THANH THANH CONG – BIEN HOA
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Tay Ninh, Dec 31, 2024

PROPOSAL 02
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2024-2025

(Re: Amendment to the Internal Regulations on Corporate Governance)

To: THE GENERAL MEETING OF SHAREHOLDERS

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its guiding documents ("**Law on Enterprises**");*
- *Pursuant to Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 ("**Law No. 03/2022/QH**");*
- *Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its guiding documents ("**Law on Securities**");*
- *Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of certain provisions of the Law on Securities ("**Decree 155**");*
- *Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance, guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of certain provisions of the Law on Securities ("**Circular 116**");*
- *Pursuant to the Charter on the Organization and Operation of Thanh Thanh Cong – Bien Hoa Joint Stock Company ("**Charter**");*

The Board of Directors of Thanh Thanh Cong – Bien Hoa Joint Stock Company (TTC-BH) respectfully submits to the General Meeting of Shareholders ("**GMS**") for approval the amendment and supplementation of the Internal Regulations on Corporate Governance, as follows:

Under the tasks assigned by the GMS, the Board of Directors has organized and implemented the transition to an operational model aligned with the orientation of applying the **Circular Commercial Value Chain model** using the approach of **3 Centers – 3 Layers – 3 Services – 01 System**. To perfect the governance structure in line with this model, TTC-BH needs to adjust its corporate governance documents to establish a legal framework for governance while ensuring consistency and compliance with legal regulations.

The amendments and supplements will reflect the operational realities of the model and align with current governance standards, forming the basis for drafting and issuing governance documents under the authority of the Board of Directors.

Therefore, the Board of Directors of TTC-BH respectfully submits this matter to the GMS for discussion and voting to approve the amendments to the Internal Regulations on Corporate Governance, as detailed in the appendix attached to this proposal.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely.

OBO. THE BOARD OF DIRECTORS
CHAIRLADY

CÔNG TY CỔ PHẦN THÀNH THÀNH CÔNG - BIÊN HÒA
M.S.D.N: 3900244339 - C.T.C.P
H. TÂN CHÂU - T. TÂY NINH

DANG HUYNH UC MY

Recipients:

- *As above*;
- *Archived: CS & IR*

CÔNG TY CỔ PHẦN THÀNH THÀNH CÔNG - BIÊN HÒA M.S.D.N: 3900244339 - C.T.C.P ★ H. TÂN CHÂU - T. TÂY NINH

APPENDIX: TABLE OF PROPOSED AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

Notes:

- Provisions not specified in this appendix remain unchanged.
- The proposed changes in the "Current Document Content" section are in *italicized* and underlined.
- The proposed amendments and additions in the "Proposed Amendments and Additions" section are in **bold** and underlined.

No	Current Document Content	Proposed Amendments and Additions	Legal Basis	Reason for Amendment
1	Article 2. Scope of Application The members of the Board of Directors, the General Director, other executives, and those related to the management of the Company's operations.	Article 2. Scope of Application The members of the Board of Directors, the General Director, other executives, and individuals related to the management of the Company's operations.	Article 1.2 of the Template Internal Regulations on Corporate Governance in Appendix II attached to Circular 116/2020/TT-BTC	Update according to the template of the internal corporate governance regulations.
2	Article 3. Definitions 1. In these regulations, the following terms are understood as follows: [...] i. Manager: The manager of the Company, including Board members and the General	Article 3. Definitions 1. In these regulations, the following terms are understood as follows: [...] i. Manager: The manager of the Company, including the Chairman of the Board of	Article 4.24 of the Law on Enterprises 2020 Article 3.55 of Decree 155/2020/ND-	Supplement according to Article 1.1(f) and (g) of the Charter.

No	Current Document Content	Proposed Amendments and Additions	Legal Basis	Reason for Amendment
	Director. j. Executive: The executives of the Company, including the General Director, Deputy General Director, and the Chief Accountant of the Company.	Directors, Board members, the General Director, and other business managers appointed by the Board of Directors. j. Executive: The executives of the Company, including the General Director, Deputy General Director, Chief Accountant, and other executives appointed by the Board of Directors.	CP	
	3. The headings (chapters, articles of these Regulations) are used for convenience in understanding the content and do not affect the substance of these Regulations.	3. The titles (chapters, articles of these Regulations) are used for the convenience of understanding the content and do not affect the substance of these Regulations.		Correcting the typographical error.
3	Article 5. Role, Rights, and Duties of the General Meeting of Shareholders […] 2. The General Meeting of Shareholders has the rights and duties to: […] i. Decide on the restructuring or dissolution of the Company;	Article 5. Role, Rights, and Duties of the General Meeting of Shareholders […] 2. The General Meeting of Shareholders has the rights and duties to: […] i. Decide on the restructuring or dissolution of the Company and appoint the liquidator;		Supplement according to Article 14.1(i) of the Charter.

No	Current Document Content	Proposed Amendments and Additions	Legal Basis	Reason for Amendment
	[Not specified]	3. <u>Unless otherwise stipulated by law, the General Meeting of Shareholders has the right to delegate or grant authority to the Board of Directors, the General Director, and/or other entities to perform one or more responsibilities and powers within their authority for the best interest of the Company. The delegation or granting of authority must be reflected in a resolution, clearly specifying the entity, content, duration, and conditions of the delegation or granting of authority.</u>		Supplement according to Article 14.6 of the Charter.
4	Article 6. Procedure for Convening the General Meeting of Shareholders […] 2. The procedure for convening annual or extraordinary General Meetings of Shareholders must be carried out in accordance with the provisions of the Charter. If necessary, the Company may apply modern technology to organize the General Meeting of Shareholders (either annual or extraordinary) through online meetings or a combination of in-person and online meetings. The procedure for convening online meetings or a combination of	Article 6. Procedure for Convening the General Meeting of Shareholders […] 2. The procedure for convening annual or extraordinary General Meetings of Shareholders must be carried out in accordance with the provisions of the Charter. If necessary, the Company may apply modern technology to organize the General Meeting of Shareholders (either annual or extraordinary) through online meetings or a combination of in-person and online meetings, as decided by the Board of Directors. The procedure for		Supplement to clarify the entity responsible for deciding the method of organizing the General Meeting of

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	in-person and online meetings shall be conducted in the same manner as in-person meetings.	convening online meetings or a combination of in-person and online meetings shall be carried out in the same manner as in-person meetings.		Shareholders.
	4. Notice of Closing the List of Shareholders Entitled to Attend the General Meeting of Shareholders a. The Company shall publicly announce the closing of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the record date. The Company shall report and submit all legal documents related to the record date to the Vietnam Securities Depository Center, the Stock Exchange, and report to the State Securities Commission. b. The Company shall prepare the list of shareholders based on data from the Vietnam Securities Depository Center no more than 10 (ten) days before sending the notice of convening the General Meeting of Shareholders.	4. Notice of Closing the List of Shareholders Entitled to Attend the General Meeting of Shareholders a. The Company shall publicly announce the anticipated record date for shareholders to exercise their rights to attend the General Meeting of Shareholders at least 20 (twenty) days before the record date. The Company shall report and submit all legal documents related to the record date to the Vietnam Securities Depository and Clearing Corporation, the Stock Exchange, and report to the State Securities Commission. b. The Company shall prepare the list of shareholders based on data from the Vietnam Securities Depository and Clearing Corporation no more than 10 (ten) days before sending the notice of convening the General Meeting of Shareholders.		Amend the terminology in accordance with legal regulations. "Trung Tâm Lưu Ký Chứng khoán Việt Nam" should be renamed to "Tổng Công ty Lưu ký và Bù trừ Chứng khoán Việt Nam."

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	6. In case the convener of the General Meeting of Shareholders refuses the proposal as stipulated in Clause 6 of this Article, they must respond in writing, clearly stating the reasons, no later than 02 (two) working days before the opening date of the General Meeting of Shareholders. The convener of the General Meeting of Shareholders is only allowed to refuse the proposal as provided in the Charter.	6. In case the convener of the General Meeting of Shareholders refuses the proposal as stipulated in Clause 6 of this Article, they must respond in writing, clearly stating the reasons, no later than 02 (two) working days before the opening date of the General Meeting of Shareholders. The convener of the General Meeting of Shareholders is only allowed to refuse the proposal in accordance with Clause 5, Article 17 of the Charter.		Supplement the reference to clarify the refusal of proposals to include issues in the agenda of the General Meeting of Shareholders. In this case, the convener of the General Meeting of Shareholders may refuse to include proposals in the agenda of the meeting based on the provisions in Clause 5, Article 17 of the Charter. This reference ensures that the refusal aligns with the legal framework outlined in the Charter, ensuring transparency and consistency in the process.
5	Article 7. Registration Method for Attending the General Meeting of Shareholders	Article 7. Methods of Registration for Attendance at the General Meeting of		Supplemented in accordance with Article

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	[…] 2. Shareholders who have the right to attend the General Meeting of Shareholders in accordance with the law may attend the meeting in person or authorize an individual or organization to represent them. In case there are multiple authorized representatives, the specific number of shares for each representative must be identified.	Shareholders (GMS) […] 2. Shareholders entitled to attend the GMS in accordance with the law may attend directly or authorize one or more individuals or organizations as their representatives to attend. In cases where more than one authorized representative is appointed, the specific number of shares represented by each representative must be determined.		15.1 of the Charter
	3. […]. <u>The authorized representative attending the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting. In case of further delegation of authorization, the attendee must present the original authorization document of the shareholder, and if the representative is a corporate shareholder (and has not previously registered with the Company), the initial authorization document must include content permitting further delegation or events/actions/documents to prove the</u>	3. […]. Individuals or organizations authorized to attend the GMS must submit the authorization document when registering for attendance prior to entering the meeting room.	Article 144.2 of the Law on Enterprises 2020 (Law No. 59/2020/QH14):	Update According to Legal Provisions and Current Conditions

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	authorization of the delegator for further delegation.			
	6. In cases where the Company organizes the General Meeting of Shareholders (annual or extraordinary) via online meeting, shareholder registration for online attendance shall be carried out in accordance with Appendix 01: Guidelines for Online Attendance at the General Meeting of Shareholders, attached to this Internal Regulation on Corporate Governance.	6. In cases where the Company organizes the General Meeting of Shareholders (annual or extraordinary) via online meetings or a combination of in-person and online meetings, the Board of Directors shall issue and announce the corresponding regulations on meeting organization and voting.	Article 2.4 and Article 2.5 of the Model Internal Regulation on Corporate Governance in Appendix II attached to Circular 116/2020/TT-BTC:	upplement the forms of organization for the General Meeting of Shareholders (GMS).
6	Article 9. Voting Methods, Vote Counting, and Approval of GMS Resolutions 1. Voting Methods a. During shareholder registration, the Company shall provide each shareholder or authorized representative with one (1) voting card. The card will indicate the registration number, the name of the shareholder, the name of the authorized representative, and the shareholder's voting rights.	Article 9. Voting Methods, Vote Counting, and Approval of GMS Resolutions 1. Voting Methods a. Unless otherwise stipulated by law, matters related to the opening procedures and voting during the General Meeting of Shareholders (GMS) shall be specifically regulated in the Working Regulations of the GMS issued by the Board of Directors. b. Shareholders, authorized representatives of		Supplemented in accordance with Article 19.1 of the Charter. Supplemented in

No	Current Document Content	Proposed Amendments and Additions	Legal Basis	Reason for Amendment
	[Not specified] […] d. In cases where the Company organizes the GMS (annual or extraordinary) via online meetings, shareholders shall vote through electronic voting or other electronic methods as stipulated in Appendix 01: Guidelines for Online Attendance at the GMS, attached to this Internal Regulation on Corporate Governance.	organizational shareholders, or other authorized persons arriving after the meeting has commenced are entitled to register immediately and participate in and vote at the GMS after registration. The chairperson is not obligated to pause the meeting for latecomers to register, and the validity of matters already voted on before their registration remains unchanged. […] e. In cases where the Company organizes the GMS (annual or extraordinary) via online meetings or a combination of in-person and online meetings, shareholders shall vote through electronic voting or other electronic methods in accordance with the Meeting and Voting Regulations issued by the Board of Directors.		accordance with Article 19.3 of the Charter. Supplement the forms of organization for the General Meeting of Shareholders (GMS).
	2. Vote Counting Methods a. The GMS shall elect a Vote Counting Committee consisting of one or more members as proposed by the Chairperson of the meeting to carry out the vote counting process.	2. Vote Counting Methods a. The GMS shall elect a Vote Counting Committee or Vote Counting Supervisors (if any), consisting of one or more members as proposed by the Chairperson of the meeting, to conduct or supervise the vote counting process (if applicable).		Updated according to the company's actual conditions.

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	4. Conditions for Approval of GMS Resolutions […] c. A resolution of the General Meeting of Shareholders, if approved in the form of written consultation, including matters specified in Point a, Clause 4 of this Article, must receive the approval of shareholders representing more than 50% of the total voting rights of all shareholders entitled to vote.	4. Conditions for Approval of GMS Resolutions […] c. A resolution of the General Meeting of Shareholders, if approved in the form of written consultation, including matters specified in items (i), (ii), and (iii) of Point a, Clause 4 of this Article, must receive the approval of shareholders representing more than 50% of the total voting rights of all shareholders entitled to vote.		Adjust the reference in accordance with Article 20.4 of the Charter
7	Article 10. Minutes and Resolutions of the GMS […] 2. The GMS must have meeting minutes, which may also be recorded or stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, containing the following key contents: […] i. Signatures of the chairperson and the	Article 10. Minutes and Resolutions of the GMS […] 2. The GMS must have meeting minutes, which may also be recorded or stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, containing the following key contents: […] i. Full name and signatures of the chairperson		

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	secretary. In cases where the chairperson and secretary refuse to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and if they contain all the required contents specified in this clause. The minutes must clearly state the refusal of the chairperson and secretary to sign the minutes.	and the secretary. In cases where (i) the chairperson or the secretary, or (ii) both the chairperson and the secretary, refuse to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and if they contain all the required contents specified in this clause. The minutes must clearly state the refusal of (i) the chairperson or the secretary, or (ii) both the chairperson and the secretary, to sign the minutes.	Article 150.1(i) of the Law on Enterprises 2020	Updated in accordance with legal regulations. Amended in accordance with Article 22.1(i) of the Charter
8	Article 11. Procedure for Collecting Written Opinions of the GMS 1. The Board of Directors has the authority to collect shareholders' opinions in writing to decide on matters within the authority of the General Meeting of Shareholders as stipulated in the Charter at any time deemed necessary for the benefit of the Company. Collecting written opinions of shareholders also includes matters specified in Clause 2, Article 147 of the Law on Enterprises.	Article 11. Procedure for Collecting Written Opinions of the GMS 1. The Board of Directors has the authority to collect shareholders' written opinions to decide on matters within the authority of the General Meeting of Shareholders as stipulated in the Charter, whenever deemed necessary for the benefit of the Company. Collecting shareholders' written opinions also includes matters specified in Clause 2, Article 147 of the Law on Enterprises.		Correct typos

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	3. Prepare (finalize) the list of shareholders to whom the opinion forms will be sent, following the same procedure as specified in Clause 4, Article 6 of this Regulation.	3. Prepare (finalize) the list of shareholders to whom the opinion forms will be sent, as follows: a. The Company shall disclose information on the expected record date for shareholders to exercise their rights to provide written opinions at least 10 (ten) days prior to the record date. The Company shall report and submit all relevant legal documents concerning the record date to the Vietnam Securities Depository and Clearing Corporation, the Stock Exchange, and the State Securities Commission. b. The Company shall prepare the list of shareholders based on data provided by the Vietnam Securities Depository and Clearing Corporation no more than 10 (ten) days before sending the related documents to collect written opinions from shareholders.	Article 11.4(a) of Circular 96/2020/TT-BTC:	Supplement to Clarify the Timing of Announcing the Finalization of the Shareholder List for Collecting Written Opinions, Consistent with the Charter
	4. The opinion form must contain the following essential contents: […] c. Full name, contact address, and identification document number for shareholders who are individuals; name, enterprise code or	4. The opinion form must contain the following essential contents: […] c. Full name, contact address, nationality, and identification document number for shareholders who are individuals; name,	Article 149.3(c) of the Law on Enterprises 2020 (Law No. 59/2020/QH14):	Update legal regulations

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	establishment decision number, and head office address for shareholders who are organizations; or full name, permanent address, nationality, and identification document number for representatives of organizational shareholders. It must also include the number of shares of each type and the voting rights of the shareholder.	enterprise code or establishment decision number, and head office address for shareholders who are organizations; or full name, permanent address, nationality, and identification document number for representatives of organizational shareholders. It must also include the number of shares of each type and the voting rights of the shareholder.		
9	Article 12. Method of Objecting to Resolutions of the GMS […] 3. The Company must repurchase shares upon the request of shareholders as stipulated in Clause 1 of this Article at market value or at a price determined according to the principles outlined in the Charter, within 90 days from the date of receiving the request. If an agreement on the price cannot be reached, the parties may request a valuation organization to determine the price. The Company shall propose at least three valuation organizations for the shareholders to choose from, and the shareholder's choice shall be final.	Article 12. Method of Objecting to Resolutions of the GMS […] 3. The Company must repurchase shares upon the request of shareholders as stipulated in Clause 1 of this Article at the average market price over a period determined by the Board of Directors, but not exceeding 180 days from the date of receiving the request. If an agreement on the price cannot be reached, the parties may request a valuation organization to determine the price. The Company shall propose at least three valuation organizations for the shareholders to choose from, and the shareholder's choice shall be final.	Article 132.2 of the Law on Enterprises 2020 (Law No. 59/2020/QH14):	Supplement regulations on determining the repurchase price of shares at the request of shareholders, as the Charter does not address this matter.

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10	Article 13. Roles, Rights, and Responsibilities of the Board of Directors (BOD) [...] 2. The rights and responsibilities of the BOD are stipulated by law, the Charter, and the General Meeting of Shareholders. Specifically, the BOD has the following powers and duties: [...] i. Approve the Company's contracts for purchase, sale, borrowing, lending, and other transactions, except for contracts and transactions under the authority of the General Meeting of Shareholders as specified in Clause 3, Article 167 of the Law on Enterprises and Point d, Clause 1, and Point h, Clause 3, Article 14 of the Charter. [...] l. Decide on the organizational structure, internal management regulations of the Company; decide on the establishment of subsidiaries, branches, representative offices, and the investment in or purchase of shares of	Article 13. Roles, Rights, and Responsibilities of the Board of Directors (BOD) [...] 2. The rights and responsibilities of the BOD are stipulated by law, the Charter, and the General Meeting of Shareholders. Specifically, the BOD has the following powers and duties: [...] i. Approve the Company's contracts for purchase, sale, borrowing, lending, and other transactions, except for contracts and transactions under the authority of the General Meeting of Shareholders as specified in Clause 3, Article 167 of the Law on Enterprises; Point d, Clause 1; Points h, k, Clause 3, Article 14; Point a, Clause 7, Article 35; Clause 8, Article 35; and Point b, Clause 9, Article 35 of the Charter. [...] l. Decide on the organizational structure, policies, regulations, and internal management rules of the Company, except for regulations under the authority of the General Meeting of		Supplemented in accordance with Article 25.2(i) of the Charter

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	other enterprises. […] [Not specified] [Not specified] s. Other rights and responsibilities as stipulated by the Law on Enterprises, the Law on Securities, other legal regulations, and the Company's Charter.	Shareholders. Decide on matters related to subsidiaries, affiliates, branches, and representative offices, including but not limited to their establishment and the investment in or purchase of shares of other enterprises, except for matters under the authority of the General Meeting of Shareholders. […] s. Revoke or amend decisions of the General Director if such decisions cause or potentially cause conflicts of interest, are not in the best interests of the Company, or violate legal regulations, the Charter, or the Company's internal rules and regulations. t. Issue resolutions requiring the General Director to implement matters within the General Director's authority as directed and guided by the BOD. u. Exercise other rights and responsibilities as stipulated by the Law on Enterprises, the Law on Securities, other legal regulations, the Company's Charter, the Company's internal rules and regulations, resolutions of the General Meeting of Shareholders, and rights not explicitly assigned to the authority of the General Meeting of Shareholders or the General		Supplemented in accordance with Article 25.2(l) of the Charter Supplemented in accordance with Article 25.2(s) of the Charter. Supplemented in accordance with Article 25.2(t) of the Charter

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		Director.		Supplemented in accordance with Article 25.2(u) of the Charter.
	[Not specified]	4. Unless otherwise stipulated by law, the Board of Directors may delegate or assign its responsibilities and powers to the Chairperson of the Board, members of the Board, subordinates, the General Director, other executives, committees under the Board, or other entities to perform one or more of its responsibilities and powers. Such delegation or assignment must be in the best interest of the Company, documented in a resolution, and clearly specify the entity, scope, duration, and conditions of the delegation or assignment. Entities authorized by the Board of Directors may not further delegate or assign their authority to others unless approved by the Board of Directors.		Supplemented in accordance with Article 25.4 of the Charter
	5. Members of the Board of Directors have the responsibilities of due diligence, honesty, and avoiding conflicts of interest, as well as liability for damages and compensation, in accordance	5. Members of the Board of Directors are responsible for due diligence, honesty, avoiding conflicts of interest, and liability for damages and compensation in accordance with Articles		Correct typos

No	Current Document Content	Proposed Amendments and Additions	Legal Basis	Reason for Amendment
	with Articles 34, 35, and 36 of the Charter.	34, 35, and 36 of the Charter.		
	6. Members of the Board of Directors are entitled to be provided with specific information as follows: […]	6. Members of the Board of Directors are entitled to be provided with information in compliance with the provisions of the Charter, this Regulation, the Regulation on the Organization and Operation of the Board of Directors, and the Company's internal rules and regulations, specifically as follows: […]		Supplement to clarify the confidentiality responsibilities of members of the Board of Directors.
11	Article 14. Number and Term of Members of the Board of Directors […] [Not specified]	Article 14. Number and Term of Members of the Board of Directors […] 3. The structure of the Company's Board of Directors must ensure the minimum number of independent members as stipulated in Clause 4, Article 276 of Decree 155/2020/ND-CP, and at least one-half (1/2) of the total members of the Board of Directors must be non-executive members.		Supplemented in accordance with Article 24.1 of the Charter.

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12	Article 15. Standards and Conditions for Members of the Board of Directors 1. Standards and conditions for being a member of the Board of Directors: […] c. A member of the Company's Board of Directors may concurrently be a member of the Board of Directors of another company. [Not specified]	Article 15. Standards and Conditions for Members of the Board of Directors 1. Standards and conditions for being a member of the Board of Directors: […] c. A member of the Company's Board of Directors may concurrently be a member of the Board of Directors of another company; d. Must not provide consultancy, work for, invest in, contribute capital to, or serve as a manager or executive at any company operating in the same business sector as the Company; e. Must not serve as a member of the board of directors, a member of the members' council, or hold a managerial or executive position at other companies operating in the agriculture sector; f. Must not hold 5% or more of the charter capital in any other company operating in the agriculture sector; g. Members of the Board of Directors and their related persons must not hold 5% or more of the charter capital in any other company operating		Supplement the standards and conditions for members of the Board of Directors.

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		in the agriculture sector; h. Related persons of members of the Board of Directors must not serve as managers or executives at other companies operating in the agriculture sector; i. Must not concurrently serve as a member of the board of directors at more than 5 other companies; and j. Must not have any disputes with the Company or with the managers or executives of the Company, including existing disputes or disputes that occurred in the past three years. For clarification, the term "other companies" in this clause does not include subsidiaries and affiliates of the Company.		
13	Article 16. Method of Nomination, Candidacy, and Election of Members of the Board of	Article 16. Method of Nomination, Candidacy, and Election of Members of the Board of		Supplemented in accordance with Article

No	Current Document Content	Proposed Amendments and Additions	Legal Basis	Reason for Amendment
	Directors 1. The nomination and candidacy for membership in the Board of Directors shall be carried out as follows: […] b. […] In cases where the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors shall introduce additional candidates or organize nominations as decided by the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Directors in accordance with legal regulations. c. […] Information related to candidates for the Board of Directors to be disclosed includes: […] [Not specified]	Directors 1. The nomination and candidacy for membership in the Board of Directors shall be carried out as follows: […] b. […] In cases where the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors must introduce additional candidates or organize nominations as decided by the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Directors in accordance with legal regulations. c. […] Information related to candidates for the Board of Directors to be disclosed includes: […] vi. Information about the companies where the candidate is currently holding the position of a member of the Board of Directors, other managerial positions, and any interests related to the candidate's company (if any); and		24.3 of the Charter Supplemented in

No	Current Document Content	Proposed Amendments and Additions	Legal Basis	Reason for Amendment
				accordance with Article 24.4(f) of the Charter.
	2. Method of Electing Members of the Board of Directors: […] e. In the event that the Chairperson of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 30 (thirty) days from the date of receipt of the resignation letter or the dismissal.	2. Method of Electing Members of the Board of Directors: […] e. In the event that the Chairperson of the Board of Directors resigns, is dismissed, removed, or no longer qualifies as a member of the Board of Directors, the Board of Directors must elect a replacement within 30 (thirty) days from the date of receipt of the resignation letter or the dismissal.		Supplemented in accordance with Article 26.5 of the Charter.
14	Article 17. Removal, Dismissal, and Addition of Members of the Board of Directors 1. A member of the Board of Directors shall be dismissed in the following cases: a. Fails to meet the standards and conditions for being a member of the Board of Directors as stipulated by the Law on Enterprises;	Article 17. Removal, Dismissal, and Addition of Members of the Board of Directors 1. A member of the Board of Directors shall be dismissed in the following cases: a. Fails to meet the standards and conditions for being a member of the Board of Directors as stipulated by the Law on Enterprises, the Charter, these Regulations, and the Regulation on the Organization and Operation of the Board of Directors;		Supplemented in accordance with Article 24.5(a)(i) of the Charter

No	Current Document Content	Proposed Amendments and Additions	Legal Basis	Reason for Amendment
	[Not specified].	3. A member of the Board of Directors automatically loses their status as a member of the Board of Directors in the following cases: a. End of term; b. Death or being declared deceased by the court; c. Being declared missing by the court; d. Being declared legally incompetent by the court; e. Being declared to have difficulty in perception or controlling actions by the court; or f. Being declared to have restricted legal capacity by the court.		Supplemented in accordance with Article 24.6 of the Charter
	4. The Board of Directors must convene an extraordinary General Meeting of Shareholders to elect additional members to the Board of Directors when the number of remaining members of the Board of Directors, and/or independent members, is less than the minimum	5. The Board of Directors must convene an extraordinary General Meeting of Shareholders to elect additional members to the Board of Directors when the number of Board members is reduced by more than one-third, and/or the number of remaining independent members is less than the minimum required by law, and in		Supplemented in accordance with Article 24.5 of the Charter.

No	Current Document Content	Proposed Amendments and Additions	Legal Basis	Reason for Amendment
	number required by law.	other cases as stipulated in the Charter.		
15	Article 19. Remuneration and Other Benefits for Members of the Board of Directors […] 3. Members of the Board of Directors holding executive positions (including Chairperson or Vice-Chairperson), or members of the Board working on committees of the Board, or performing tasks that, in the view of the Board of Directors, are outside the ordinary duties of a Board member, may be paid additional remuneration in the form of a lump sum, salary, commission, profit percentage, or in another form as decided by the Board of Directors.	Article 19. Remuneration and Other Benefits for Members of the Board of Directors […] 3. Members of the Board of Directors holding executive positions (including Chairperson or Vice-Chairperson), or members of the Board working in committees, subcommittees, or units/departments supporting the activities of the Board, or performing tasks that, in the view of the Board of Directors, are outside the ordinary duties of a Board member, may be paid additional remuneration in the form of a lump sum, salary, commission, profit percentage, or in another form as decided by the Board of Directors.		Supplemented in accordance with Article 25.7 of the Charter
	4. Members of the Board of Directors are entitled to reimbursement for all reasonable travel, meal, accommodation, and other expenses they have incurred while performing their duties as Board members, including costs arising from attending Board meetings, Board Committee meetings, or General Meetings of	4. Members of the Board of Directors are entitled to reimbursement for all reasonable travel, meal, accommodation, and other expenses they have incurred while performing their duties as Board members, including costs arising from attending Board meetings, committees, subcommittees, units/departments		

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	Shareholders.	supporting the activities of the Board, or General Meetings of Shareholders.		
16	Article 20. Procedure for Organizing Board of Directors Meetings […] [Not specified]	Article 20. Procedure for Organizing Board of Directors Meetings […] 7. The Board of Directors has the right to collect written opinions from Board members via email or through the Company's information system, following the conditions and procedures established by the Board of Directors.		Supplement the regulations on the method of collecting written opinions from members of the Board of Directors.
	[Not specified]	8. The Board of Directors has the right to decide to invite others to attend Board meetings. Those invited to attend the Board meetings have the right to discuss and express their opinions but do not have voting rights.		Supplemented in accordance with Article 28.10(e) of the Charter
17	Article 21. Conditions for Holding and Voting Procedures in Board of Directors Meetings 1. Conditions for holding a Board of Directors meeting: […] b. A Board member is considered to have	Article 21. Conditions for Holding and Voting Procedures in Board of Directors Meetings 1. Conditions for holding a Board of Directors meeting: […] b. A Board member is considered to have		Amended in accordance with Article 27 of the Charter.

No	Current Document Content	Proposed Amendments and Additions	Legal Basis	Reason for Amendment
	attended and voted at the meeting if they fall into one of the following cases: […] ii. Authorizing another person to attend the meeting and vote in accordance with the provisions of Article 27 of the Charter;	attended and voted at the meeting if they fall into one of the following cases: […] ii. Authorizing another Board member to attend the meeting and vote in accordance with the provisions of Article 27 of the Charter;		
	2. Voting Methods and Adoption of Resolutions by the Board of Directors: c. According to the provisions of point d of this Clause, when an issue arises in a Board of Directors meeting related to the level of interest of a Board member or related to the voting rights of a member, and these issues are not resolved by voluntarily waiving the voting rights of that member, such issues will be submitted to the Chairperson of the meeting, and the Chairperson's ruling, which applies to all other Board members, will be considered the final decision, unless the nature or scope of the Board member's related interest has not been adequately disclosed; […] d. A resolution or decision of the Board of Directors is adopted if it is approved by a majority of the members present at the meeting;	2. Voting Methods and Adoption of Resolutions by the Board of Directors: c. According to the provisions of point d of this Clause, a member with a related interest is not allowed to vote, unless the nature or scope of the related Board member's interest has not been adequately disclosed; […] d. A resolution or decision of the Board of Directors is adopted if it is approved by the majority of the members present and entitled to vote; in case of a tie vote, the final decision will belong to the side with the opinion of the Chairperson of the Board of Directors or the person authorized by the Chairperson. If the Chairperson of the Board of Directors does not have voting rights and there is a tie vote, the issue will not be passed.		Amended in accordance with Article 28.10(e) of the Charter

No	Current Document Content	Proposed Amendments and Additions	Legal Basis	Reason for Amendment
	in case of a tie vote, the final decision will belong to the side with the opinion of the Chairperson of the Board of Directors.			Supplemented in accordance with Article 28.12 of the Charter.
18	Article 22. Meeting Minutes and Resolutions of the Board of Directors […] 2. The meeting minutes of the Board of Directors must be prepared in detail and clearly, including the full names and signatures of the chairperson and the minute taker, as well as other contents specified in Clause 1, Article 158 of the Law on Enterprises. The content that is approved by the majority of members present at the meeting must be made into a resolution for approval. The meeting minutes must be kept at the company's headquarters in accordance with legal regulations.	Article 22. Meeting Minutes and Resolutions of the Board of Directors […] 2. The meeting minutes of the Board of Directors must be prepared in detail and clearly, including the full names and signatures of the chairperson and the minute taker, as well as other contents specified in Clause 1, Article 158 of the Law on Enterprises. The content approved by the majority of members present at the meeting must be formalized into a resolution for approval. The meeting minutes and the materials used during the meeting must be kept at the company's headquarters in accordance with	Article 158.4 of the Law on Enterprises 2020	Updated in accordance with legal regulations

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	In cases where the chairperson or the minute taker refuses to sign the meeting minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all required contents as per Clause 1, Article 158 of the Law on Enterprises (except for the full names and signatures of the chairperson and the minute taker).	legal regulations. In cases where (i) the chairperson or the minute taker, or (ii) both the chairperson and the minute taker refuse to sign the meeting minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all required contents as per Clause 1, Article 158 of the Law on Enterprises (except for the full names and signatures of the chairperson and the minute taker).		Amended in accordance with Article 28.14 of the Charter
19	Article 23. Committees of the Board of Directors 1. The Board of Directors may establish supporting committees, such as the Nomination and Remuneration Committee, Strategy Committee, Audit Committee, and other committees. The number of members for each committee shall be determined by the Board of Directors.	Article 23. Committees, Subcommittees, or Support Units/Departments of the Board of Directors 1. The Board of Directors may establish supporting committees, such as the Human Resources Committee, Sustainable Development Committee, Audit Committee, and other committees or units/departments to assist in the operations of the Board of Directors. The number, term, standards, and conditions for membership of each committee, subcommittee, or support unit/department shall be determined by the Board of Directors.		Amended in accordance with Article 28.15 of the Charter.

No	Current Document Content	Proposed Amendments and Additions	Legal Basis	Reason for Amendment
	2. The Board of Directors shall define in detail the establishment of committees, the responsibilities of each committee, and the responsibilities of committee members. The activities of the committees must comply with the regulations of the Board of Directors. A committee's resolution is valid only when approved by the majority of members present and voting at the committee meeting.	2. The Board of Directors shall define in detail the establishment and issue the regulations on the organization and operation of committees, subcommittees, or support units/departments, including but not limited to the responsibilities of each committee, subcommittee, support unit/department, the responsibilities of their members, organizational structure, meeting and voting procedures, decision-making process, remuneration, performance evaluation, and other matters related to the operation of the committees, subcommittees, or support units/departments. The activities of the committees must comply with the regulations of the Board of Directors.		
20	Article 24. Audit Committee […] 2. The structure, composition, membership standards, rights and responsibilities, meetings, and operating costs of the Audit Committee shall comply with legal regulations and be specified in the regulations on the organization and operation of the Audit Committee, as approved by the Board of Directors.	Article 24. Audit Committee […] 2. The structure, composition, membership standards, rights and responsibilities, nomination and election of members of the Audit Committee, meetings of the Audit Committee, and operating costs shall comply with legal regulations and be specified in the regulations on the organization and operation of the Audit Committee, as approved by the Board of Directors.	Article 3.5(b) of the Model Internal Regulation on Corporate Governance in Appendix II attached to Circular 116/2020/TT-BTC	Updated in accordance with the model of the internal corporate governance regulation.

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21	Article 27. Membership Standards of the Executive Committee 1. The General Director must meet all the standards and conditions as stipulated by the Law on Enterprises and the Charter.	Article 27. Membership Standards of the Executive Committee 1. The General Director must meet all the standards and conditions as stipulated by the Law on Enterprises and the Charter. The General Director has roles, responsibilities, rights, and obligations as defined in the Charter.	Article 5.1 of the Model Internal Regulation on Corporate Governance in Appendix II attached to Circular 116/2020/TT-BTC	Updated in accordance with the model of the internal corporate governance regulation.
	4. Other executives of the Company must meet specific standards corresponding to each appointed position as determined by the Company, and possess the necessary capabilities and diligence to manage the activities and organization of the Company to achieve the set objectives.	4. Other executives of the Company must meet specific standards corresponding to each appointed position as determined by the Board of Directors, and possess the necessary capability and diligence to manage the activities and organization of the Company in order to achieve the set objectives.		Amended to clarify that the Board of Directors is the entity responsible for determining the standards for other executives of the company.
22	Article 28. Procedures for Appointment, Removal, and Dismissal 1. Procedures for appointing members of the Executive Committee: a. The Board of Directors appoints the General Director for a term of no more than 5 (five) years, based on a written recommendation from the Nomination and Remuneration Committee,	Article 28. Procedures for Appointment, Removal, and Dismissal 1. Procedures for appointing members of the Executive Committee: a. The Board of Directors appoints a member of the Board or hires another individual to serve as the General Director for a term of no more than 5 (five) years, based on a written	Article 162.1	Updated in accordance

No	Current Document Content	Proposed Amendments and Additions	Legal Basis	Reason for Amendment
	and reports this appointment to the nearest General Meeting of Shareholders. […] d. The salary, benefits, and other terms of the employment contract for the General Director are decided by the Board of Directors. The employment contract for the executive appointed by the Board of Directors will be determined by the Board after consulting with the General Director. Information regarding the salary, allowances, and benefits of the General Director must be reported at the annual General Meeting of Shareholders and included in the Company's annual report and financial statements.	recommendation from the Nomination and Remuneration Committee, and reports this appointment to the nearest General Meeting of Shareholders. […] d. The salary, benefits, and other terms of the employment contract for the General Director are decided by the Board of Directors. The employment contract for the executive appointed by the Board of Directors will be determined by the Board after consulting with the General Director. Information regarding the salary, allowances, and benefits of the General Director must be reported at the annual General Meeting of Shareholders and included in the Company's annual report and financial statements.	of the Law on Enterprises 2020	with legal regulations Amended in accordance with Article 31.2 of the Charter.

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