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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.Amendments and supplements to the Regulation on the Organization and Operation of the Board of Directors)

- *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 Regulations on Organization and Operation of the Board of Directors, 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 REGULATION ON THE ORGANIZATION AND OPERATION OF THE BOD

(Attached to Resolution No. …… dated …/…/2026 regarding the amendments and supplements of the Regulation on the Organization and Operation of the Board of Directors)

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	Basis for Amendment	Rationale
1	**Article IV. Definitions and Abbreviations** No provision	**Article IV. Definitions and Abbreviations** **j) Executive: means an executive of the Company, including the General Director, Deputy General Directors and Chief Accountant of the Company.**		To add the definition of "Executive" as the Regulations propose to introduce related provisions.
2	**Article IV. Definitions and Abbreviations** Any words or terms defined in the Law on Enterprises, Law on Securities (unless inconsistent with the subject or context) shall have the same meaning in the Regulation.	**Article IV. Definitions and Abbreviations** Any words or terms defined in the Law on Enterprises, Law on Securities **and the Company's Charter** (unless inconsistent with the subject or context) shall have the same meaning in the Regulation.		To ensure consistency between the definitions and terminology used in the Regulation and those set out in the Company's Charter.
3	**Article VI.2.1. Rights and Obligations of BOD Members** b) BOD members have the rights and obligations stipulated in the Company's Charter and the following additional rights and obligations: No provision	**Article VI.2.1. Rights and Obligations of BOD Members** b) BOD members have the rights and obligations stipulated in the Company's Charter and the following additional rights and obligations: **x) A Board member must not concurrently**	Principle 1.5.5 of the Vietnam Corporate Governance Code ("VNCG Code 2026")	Supplemented with reference to the recommendation under the VNCG Code 2026

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		act as a consultant or adviser for which he/she receives remuneration, directly or indirectly, from the Company.		
4	**Article VI.2.1. Rights and Obligations of BOD Members** b) BOD members have the rights and obligations stipulated in the Company's Charter and the following additional rights and obligations: No provision	**Article VI.2.1. Rights and Obligations of BOD Members** b) BOD members have the rights and obligations stipulated in the Company's Charter and the following additional rights and obligations: **xi) Attend all General Meetings of Shareholders.**	Principle 8.2.4 of the VNCG Code 2026	Supplemented with reference to the recommendation under the VNCG Code 2026
5	No provision	**VI.2.12 Lead Independent Director** **a) The independent members of the BOD shall elect one of their members to serve as the Lead Independent Director. The Lead Independent Director shall have the following functions and powers:** - **Act as the primary liaison between the Chairperson of the Board of Directors and the other members of the BOD, where necessary;** - **Convene and chair meetings of non-executive members of the BOD in accordance with Clause 17, Article 28 of the Company's Charter;** - **Coordinate the BOD's consideration and**	Principle 2.5.5 of the VNCG Code 2026	Supplemented with reference to the recommendation under the VNCG Code 2026

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		discussion of matters involving apparent conflicts of interest on the part of the Chairperson of the BOD; - **Contribute to the performance evaluation of the Chairperson of the BOD, as determined by the General Meeting of Shareholders or the BOD.** **b) The exercise of the functions and powers of the Lead Independent Director under this provision is intended to safeguard the independence and effectiveness of the BOD's oversight when necessary and shall not alter the powers of the Chairperson of the BOD or the BOD as prescribed by law, the Company's Charter and the Regulation.**		
6	**VI.3.6. Committees of the Board** No provision	**VI.3.6. Committees of the Board** **e) At the GMS, the Chairpersons of the committees under the BOD shall be responsible for answering questions relating to matters within the scope of functions of the respective committees they oversee, as coordinated by the Chair of the meeting.**	Principle 8.2.4 of the VNCG Code 2026	Supplemented with reference to the recommendation under the VNCG Code 2026
7	No provision	**VI.3.9. Company Governance Officer** **The Board of Directors shall appoint at least one (01) person in charge of the Company governance to support corporate governance activities within the Company.**		Addition of provisions on the Company Governance Officer as the direct supporting focal point for the Board of Directors.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		The qualifications, rights and obligations of this person shall comply with the provisions of the Company's Charter and Internal Regulation on Corporate Governance.		
8	**VI.4.1 Procedures for Organizing BOD Meetings** b) The BOD shall meet at least once per quarter, at least 06 times per year and may convene extraordinary meetings. The BOD must establish an annual schedule for regular meetings.	**VI.4.1 Procedures for Organizing BOD Meetings** b) The BOD shall meet at least once per quarter, at least 06 times per year and may convene extraordinary meetings. The BOD must establish an annual schedule for regular meetings **prior to the commencement of each financial year.**	Principle 1.4.4 of the VNCG Code 2026	Supplemented with reference to the recommendation under the VNCG Code 2026
9	**VI.4.1 Procedures for Organizing BOD Meetings** c) The agenda of regular meetings shall include: i) Evaluating the previous period's performance, approving, and discussing measures for the implementation of the current period's action plan. ii) Discussing and deciding on matters related to the implementation of the Company's long-term development objectives under the authority of the BOD. iii) Approving new regulations or	**VI.4.1 Procedures for Organizing BOD Meetings** c) The agenda of regular meetings shall include: i) Evaluating the previous period's performance, approving, and discussing measures for the implementation of the current period's action plan. ii) Discussing and deciding on matters related to the implementation of the Company's long-term development objectives under the authority of the BOD. iii) Approving new regulations or	Section B.3.1 of the ASEAN Corporate Governance Scorecard, Version 2, 2024 ("ACGS 2024").	Added with reference to the recommendations in ACGS 2024.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	amendments within the authority of the BOD. iv) Discussing and deciding on other matters related to the responsibilities and authority of the BOD.	amendments within the authority of the BOD. **iv) Review and assess the alignment and compatibility of the Company's capital structure and debt structure with its strategic objectives and corresponding risk appetite.** **v)** Discussing and deciding on other matters related to the responsibilities and authority of the BOD.		
10	**VI.4.1 Procedures for Organizing BOD Meetings** g) The Chairperson of the BOD or the convener must send a meeting invitation announcement at least *02* working days before the meeting date. The meeting invitation announcement must specify the time and location, the agenda, topics for discussion, and decisions. The announcement must include the meeting documents and the voting cards for BOD members.	**VI.4.1 Procedures for Organizing BOD Meetings** g) The Chairperson of the BOD or the convener must send a meeting invitation announcement at least **05** working days before the meeting date. The meeting invitation announcement must specify the time and location, the agenda, topics for discussion, and decisions. The announcement must include the meeting documents and the voting cards for BOD members.		Adjustment to align the deadline for sending notices of Board of Directors meetings with the Company's Charter, Internal Regulation on Corporate Governance, and good corporate governance practices
11	**VI.4.2 Conditions for conducting meetings and voting procedures in the BOD's Meetings** b) Board members shall attend all meetings of the BOD. A Board member may authorize *another person* to attend and vote on their	**VI.4.2 Conditions for conducting meetings and voting procedures in the BOD's Meetings** b) Board members shall attend all meetings of the BOD. A Board member may authorize **another BOD member** to attend and vote on		Amended and supplemented to ensure consistency with Article 27 of the Company's Charter.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	behalf, subject to the approval of a majority of the Board members.	their behalf, subject to the approval of a majority of the Board members.		
12	No provision	**VI.4.4 Meetings of Non-Executive Members of the Board of Directors** **a) Non-executive members of the BOD shall meet separately at least twice a year without the presence of executive members of the BOD.** **b) Such separate meetings are a mechanism for non-executive members of the BOD to exchange views and discuss matters independently. They shall not be considered meetings of the BOD under applicable laws and the Company's Charter and shall not be counted towards the minimum number of Board meetings required to be held each year. The procedures for organizing such meetings shall be prescribed by the BOD.**	Principle 1.4.4 of the VNCG Code 2026	Supplemented with reference to the recommendation under the VNCG Code 2026
13	**VI.5.2 Remuneration, bonuses, and other benefits of the Board of Directors members** a) In accordance with *Clause VI.3.7 of* the Internal Regulation on Corporate Governance.	**VI.5.2 Remuneration, bonuses, and other benefits of the Board of Directors members** a) In accordance with the **Company's Charter** and the Internal Regulation on Corporate Governance.		Addition of a cross-reference to the provisions of the Company's Charter on remuneration, bonuses and other benefits of members of the Board of Directors.
14	No provision	**VI.7.5 Board Oversight of Strategy Implementation** **a) The Board of Directors shall be**	Principle 1.2.2 VNCG Code 2026	Supplemented with reference to the

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		responsible for overseeing the implementation of the Company's strategy through reporting, evaluation and accountability mechanisms applicable to the Executives. **b) Based on the results of its oversight, the Board of Directors shall require the Executives to provide explanations and propose remedial measures. Where necessary, the Board of Directors shall consider and decide on updates to the strategy, strategic directions, objectives and resources within its authority, or submit matters beyond its authority to the General Meeting of Shareholders for consideration and decision.** **c) The oversight activities specified in this Clause shall be further detailed in the internal regulations and oversight procedures issued by the Board of Directors, as amended and supplemented from time to time.**		recommendation under the VNCG Code 2026
15	No provision	**VI.10 Coordination Mechanism among the Board of Directors, its Committees and the Executives** **VI.10.1 Principles of Coordination**		Addition of provisions setting out the general principles governing coordination among the Board of Directors, its

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		a) **Principle of Clear Allocation of Responsibilities: Coordination shall be based on a clear allocation of the roles, functions, duties and responsibilities of the Board of Directors, its Committees and the Executives, ensuring that each party proactively and fully performs its functions within its authority without overlapping with or replacing the responsibilities of any other party.** b) **Principle of Information Sharing and Confidentiality: The provision, sharing and use of information must ensure completeness, accuracy, timeliness and proper authorization, and comply with the Company's regulations and applicable laws on information confidentiality, data management and privacy.** c) **Principle of Independence: Coordination shall not affect the objectivity and independence of each party in performing its functions and duties.** d) **Principle of Efficient Resource Utilization: Coordination shall ensure the effective allocation and utilization of the Company's resources, minimize duplication and overlap in functions and**		Committees and the Executives.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		duties, enhance information and data sharing, and leverage the work results of the parties. e) **Principle of Controlled Coordination: Coordination shall aim to promote connectivity, mutual support and overall effectiveness of the governance, oversight and executive management system, while maintaining clear boundaries between governance, oversight and executive management functions.** **VI.10.2 Coordination between the Board of Directors and its Committees** a) **The Board of Directors shall assign tasks to, request reviews by, or seek opinions from its Committees on matters falling within the functions and duties of each Committee.** b) **The Committees shall perform their functions, duties and powers in accordance with their respective Regulation on Organization and Operation, and report to the Board of Directors on the matters reviewed, material issues and recommendations within their respective areas of responsibility.**		

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		c) **The Board of Directors shall consider the reports, opinions and recommendations of its Committees in performing its governance and oversight functions and making decisions on matters within its authority.** d) **Where the recommendations of a Committee are approved by the Board of Directors, the Committee shall monitor and evaluate the Executives' implementation of the Board of Directors' resolutions and decisions relating to the Committee's functions and duties, and report to the Board of Directors on material issues or matters that have not been appropriately implemented. The Board Office shall act as the coordinating focal point to follow up with the Executives, collect, update and consolidate information on implementation progress, and provide such information to the Committees as a basis for their evaluation.** **VI.10.3 Coordination between the Committees and the Executives** a) **The Executives shall provide complete, accurate and timely information and documents, and explanations on matters**		

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		reasonably requested by the Committees, to enable the Committees to perform their functions and duties. b) **The Committees and the Executives may organize meetings or thematic discussions, where necessary, to clarify matters falling within the functions and duties of the Committees, at the request of either a Committee or the Executives.** c) **The provision of information and thematic discussions between the Committees and the Executives shall comply with the Company's internal regulations.** **VI.10.4 Coordination between the Board of Directors and the Executives** a) **The Executives shall be responsible for organizing the implementation of the strategy, resolutions and decisions of the Board of Directors, and for managing and conducting the Company's day-to-day business operations within their authority.** b) **The Board of Directors shall oversee the activities of the Executives and evaluate the results of implementing the strategy,**		

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		plans and objectives approved by the Board of Directors. c) **Periodically or upon request, the Executives shall report fully, accurately and promptly to the Board of Directors on the Company's operations, strategy implementation results, risks and material issues falling within the Board of Directors' authority.** d) **During the implementation of the Board of Directors' resolutions and decisions, if new issues, material changes or matters that are no longer appropriate to actual circumstances arise, the Executives shall promptly report them to the Board of Directors for consideration, adjustment or appropriate direction.** e) **Reporting shall comply with the Company's internal procedures and regulations in effect from time to time.**		