THANH THANH CONG – BIEN HOA JOINT STOCK COMPANY

No.: .../2023/NQ-DHDCD

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Tay Ninh, ..., 2023

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS

FOR THE FISCAL YEAR 2022 – 2023

(RE: amendment of the Company Charter, the Internal Regulation on Corporate Governance, the Regulations of organization and operation of the Board of Directors)

- *Pursuant to the Law on Enterprise No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June, 17th, 2020 and guiding documents ("**Law on Enterprise**") and documents on amendment and supplements of Law on Enterpire;*
- *Pursuant to Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and documents guiding its implementation ("**Securities Law**");*
- *Pursuant to Decree No. 155/2020/ND-CP issued by the Government on December 31, 2020 detailing the implementation of a number of articles of the Securities Law ("**Decree 155**");*
- *Pursuant to the Charter of Thanh Thanh Cong – Bien Hoa Joint Stock Company ("**Charter**");*
- *Cursuant to the current internal regulations on corporate governance of Thanh Thanh Cong - Bien Hoa Joint Stock Company ("**Internal regulations on corporate governance**");*
- *Pursuant to the current Regulations on organization and operation of the Board of Directors of Thanh Thanh Cong - Bien Hoa Joint Stock Company ("**Regulations on organization and operation of the Board of Directors**").*
- *Pursuant to The Minute of General Meeting of Shareholders No. ...../2023/BB-DHDCD dated ...., 2023,*

RESOLVE

Article 1. Approval on Amending, supplementing to the Company's charter in accordance with regulations of law.

Amend, supplement to Section 28(14) and Section 20(2) and 20(3): kindly see in detail the appendix attached to this Proposal

Article 2. Approval on Amending, supplementing to the Internal Regulation on Corporate Governance in accordance with regulations of law.

Amend, supplement to Section 9(4) and Section 22(2): kindly see in detail the appendix attached to this Proposal

Article 3. Approval on Amending, supplementing to the Regulations of organization and operation of the BoDs

Amend, supplement to Section 22(2): kindly see in detail the appendix attached to this Proposal.

Article 4. The Resolution validates since the date signed.

The Board of Directors, the Board of Management take responsibility to execute, monitor and report the implementation this Resolution.

FOR AND ON BEHALF OF GMS
THE CHAIRWOMAN

HUYNH BICH NGOC

Recipient:

- *Member of BOD;*
- *Member of BOM;*
- *Archived: Secretary & Assistant department.*

DRAFT

APPENDIX

EXPLANATION ON THE AMENDMENTS OF THE SOME CONTENTS OF THE COMPANY'S CHARTER, THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE, AND THE REGULATION ON OPERATION OF THE BOARD OF DIRECTORS

(ATTACHED TO THE RESOLUTION NO.: …/2023/NQ-DHDCD – AGM 2022-2023 ON 2023, ...)

Note:

- Articles not detailed in this appendix still remain unchanged;
- The proposed changes in the "**The current regulations**" section are lines of text shown in underlined and italicized form.
- The contents that need to be amended or supplemented in the section "**Recommended changes**" are in bold and underlined.

No	Section	The current regulations	Recommended changes	Legal basis	Reason
I.	**AMENDMENT AND SUPPLEMENT OF THE COMPANY CHARTER**				
1.	**Article 20. Approval of decisions of the General Meeting of Shareholders**				
1.1.	Section 20 (2)	2. In order for a resolution of the General Meeting of Shareholders in relation to the following matters to be passed by way of voting at the meeting, it must be approved by shareholders holding at least 65% of *<u>the total number of votes of all attendees</u>*: a. Deciding on type(s) of share and total number of shares of each type; b. Changing business lines and sectors; c. Changing organizational structure of the Company; d. Deciding on investment project or sale of assets equal to or greater than 70% of the total value of assets recorded in the latest audited financial statement of the Company; e. Re-organization or dissolution of the Company;	2. In order for a resolution of the General Meeting of Shareholders in relation to the following matters to be passed by way of voting at the meeting, it must be approved by shareholders holding at least 65% of **<u>the total number of votes of all attending and voting shareholders</u>**: a. Deciding on type(s) of share and total number of shares of each type; b. Changing business lines and sectors; c. Changing organizational structure of the Company; d. Deciding on investment project or sale of assets equal to or greater than 70% of the total value of assets recorded in the latest audited financial statement of the Company;	Law No. 03/2022/QH15, Section 7 (5)	To comply with the regulations of the Law on Enterprise (amended and supplemented by Law No. 03/2022/QH) on the percentage of votes approved for issues at the GMS

No	Section	The current regulations	Recommended changes	Legal basis	Reason
			e. Re-organization or dissolution of the Company;		
1.2.	Section 20 (3)	3. Except for cases stipulated under clause 2 of this Article and clause 1 of Article 16 of this Charter, a resolution of the General Meeting of Shareholders shall be passed by way of voting at the meeting if it is approved by shareholders holding more than 50% *of the total number of votes of all attendees*	3. Except for cases stipulated under clause 2 of this Article and clause 1 of Article 16 of this Charter, a resolution of the General Meeting of Shareholders shall be passed by way of voting at the meeting if it is approved by shareholders holding more than 50% **of the total number of votes of all attending and voting shareholders**	Law No. 03/2022/QH15, Section 7 (5)	To comply with the regulations of the Law on Enterprise (amended and supplemented by Law No. 03/2022/QH) on the percentage of votes approved for issues at the GMS
2.	**Section 28. Meetings of the Board of Directors**				
	Section 28 (14)	14. Minutes of meetings of the Board of Directors shall be made in detail and clearly, including the full name, signature of the chairman and the person recording the minutes, and other contents stipulated in Clause 1, Article 158 of the Law on Enterprises. With respect to any matter agreed by the majority of the attending members in the	14. Minutes of meetings of the Board of Directors shall be made in detail and clearly, including the full name, signature of the chairman and the person recording the minutes, and other contents stipulated in Clause 1, Article 158 of the Law on Enterprises. With respect to any matter agreed by the majority of the attending members in the	Law No. 03/2022/QH15, Section 7 (6)	To comply with the regulations of the Law on Enterprise (amended and supplemented by Law No. 03/2022/QH) on the minutes of meetings of the Board of Directors.

No	Section	The current regulations	Recommended changes	Legal basis	Reason
		minutes of the meeting of the Board of Directors, a resolution approving such matter must be prepared. Minutes of meetings of the Board of Directors must be archived at the head office of the Company in accordance with law. In case the chairperson, the person writing the minutes refuse to sign the minutes of the meeting, the minutes shall take effect if the minutes *are signed* by all other attending members of the Board of Directors and contain all the contents stipulated Clause 1, Article 158 of the Law on Enterprises (except content full name, the signature of the chairperson, and the person recording the minutes).	minutes of the meeting of the Board of Directors, a resolution approving such matter must be prepared. Minutes of meetings of the Board of Directors must be archived at the head office of the Company in accordance with law. In case the chairperson, the person writing the minutes refuse to sign the minutes of the meeting, the minutes shall take effect if the minutes are signed **and approved** by all other attending members of the Board of Directors and contain all the contents stipulated Clause 1, Article 158 of the Law on Enterprises (except content full name, the signature of the chairperson, and the person recording the minutes). The minutes shall clearly state the reasons why the chair and the minute taker refuse to sign them. **The persons who sign the minutes are jointly responsible for the accuracy and truthfulness of the minutes. The chairperson and the person writing the**		

No	Section	The current regulations	Recommended changes	Legal basis	Reason
			minutes shall take personal liability for the damage caused to the enterprise by refusing to sign the meeting minutes in accordance with this Law, the Company's Charter and relevant laws.		
II.	**AMENDMENT AND SUPPLEMENT OF THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**				
1.	**Section 9. Method of voting, counting votes, passing resolutions of the GMS**				
	Section 9 (4)	4. Conditions for passing resolution of the GMS *a.* Resolution of the GMS on the following issues, if passed by voting at the meeting, must be approved by the number of shareholders representing 65% of the total number *of votes or more of all shareholders attending the meeting:* (i) Decide on the class of shares and the total number of shares of each class; (ii) Change of business lines and sectors; (iii)Change of the organizational and managerial structure of the Company;	4. Conditions for passing resolution of the GMS a. Resolution of the GMS on the following issues, if passed by voting at the meeting, must be approved by the number of shareholders representing 65% of **the total number of votes or more of all attending and voting shareholders:** (i) Decide on the class of shares and the total number of shares of each class; (ii) Change of business lines and sectors; (iii)Change of the organizational and managerial structure of the Company;	Law No. 03/2022/QH15, Section 7 (5)	To comply with the regulations of the Law on Enterprise (amended and supplemented by Law No. 03/2022/QH) on the percentage of votes approved for issues at the GMS

No	Section	The current regulations	Recommended changes	Legal basis	Reason
		(iv) Investment project or sale of assets valued at seventy (70%) or more per cent of the total value of assets recorded in the most recent financial statements of the Company; (v) Re-organization or dissolution of the Company; b. Except for the case specified at Point a of this Clause and Clause 1, *Article 16 of this Charter,* resolution of the GMS shall be passed by voting at the meeting when it is approved by the number of shareholders representing more than 50% of the total votes of all attending shareholders. c. If resolution of the GMS is passed in the form of collecting opinions in writing, including the issues mentioned in Point a, Clause 4 of this Article, it must be approved by the number of shareholders representing more than 50% of the total votes of all voting shareholders.	(iv) Investment project or sale of assets valued at seventy (70%) or more per cent of the total value of assets recorded in the most recent financial statements of the Company; (v) Re-organization or dissolution of the Company; b. Except for the case specified at Point a of this Clause and **Clause 3, 4, 6 of, Article 148 of Law on Enterprise** of this Charter, resolution of the GMS shall be passed by voting at the meeting when it is approved by the number of shareholders representing more than 50% of **the total number of votes of all attending and voting shareholders.** c. If resolution of the GMS is passed in the form of collecting opinions in writing, including the issues mentioned in Point a, Clause 4 of this Article, it must be approved by the number of shareholders representing		

No	Section	The current regulations	Recommended changes	Legal basis	Reason
			more than 50% of the total votes of all voting shareholders.		
2.	**Section 22. Meeting minutes and resolutions of the Board of Directors**				
	Section 22 (2)	2. Minutes of meetings of the Board of Directors shall be made in detail and clearly, including the full name, signature of the chairperson and the person recording the minutes, and other contents stipulated in Clause 1, Article 158 of the Law on Enterprises. With respect to any matter agreed by the majority of the attending members in the minutes of the meeting of the BOD, a resolution approving such matter must be prepared. Minutes of meetings of the BOD must be archived at the head office of the Company in accordance with law. In case the chairperson, the person writing the minutes refuses to sign the minutes of the meeting, the minutes shall take effect if the minutes *are signed* by all other attending members of the BOD and contain	2. Minutes of meetings of the Board of Directors shall be made in detail and clearly, including the full name, signature of the chairperson and the person recording the minutes, and other contents stipulated in Clause 1, Article 158 of the Law on Enterprises. With respect to any matter agreed by the majority of the attending members in the minutes of the meeting of the BOD, a resolution approving such matter must be prepared. Minutes of meetings of the BOD must be archived at the head office of the Company in accordance with law. In case the chairperson, the person writing the minutes refuses to sign the minutes of the meeting, the minutes shall take effect if the minutes **are signed and approved** by all other attending members of the	Law No. 03/2022/QH15 , Section 7 (6)	To comply with the regulations of the Law on Enterprise (amended and supplemented by Law No. 03/2022/QH) on the minutes of meetings of the Board of Directors.

No	Section	The current regulations	Recommended changes	Legal basis	Reason
		all the contents stipulated Clause 1, Article 158 of the Law on Enterprises (except content full name, the signature of the chairperson, and the person recording the minutes).	BOD and contain all the contents stipulated Clause 1, Article 158 of the Law on Enterprises (except content full name, the signature of the chairperson, and the person recording the minutes). **<u>The persons who sign the minutes are jointly responsible for the accuracy and truthfulness of the minutes. The chairperson and the person writing the minutes shall take personal liability for the damage caused to the enterprise by refusing to sign the meeting minutes in accordance with this Law, the Company's Charter and relevant laws</u>.**		
III.	**AMENDMENT AND SUPPLEMENT OF THE REGULATION ON OPERATION OF THE BOARD OF DIRECTORS**				
1.	**Section 22. Minutes of meetings and resolutions of the Board of Directors**				
	Section 22(2)	2. In case the Chairperson, the person recording the minutes refuses to sign the meeting minutes, but if all other members of the BOD attend the meeting *<u>to sign</u>* and have all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1 of this	2. In case the Chairperson, the person recording the minutes refuses to sign the meeting minutes, but **<u>if the minutes are signed and approved by all other attending members of the BOD and contain all the contents stipulated</u>** at	Law No. 03/2022/QH15, Section 7 (6)	To comply with the regulations of the Law on Enterprise (amended and supplemented by Law No. 03/2022/QH) on the minutes of

No	Section	The current regulations	Recommended changes	Legal basis	Reason
		Article, this minutes shall take effect.	Points a, b, c, d, dd, e, g and h, Clause 1 of this Article, this minutes shall take effect. **The persons who sign the minutes are jointly responsible for the accuracy and truthfulness of the minutes. The chairperson and the person recording the minutes shall take personal liability for the damage caused to the enterprise by refusing to sign the meeting minutes in accordance with this Law, the Company's Charter and relevant laws.**		meetings of the Board of Directors.