Company (the “Company”) respectfully submits to the General Meeting of Shareholders for review and approval of the following:

I. Remuneration Payments for the Board of Directors and Supervisory Board

The Board of Directors respectfully submits the following details regarding the total remuneration paid in 2024 and the planned remuneration for 2025:

No.	Category	Total Remuneration 2024 (VND)	Planned Remuneration 2025 (VND)
1	Board of Directors (BOD)	0	0
2	Supervisory Board (SB)	0	0
Total		0	0

II. Profit Distribution Plan for 2024

Based on the audited 2024 financial statements, and considering the Company’s business performance, production and business plans, and capital requirements for investment and development, the Board of Directors respectfully submits the following Profit Distribution Plan to the General Meeting of Shareholders for approval:

No.	Item	Unit	Actual 2024
1	Revenue from sales and services	VND	1,872,286,382,309
2	Total profit before corporate income tax (CIT)	VND	84,538,989,850
3	Profit after corporate income tax (CIT)	VND	59,817,899,826

4	2024 Dividends	VND	0
5	Profit carried forward to next year	VND	59,817,899,826
6	Dividend payout ratio	%	0%

The Board of Directors kindly requests the General Meeting of Shareholders to review and approve.

Recipients:

- *As above;*
- *Board of Directors;*
- *Office of the Board of Directors (for filing).*

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



TRAN DUC HUY

PROPOSAL

(Re: Approval of the List of Auditing Firms for the 2025 Financial Statements)

To: General Meeting of Shareholders of CMC Joint Stock Company

In compliance with the Charter of CMC Joint Stock Company (the "Company") and relevant legal regulations, the Supervisory Board respectfully submits for approval by the General Meeting of Shareholders the selection of the list of auditing firms to conduct the audit of the Company's financial statements for 2025, as follows:

1. Selection Criteria:

- The firm must be legally operating in Vietnam and approved by the State Securities Commission to audit listed companies in 2025;
- The firm must have a strong reputation for audit quality and experience in auditing public companies, listed companies, and major financial institutions in Vietnam;
- The audit team must have highly qualified and experienced auditors;
- The firm must meet the Company's requirements in terms of audit scope and timeline;
- The audit fee must be reasonable and aligned with the quality of service provided.

2. List of Auditing Firms:

Based on the above selection criteria, the Supervisory Board submits for approval the following list of auditing firms to conduct the audit of the Company's 2025 financial statements:

- (i) Ernst & Young Vietnam Limited Liability Company
- (ii) Deloitte Vietnam Limited Liability Company (Deloitte)
- (iii) KPMG Limited Liability Company
- (iv) UHY Audit & Advisory Services Limited Liability Company
- (v) BDO Limited Liability Company
- (vi) Grant Thornton Vietnam Limited Liability Company

3. Implementation Plan:

The Supervisory Board submits for approval the delegation of authority to the Board of Directors ("BOD") to implement the selection process according to the following prioritized options:

- Option 1: Select one of the six auditing firms listed in Section 2 above to audit the Company's financial statements for 2025. The BOD is authorized to delegate this selection to the Chairman of the BOD, provided that the chosen auditing firm meets the criteria approved in Section 1 and is suitable for the Company's operational requirements.
- Option 2: If none of the firms listed in Section 2 meet the criteria outlined in Section 1, the BOD shall have the right to select another auditing firm from the list of auditing firms approved by the State Securities Commission/Ministry of Finance for 2025 (attached to this

Proposal). The BOD is authorized to delegate this selection to the Chairman of the BOD, provided that the chosen auditing firm meets the criteria approved in Section 1 and aligns with the Company's business operations.

We respectfully request the General Meeting of Shareholders to review and approve.

Recipients:

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

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



PHAM THI THU HANG

LIST OF AUDITING COMPANIES SELECTED ACCORDING TO OPTION 2

No.	Company Name
1	PWC (Vietnam) Co., Ltd. (PWC)
2	AASC Auditing Firm Co., Ltd. (AASC)
3	A&C Auditing and Consulting Co., Ltd. (A&C)
4	Ecovis AFA Vietnam Auditing - Appraisal and Consulting Co., Ltd. (Ecovis AFA)
5	CPA VIETNAM Auditing Co., Ltd. (CPA VIETNAM)
6	Chuan Viet Auditing and Consulting Co., Ltd. (Chuan Viet)
7	Southern Financial Accounting and Auditing Consulting Services Co., Ltd. (AASCS)
8	An Viet CPA Auditing Co., Ltd. (An Viet CPA)
9	Vaco Auditing Co., Ltd. (Vaco)
10	Sao Viet Auditing Co., Ltd. (Sao Viet)
11	RSM Vietnam Auditing & Consulting Co., Ltd. (RSM)
12	AFC Vietnam Auditing Co., Ltd. (AFC)
13	AAC Auditing and Accounting Co., Ltd. (AAC)
14	NVA Auditing Co., Ltd. (NVA)
15	Moore AISC Auditing and Informatics Services Co., Ltd. (Moore AISC)
16	Nhan Tam Viet Auditing Co., Ltd. (NTV)
17	Vietnam Auditing and Valuation Co., Ltd. (VAE)
18	International Auditing Co., Ltd. (ICPA)
19	FAC Auditing Co., Ltd. (FAC)
20	Vietnam Auditing and Valuation Co., Ltd. (AVA)
21	International Auditing and Valuation Co., Ltd. (IAV)



Công ty Cổ phần CMC

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MSDN: 2600106523

Tel: 02103991706

Website: cmctiles.vn

No: 05/2024/TTr-HĐQT

Phu Tho, April 02, 2024

PROPOSAL

(Regarding the dismissal and supplementary election of members of the Board of Directors (BOD) and the Supervisory Board (SB) of the Company)

To: The General Meeting of Shareholders of CMC Joint Stock Company

- *Based on the Law on Enterprises 2020 and the related guiding documents;*
- *Based on the Law on Securities 2019 and the related guiding documents;*
- *Based on the Charter of CMC Joint Stock Company,*

Recently, the members of the Board of Directors ("BOD") including Mr. Nguyễn Văn Quý, Mr. Trần Huy Anh, Mrs. Vu Thi Loan and a member of the Supervisory Board ("SB") Mr. Trần Đức Thanh submitted their resignation letters to the General Meeting of Shareholders ("AGM") for consideration and approval, requesting to resign from their positions due to personal reasons. Therefore, in order to ensure the smooth operation of the BOD and SB, without disruption, and in accordance with the provisions of the Company's Charter and relevant laws, as well as to meet the control needs in the upcoming period, the BOD and SB respectfully propose the AGM consider and approve the dismissal and supplementary election of BOD and SB members for the term 2021 - 2026 as follows:

A. APPROVAL OF THE DISMISSAL AND SUPPLEMENTARY ELECTION OF BOD MEMBERS

I. Approval of the dismissal of the BOD members Mr. Nguyen Van Quy and Mr. Tran Huy Anh, Mrs. Vu Thi Loan

- **Effective date of dismissal:** From the date approved by the AGM.
- The General Director of the Company is tasked with reviewing and resolving issues related to the rights, benefits, and policies for Mr. Nguyen Van Quy and Mr. Trần Huy Anh in accordance with the Company's regulations and relevant laws.

II. Approval of the supplementary election of BOD members for the term 2021 - 2026 as follows:

2.1 Number of BOD members to be elected:

- The remaining number of BOD members after the dismissal of the 03 BOD members mentioned in Section I of this proposal is 02 members.
- The total number of BOD members for the term 2021 - 2026, as approved by the AGM, is 05 members.

Therefore, the number of BOD members that need to be elected is 03 members.

2.2 Qualifications and conditions for candidates for BOD members:



Công ty Cổ phần CMC

Trụ sở: Lô B10 - B11 Khu công nghiệp Thụy Vân, Xã
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MSDN: 2600106523

Tel: 02103991706

Website: cmctiles.vn

- Candidates for the BOD must meet the qualifications to serve as BOD members according to the provisions of the Law on Enterprises 2020 and the Company's Charter.
- Candidates may self-nominate or be nominated by shareholders/shareholder groups/shareholder representatives who have the right to nominate, and/or candidates nominated by the incumbent BOD as per the provisions of the Law on Enterprises 2020 and the Company's Charter.

2.3 List of candidates for BOD members:

The list of candidates is compiled from individuals who meet the above-mentioned qualifications and conditions and have provided the necessary documentation as per the Company's BOD election regulations.

If the number of candidates nominated does not meet the required number after the nomination period ends, the incumbent BOD will propose additional candidates to fulfill the required number as specified in this proposal.

The list of BOD candidates will be announced at the AGM prior to the election.

B. APPROVAL OF THE DISMISSAL AND SUPPLEMENTARY ELECTION OF SUPERVISORY BOARD MEMBERS

I. Approval of the dismissal of the Supervisory Board member Mr. Trần Đức Thanh:

- **Effective date of dismissal:** From the date approved by the General Meeting of Shareholders (AGM).
- The General Director of the Company is tasked with reviewing and resolving issues related to the rights, benefits, and policies for Mr. Trần Đức Thanh in accordance with the Company's regulations and relevant laws.

II. Approval of the supplementary election of Supervisory Board members for the term 2021 - 2026 as follows:

2.3 Number of Supervisory Board members to be elected:

- The remaining number of Supervisory Board members after the dismissal of one member as mentioned in Section I of this proposal is 02 members.
- The total number of Supervisory Board members for the term 2021 – 2026, as approved by the AGM, is 03 members. Therefore, the number of Supervisory Board members that need to be elected is 01 member.

2.4 Qualifications and conditions for candidates for Supervisory Board members:

- Candidates for the Supervisory Board must meet the qualifications to serve as Supervisory Board members as per the provisions of the Law on Enterprises 2020 and the Company's Charter.
- Candidates may self-nominate or be nominated by shareholders/shareholder groups/shareholder representatives who have the right to nominate, and/or candidates nominated by the incumbent Supervisory Board as per the provisions of the Law on Enterprises 2020 and the Company's Charter.



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2.5 List of candidates for Supervisory Board members: The list of candidates will be compiled from individuals who meet the qualifications and conditions mentioned above and have submitted the necessary documentation in accordance with the regulations for the supplementary election of Supervisory Board members at the 2025 Annual General Meeting of Shareholders. If the number of candidates does not meet the required number by the end of the nomination period, the incumbent Supervisory Board will propose additional candidates to fulfill the required number as per the provisions of this proposal. The list of Supervisory Board candidates will be announced at the AGM before the election.

We respectfully submit this for the consideration and approval of the General Meeting of Shareholders.

Sincerely,

On behalf of the Board of Directors

Chairman



TRAN DUC HUY