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THANH THANH CONG – BIEN HOA JOINT STOCK COMPANY	**THE SOCIALIST REPUBLIC OF VIETNAM** **Independence – Freedom – Happiness**
Số: /2026/NQ-ĐHĐCĐ	*……, …… 2026*

RESOLUTION
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2025 - 2026

(Re. Amendement, supplement of the Internal Corporate Governance Regulation)

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on 17 June 2020, as amended and supplemented from time to time;*
- *Pursuant to the Charter of Thanh Thanh Cong – Bien Hoa Joint Stock Company, as amended and supplemented from time to time;*
- *Pursuant to Decree No. 155/2020/NĐ-CP date 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/NĐ-CP dated 11 September 2025 ("**Decree 155**");*
- *Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 by the Ministry of Finance providing guidance on corporate governance applicable to public company under Decree 155 ("**Circular 116**").*
- *Pursuant to the Minutes of the Annual General Meeting of Shareholders for the Fiscal Year 2025–2026 No. .../2026/BBH-ĐHĐCĐ dated ……/……/2026 of Thanh Thanh Cong – Bien Hoa Joint Stock Company (the "Company").*

RESOLVES

Article 1. Approval of the amendments and supplements to the Internal Corporate Governance Regulations, with details set out in Appendix attached to this Resolution.

Article 2. This Resolution shall take effect from the date of its signing.

The Board of Directors, the Board of Management and other relevant parties within the Company shall be responsible for implementing, overseeing and reporting on the implementation of this Resolution./.

OBO. THE GENERAL MEETING OF SHAREHOLDERS

CHAIRLADY

Recipients:

- Board of Directors;

- Board of Management;

- Archived: Corporate Secretary.

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APPENDIX: PROPOSED AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL CORPORATE GOVERNANCE REGULATION

(Attached to Resolution No. …… dated …/…/2026 regarding the amendments and supplements of the Internal Corporate Governance Regulation)

Notes:

- Articles not specifically addressed in the Appendix remain unchanged;
- The proposed amendments appearing under the column "Current provision" are italicized;
- The proposed amendments appearing under the column "Proposed Amendment/ Supplement" represented the proposed revisions are bold and underlined.

No.	Current provision	Proposed Amendment/ Supplement	Basic for Amendment	Rationale
1	**IV. Definitions** IV.1 Definitions and abbreviations b) Executive Board: *includes personnel belonging to the Company's Executive Management apparatus as provided in the Regulations on the Organization and Operation of the Company's Executive Management*.	**IV. Definitions** IV.1 Definitions and abbreviations b) Executive Board **is a term referring to some or all the Executives.**		Adjust the definition of "Executive Management" to align with the provisions of this Regulations concerning Executive Management.
2	**IV. Definitions** IV.1 Definitions and abbreviations j) Executive: including the General Director, Deputy General Director(s), Chief Accountant *and other individuals specified in the Regulation on the Organization and Executive Management* of the Company	**IV. Definitions** IV.1 Definitions and abbreviations j) Executive: including the General Director, Deputy General Director(s), Chief Accountant of the Company.		Amend the definition of "Executive" to align with the definition in the Charter.
3	**IV. Definitions** IV.1 Definitions and abbreviations	**IV. Definitions** IV.1 Definitions and abbreviations		Add the definition of "Group of Companies"

No.	Current provision	Proposed Amendment/ Supplement	Basic for Amendment	Rationale
	No provision.	**l) Group of Companies means the Company, its subsidiaries and its affiliates.**		in accordance with the definition in the Charter.
4	**IV. Definitions** IV.4 Words or terms defined in the Law on Enterprises and the Law on Securities (unless inconsistent with the relevant subject or context) shall have the same meanings in the Regulations.	**IV. Definitions** IV.4 Words or terms defined in the Law on Enterprises, the Law on Securities **and the Company's Charter** (unless inconsistent with the relevant subject or context) shall have the same meaning in the Regulations.		Add a reference to ensure that definitions and terminology in these Regulations are consistent with the Charter.
5	**VI.2.2 Convening the General Meeting of Shareholders** c) If necessary, in addition to holding an in-person GMS, the Company may apply modern technology to organize the GMS (annual or extraordinary) through online meetings or a combination of in-person and online meetings according to the decision of the person convening the meeting. The order and procedures for convening online meetings of the GMS or a combination of in-person and online meetings (The authority to convene the meeting, determine the list of shareholders entitled to attend, prepare for the meeting, issue the meeting notice, register attendance, satisfy the conditions for conducting the meeting, conduct discussions and voting, count votes and announce the results, etc.) in principle, are conducted in the same way as	**VI.2.2 Convening the General Meeting of Shareholders** c) If necessary, in addition to holding an in-person GMS, the Company may apply modern technology to organize the GMS (annual or extraordinary) through online meetings **format** or a combination of in-person and online meetings **format** according to the decision of the person convening the meeting. The order and procedures for convening online meetings **format** of the GMS or a combination of in-person and online meetings **format** (The authority to convene the meeting, determine the list of shareholders entitled to attend, prepare for the meeting, issue the meeting notice, register attendance, satisfy the conditions for conducting the meeting, conduct discussions and voting, count votes and announce the results, etc.) in principle, are conducted in the same way as those for convening in-person meetings **format**. Unless otherwise provided by law, the BOD **or the**		Revise the wording for consistency. In addition, include the person legally entitled to convene the meeting where the Board of Directors fails to convene the GMS.

No.	Current provision	Proposed Amendment/ Supplement	Basic for Amendment	Rationale
	those for convening in-person meetings. Unless otherwise provided by law, the BOD shall be responsible for issuing or specifying provisions concerning the organization of virtual meetings and hybrid meetings combining in-person and virtual participation in the applicable working regulations, regulations on the organization of meetings and voting, and election rules (if any) for each meeting, to ensure that the meeting is organized and conducted in a manner appropriate to the characteristics of the relevant meeting format and in compliance with applicable law and the Company's Charter.	**person convening the meeting** shall be responsible for issuing or specifying provisions concerning the organization of virtual meetings and hybrid meetings combining in-person and virtual participation in the applicable working regulations, regulations on the organization of meetings and voting, and election rules (if any) for each meeting, to ensure that the meeting is organized and conducted in a manner appropriate to the characteristics of the relevant meeting format and in compliance with applicable law and the Company's Charter.		
6	**VI.2.2 Convening the General Meeting of Shareholders** d) The Company may apply electronic voting, electronic balloting or other electronic methods permitted by law to facilitate shareholders' exercise of their rights to attend and vote at the GMS. Virtual and hybrid meetings and the application of electronic methods must ensure that shareholders participating through such methods are able to access information, express their opinions and exercise their voting rights on an equivalent	**VI.2.2 Convening the General Meeting of Shareholders** d) The Company may apply electronic voting, electronic balloting or other electronic methods permitted by law to facilitate shareholders' exercise of their rights to attend and vote at the GMS **meeting**. Virtual **meetings format** and hybrid meetings **format combining in-person and online attendance** and the application of electronic methods must ensure that shareholders participating through such methods are able to access information, express their opinions and		Revise terminology to align with the wording used in the Charter.

No.	Current provision	Proposed Amendment/ Supplement	Basic for Amendment	Rationale
	basis to shareholders attending the meeting in person.	exercise their voting rights on an equivalent basis to shareholders attending the meeting in person.		
7	**VI.2.2 Convening the GMS** e) The person convening the meeting shall determine the meeting format, participation method, method of verifying shareholders' eligibility, voting method and related technical matters for each GMS, provided that such arrangements comply with applicable law and the Company's Charter and do not unreasonably restrict shareholders' rights to attend, express their opinions and vote.	**VI.2.2 Convening the GMS** e) **The BOD or** the person convening the meeting shall determine the meeting format, participation method, method of verifying shareholders' eligibility, voting method and related technical matters for each GMS, provided that such arrangements comply with applicable law and the Company's Charter and do not unreasonably restrict shareholders' rights to attend, express their opinions and vote		Add wording to align with the amendment to Clause VI.2.2(c) of the Regulations.
8	**VI.2.2 Convening the General Meeting of Shareholders** f) Where necessary to ensure safety, information security or the stability of technical systems, to comply with requirements of a competent state authority, or due to other objective circumstances that render virtual or hybrid meetings or electronic voting impracticable or unable to ensure the integrity of the meeting and voting process, the person convening the meeting may decide not to apply or to limit the application of such methods.	**VI.2.2 Convening the General Meeting of Shareholders** f) Where necessary to ensure safety, information security or the stability of technical systems, to comply with requirements of a competent state authority, or due to other objective circumstances that render virtual **meeting format** or hybrid meetings **combining in-person and online attendance** or electronic voting impracticable or unable to ensure the integrity of the meeting and voting process, the person convening the meeting may decide not to apply or to limit the application of such methods.		Revise terminology to align with the wording used in the Charter.

No.	Current provision	Proposed Amendment/ Supplement	Basic for Amendment	Rationale
9	**VI.2.3 Procedures for convening the General Meeting of Shareholders** **c) Announcement about the convening of the GMS** ii) The meeting agenda and documents relevant to the issues to be voted on at the GMS shall be posted on the Company's website and the meeting invitation announcement shall specify the website address and links to all documents for shareholders to access, including: - The meeting agenda and documents used in the meeting. - List and details of applicants (in case of known candidates) when electing members of the BOD; - Voting cards; - Draft resolutions for each issue on the agenda.	**VI.2.3 Procedures for convening the General Meeting of Shareholders** **c) Announcement about the convening of the GMS** ii) The meeting agenda and documents relevant to the issues to be voted on at the GMS shall be posted on the Company's website and the meeting invitation announcement shall specify the website address and links to all documents for shareholders to access, including: - The meeting agenda and documents used in the meeting. - List and details of applicants (in case of known candidates) when electing members of the BOD; - Voting cards. **Voting cards shall be provided in a form appropriate to the format of the General Meeting of Shareholders and the applicable voting method. Where electronic voting is used, the contents of the voting ballot shall be displayed on the electronic voting system for shareholders to select the relevant voting option**; - Draft resolutions for each issue on the agenda.		Clarify that the form of the voting ballot depends on the format of the GMS.

No.	Current provision	Proposed Amendment/ Supplement	Basic for Amendment	Rationale
10	**VI.2.3 Procedures for convening the General Meeting of Shareholders** **c) Announcement about the convening of the GMS** iii) Shareholders or groups of shareholders holding 5% or more of total ordinary shares as stipulated in Clause 3, Article 11 of the Company's Charter have the right to propose matters to be included in the meeting agenda of the GMS. Proposals shall be in writing and shall be sent to the Company at least 03 (three) working days before the opening date of the GMS. The proposals shall specify full name, *mailing address*, nationality, and legal document number for individual shareholders; name, business registration number or *serial number* of the organizational *legal document*, and head office address for organizational shareholders, quantity of each type of shares owned by the shareholder and the proposed issues.	**VI.2.3 Procedures for convening the General Meeting of Shareholders** **c) Announcement about the convening of the GMS** iii) Shareholders or groups of shareholders holding 5% or more of total ordinary shares as stipulated in Clause 3, Article 11 of the Company's Charter have the right to propose matters to be included in the meeting agenda of the GMS. Proposals shall be in writing and shall be sent to the Company at least 03 (three) working days before the opening date of the GMS. The proposals shall specify full name, **contact address**, nationality, and legal document number for individual shareholders; name, business registration number or **legal identification document number** of the organization, and head office address for organizational shareholders, quantity of each type of shares owned by the shareholder and the proposed issues.	Point c, Clause 2, Article 115 of the 2020 Law on Enterprises.	Revise legal terminology to align with the 2020 Law on Enterprises.
11	**VI.2.4 Registration method to attend the General Meeting of Shareholders** a) Shareholders can confirm their attendance at the GMS by the following ways: To send attendance confirmation (according to the form attached in the	**VI.2.4 Registration method to attend the General Meeting of Shareholders** a) Shareholders can confirm their attendance at the GMS by the following ways: To send attendance confirmation (according to the form attached in the meeting invitation announcement or downloaded		Add wording to accommodate GMS meetings held in a hybrid in-person and online format.

No.	Current provision	Proposed Amendment/ Supplement	Basic for Amendment	Rationale
	meeting invitation announcement or downloaded from the Company's website) via email or fax or send by post within the time limit stated in the meeting invitation announcement.	from the Company's website) via email or fax or send by post **or other methods instructed by the Company from time to time. Attendance confirmation must be completed** within the time limit stated in the meeting invitation announcement.		
12	**VI.2.4 Methods of registering to attend the General Meeting of Shareholders** f) Before the opening of the meeting, the Company shall carry out the shareholder registration *procedure and shall keep doing it until all eligible shareholders have registered.*	**VI.2.4 Methods of registering to attend the General Meeting of Shareholders** f) Before the opening of the **GMS** meeting, the Company shall carry out the registration of shareholder **attending the meeting.**	Clause 1, Article 146 of the 2020 Law on Enterprises.	Revise the provision in line with the Charter to accommodate different GMS formats.
13	**VI.2.6 Methods of voting, vote counting and adoption of GMS resolutions at a General Meeting of Shareholders** a) Voting methods *i) When the shareholders register, the Company will issue each shareholder or authorized participant 01 (one) voting card, on which is recorded the registration number, full name of the shareholder, full name of the authorized participant and the number of votes of the shareholder. The GMS discusses and votes on each issue on*	**VI.2.6 Methods of voting, vote counting and adoption of GMS resolutions at a General Meeting of Shareholders** a) Voting methods **i) Voting shall be conducted in a manner appropriate to the format of the meeting, ensuring that shareholders' votes are fully and accurately recorded, and shall be specified in the working regulations for the GMS**. Voting is conducted by voting for approval, disapproval and abstention.		Revise to ensure voting methods are appropriate to the different GMS formats.

No.	Current provision	Proposed Amendment/ Supplement	Basic for Amendment	Rationale
	the agenda. Voting is conducted by voting for approval, disapproval and abstention.			
14	**VI.2.6 Methods of voting, vote counting and adoption of GMS resolutions at a General Meeting of Shareholders** a) Voting methods *iii) In case the Company organizes the GMS (annual or extraordinary) through online meetings or a combination of in-person and online meetings, shareholders shall vote by electronic voting or other electronic forms according to the Meeting and Voting Regulations issued by the BOD.*	Delete this provision.		The general rule on voting in accordance with the meeting format is already provided in Clause VI.2.6(a)(i).
15	**VI.3.3 Requirement to be members of the Board of Director** a) Requirements to be member of the BOD ix) Not concurrently serve as a member of the Board of Directors or Board of Members of more than five *other* companies.	**VI.3.3 Requirement to be members of the Board of Director** a) Requirements to be member of the BOD ix) Not concurrently serve as a member of the Board of Directors or Board of Members of more than five companies.	Section D.2.6 of the ASEAN Corporate Governance Scorecard, Version 2, 2024 ("ACGS 2024").	Amend in reference to the recommendation in ACGS 2024.
16	**VI.3.7 Remuneration, bonuses and other benefits of Board of Directors member** b) The policy on remuneration, bonuses and other benefits for the BOD shall be formulated based on the *following principles:*	**VI.3.7 Remuneration, bonuses and other benefits of Board of Directors member** b) The remuneration, bonus and other benefits policy for the Board of Directors shall be based on the **principles set out in the Charter and the following criteria:**	Section C.3.1 of ACGS 2024, Guiding Reference 5.1.	Revise the provision to align with the Charter and add explanatory details with reference to the recommendations in ACGS 2024.

No.	Current provision	Proposed Amendment/ Supplement	Basic for Amendment	Rationale
	iii) For non-executive and independent members of the BOD, the remuneration structure must preserve their objectivity and independence in performing their oversight and risk management functions and protecting the long-term interests of the shareholders and the Company. Such remuneration shall not be linked to short-term targets or incentive arrangements that may impair their independence in reviewing, evaluating and making decisions.	iii) For non-executive and independent members of the BOD, the remuneration structure must preserve their objectivity and independence in performing their oversight and risk management functions and protecting the long-term interests of the shareholders and the Company. Such remuneration shall not be linked to **Company's business performance, share option,** short-term targets or incentive arrangements that may impair their independence in reviewing, evaluating and making decisions.		
17	**VI.3.7 Remuneration, bonuses and other benefits of Board of Directors member** b) The policy on remuneration, bonuses and other benefits for the BOD shall be formulated based on the *following principles* v) *Remuneration shall include travel, meal and accommodation expenses and other reasonable expenses incurred in performing the duties of a member of the BOD, including expenses incurred in attending meetings of the BOD or its boards, committees or supporting departments or units;*	**VI.3.7 Remuneration, bonuses and other benefits of Board of Directors member** b) The policy on remuneration, bonuses and other benefits for the BOD shall be formulated based on the **principles set out in the Charter and the following criteria:** v) **Members of the Board of Directors are entitled to reimbursement of all travel, meals, accommodation and other reasonable expenses incurred in performing their duties as Board members, including expenses incurred to attend meetings of the Board, Board committees or the GMS. These expenses shall not be considered remuneration, bonuses or other benefits received by the Board members;**		Revise the provision to align with the principles for payment of remuneration to Board members under the Charter.

No.	Current provision	Proposed Amendment/ Supplement	Basic for Amendment	Rationale
18	**VI.3.8 Procedures for organizing meeting of Board of Directors** b) The BOD shall meet at least once a quarter and may hold extraordinary meetings, provided that it holds at least six (06) meetings per year.	**VI.3.8 Procedures for organizing meeting of Board of Directors** b) **The BOD shall hold at least six meetings per year.** The Board shall meet at least once every quarter and may hold extraordinary meetings. **The annual schedule of regular meetings shall be prepared by the Board before the beginning of each financial year**.	Principle 1.4.4 of the Vietnam Corporate Governance Code ("VNCG Code 2026").	Added with reference to the recommendation in the VNCG Code 2026.
19	**VI.3.13 Person in charge of company governance** d) The Person in charge of corporate governance shall have the following rights and obligations: - To advise the BOD on organizing meetings of the GMS in accordance with regulations and on relevant work as between the Company and shareholders. - To prepare meetings of the BOD, of the GMS as requested by the BOD. - To advise on procedures of meetings. - To attend all meetings. - To advise on procedures for formulating resolutions of the BOD in compliance with law.	**VI.3.13 Person in charge of company governance** d) The Person in charge of corporate governance shall have the following rights and obligations: Advise the Board of Directors on organizing GMS meetings in accordance with regulations and on matters relating to the Company and its shareholders: - To advise the BOD on organizing meetings of the GMS in accordance with regulations and on relevant work as between the Company and shareholders. - To prepare meetings of the BOD, of the GMS as requested by the BOD. - To advise on procedures of meetings. - To attend all meetings.		Added to support governance activities at the Company and its subsidiaries, given that the Company Governance Officer of the parent company has no direct authority over subsidiaries, which are separate legal entities.

No.	Current provision	Proposed Amendment/ Supplement	Basic for Amendment	Rationale
	- To provide financial information, copies of the BOD meeting minutes and other information to members of the BOD and of the Audit Committee. - To supervise and report to the BOD on information disclosure activities of the Company. - To act as the contact point for parties with related interests. - To maintain confidentiality of information in accordance with law and the Company's Charter. - Other rights and obligations as stipulated by law.	- To advise on procedures for formulating resolutions of the BOD in compliance with law. - To provide financial information, copies of the BOD meeting minutes and other information to members of the BOD and of the Audit Committee. - To supervise and report to the BOD on information disclosure activities of the Company. - To act as the contact point for parties with related interests. - To maintain confidentiality of information in accordance with law and the Company's Charter. - Other rights and duties stipulated by law **and decisions of the BOD.**		