THANH THANH CONG – BIEN HOA
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Tay Ninh, Dec 31, 2024

PROPOSAL 03
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2024-2025

(Re: Amendment to the Regulations on the Organization and Operation of the Board of Directors)

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 Regulations on the Organization and Operation of the Board of Directors, 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 Regulations on the Organization and Operation of the Board of Directors, 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*

APPENDIX: TABLE OF PROPOSED AMENDMENTS AND SUPPLEMENTS TO THE REGULATIONS ON THE ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS

CÔNG TY CỔ PHẦN THÀNH THÀNH CÔNG - BIÊN HÒA
M.S.D.N: 3900244389 - C.T.C.P
H.TÂN CHÂU - T.TÂY NINH

Notes:

- Articles not detailed in this appendix remain unchanged.
- Proposed changes under the section **"Content in the current document"** are italicized and underlined.
- Proposed amendments and supplements under the section **"Proposed content for amendment and supplementation"** are bolded and underlined.

No	Content in the Current Document	Proposed Content for Amendment and Supplementation	Legal Basis	Reason for Amendment
1	Article 1. Scope of Regulation This Regulation specifies the organizational structure, principles of operation, duties, and powers of the Board of Directors and its members to operate in accordance with the Law on Enterprises, the Company Charter, and other relevant legal provisions.	Article 1. Scope of Regulation This Regulation specifies the organizational structure, personnel framework, principles of operation, duties, and powers of the Board of Directors and its members to operate in accordance with the Law on Enterprises, the Company Charter, and other relevant legal provisions	Article 1.1 of the Template Regulations on the Operation of the Board of Directors in Appendix III attached to Circular 116/2020/TT-BTC	Supplement according to the Template Regulations on the Operation of the Board of Directors.
2	Article 2. Applicable Subjects Members of the Board of Directors, Committees under the Board of Directors, and related individuals and units.	Article 2. Applicable Subjects The Board of Directors, Members of the Board of Directors, Committees, Subcommittees, supporting units/departments under the Board of Directors, and related individuals and units.	Article 1.2 of the Template Regulations on the Operation of the Board of Directors in Appendix III attached to Circular 116/2020/TT-BTC	Supplement according to the Template Regulations on the Operation of the Board of Directors and the company's actual circumstances.
3	**Article 3. Interpretation of Terms** 1. In this Regulation, the following terms shall be understood as follows:	**Article 3. Interpretation of Terms** 1. In this Regulation, the following terms shall be understood as follows:	**Article 4.24 of the Law on Enterprises 2020** **Article 3.55 of Decree**	Expanding the entities considered "Executives" and "Managers" creates flexibility, making it easier

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	[...] h. **Manager**: Refers to a manager of the Company, including the Chairman of the Board of Directors, Members of the Board of Directors, and the General Director. i. **Executive**: Refers to an executive of the Company, including the General Director, Deputy General Directors, Chief Accountant, and other executives (if any) as stipulated in the Charter.	[...] h. **Manager**: Refers to a manager of the Company, including the Chairman of the Board of Directors, Members of the Board of Directors, the General Director, and other corporate managers as decided by the Board of Directors. i. **Executive**: Refers to an executive of the Company, including the General Director, Deputy General Directors, Chief Accountant, and other corporate executives as decided by the Board of Directors in the Charter.	**155/2020/ND-CP**	for the company to manage and operate.
	3. The titles (chapters, articles of this Regulation) are used for the convenience of understanding the content and do not affect the content of this Regulation.	3. The titles (chapters, articles of this Regulation) are used for the convenience of understanding the content and do not affect the content of this Regulation.		Fix typing errors
4	**Article 4. Principles of Organization and Operation of the Board of Directors** [...] 3. The Board of Directors assigns the responsibility to the Director (General Director) to organize and execute the resolutions and decisions of the Board of Directors.	**Article 4. Principles of Organization and Operation of the Board of Directors** [...] 3. The Board of Directors assigns the responsibility to members of the Board of Directors, Committees, Subcommittees, units/departments under the Board of Directors, the General Director, managers, or other executives to organize and execute the resolutions and decisions of the Board of Directors.		Update to align with the company's actual operational situation..

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		not be managers or executives at another company operating in the agricultural sector; i. Not to serve simultaneously 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 ongoing disputes or disputes in the past 3 years. To clarify, the term "other companies" in this section does not include subsidiaries and affiliated companies of the Company.		
	2. In addition to the standards and conditions specified in Clause 1 of this Article, independent members of the Board of Directors must meet the following additional standards and conditions: […] [Not specified].	2. In addition to the standards and conditions specified in Clause 1 of this Article, independent members of the Board of Directors must meet the following additional standards and conditions: […] f. Other standards and conditions as stipulated in the Charter and the internal governance regulations of the company.	Article 6.2(e) of the Template Regulations on the Operation of the Board of Directors in Appendix III attached to Circular 116/2020/TT-BTC	Supplement additional standards and conditions for independent Board members.
9	**Article 9. Chairman of the Board of Directors** […] 3. The Chairman of the Board of Directors has the following rights and duties:	**Article 9. Chairman of the Board of Directors** […] 3. The Chairman of the Board of Directors has the following rights and duties:		Supplement to expand the scope of the rights and duties of the Chairman of the Board of Directors.

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	[…] f. Other rights and duties as stipulated by the Law on Enterprises.	[…] f. Other rights and duties as stipulated by the Law on Enterprises, the Charter, resolutions of the General Meeting of Shareholders (GMS), resolutions of the Board of Directors, and the internal regulations of the Company.		
	4. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must provide written authorization to the Permanent Vice Chairman of the Board of Directors or another member to exercise the rights and duties of the Chairman in accordance with the principles stipulated in the Charter. […]	4. In the event that the Chairman of the Board of Directors resigns, is dismissed, or no longer qualifies as a Board member, the Board of Directors must elect a replacement within 30 days from the date of receiving the resignation letter from the Chairman or the date the Chairman is dismissed or removed. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must provide written authorization to the Permanent Vice Chairman of the Board of Directors or another Board member to exercise the rights and duties of the Chairman in accordance with the principles stipulated in the Charter. […]	Article 7.4 of the Template Regulations on the Operation of the Board of Directors in Appendix III attached to Circular 116/2020/TT-BTC, Article 26.5 of the Charter, and Article 16.2(e) of the Internal Governance Regulations	Supplement to clarify the election of a replacement for the Chairman of the Board of Directors and the corresponding election deadline.
	5. When deemed necessary, the Board of Directors decides to appoint the Company Secretary. The Company Secretary has the following rights and duties: […] e. Other rights and duties as stipulated by law.	5. When deemed necessary, the Board of Directors decides to appoint the Company Secretary. The Company Secretary has the following rights and duties: […] e. Other rights and duties as stipulated by law and the Charter.		Supplement to expand the scope of the rights and duties of the Company Secretary.

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10	**Article 10. Duties and Powers of the Vice Chairman of the Board of Directors** The Permanent Vice Chairman of the Board of Directors or Vice Chairmen of the Board of Directors appointed, dismissed, or removed by the Board of Directors from among the members of the Board of Directors, the Permanent Vice Chairman or Vice Chairman has the following rights and duties: […] [Not specified].	**Article 10. Duties and Powers of the Vice Chairman of the Board of Directors** The Permanent Vice Chairman of the Board of Directors (if any) or other Vice Chairmen of the Board of Directors (if any) are elected, dismissed, or removed by the Board of Directors from among its members. The Permanent Vice Chairman or Vice Chairman has the following rights and duties: […] **4.** Other rights and duties as stipulated by applicable laws, resolutions of the General Meeting of Shareholders (GMS), resolutions of the Board of Directors, the Charter, the internal governance regulations of the company, and this Regulation.		**Supplement to clarify that the Board of Directors is not required to have a Permanent Vice Chairman or Vice Chairman of the Board of Directors.** **Supplement to update information to align with the company's actual operations.**
	Article 11. Dismissal, Removal, Replacement, and Addition of Board Members 1. A Board member may be dismissed in the following cases: a. Fails to meet the standards and conditions to be a Board member as stipulated by the Law on Enterprises;	**Article 11. Dismissal, Removal, Replacement, and Addition of Board Members** 1. A Board member may be dismissed in the following cases: a. Fails to meet the standards and conditions to be a Board member as stipulated by the Law on Enterprises, the Company Charter, the internal governance regulations of the company, and this	Article 160.1(c) of the Law on Enterprises 2020	Supplement to clarify the position of the standards and conditions for Board members.

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		Regulation;		
	[Not specified].	3. A Board member automatically loses their status as a Board member when: a. The term ends; b. They die or are declared dead by a court; c. They are declared missing by a court; d. They are declared to have lost civil capacity by a court; e. They are declared to have difficulties in cognition or controlling their actions by a court; or f. They are declared to have restricted civil capacity by a court.		Supplement according to Article 24.6 of the Charter.
11	**Article 12. Method of Electing, Dismissing, and Removing Board Members** 1. The nomination and election of individuals to the Board of Directors are conducted as follows: […] b. Based on the number of Board members as decided by the General Meeting of Shareholders	**Article 12. Method of Electing, Dismissing, and Removing Board Members** 1. The nomination and election of individuals to the Board of Directors are carried out as follows: […] b. Based on the number of Board members as decided by the General Meeting of Shareholders	Article 115.5 of the Law on Enterprises 2020	Supplement to clarify the responsibility of the Board of Directors in finding candidates.

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	(GMS), shareholders or shareholder groups specified in item a, Clause 1 of this Article are entitled to nominate one or more candidates for the Board of Directors, but not exceeding the maximum number of nominations allowed under the Charter. If the number of nominated and elected Board candidates is still insufficient, the current Board of Directors shall introduce additional candidates or organize a nomination process according to the provisions of the Charter. The introduction of additional candidates by the current Board of Directors must be publicly announced before the GMS votes on the election of Board members, in compliance with the law.	(GMS), shareholders or shareholder groups specified in item a, Clause 1 of this Article are entitled to nominate one or more candidates for the Board of Directors, but not exceeding the maximum number of nominations allowed under the Charter. If the number of candidates nominated and elected still does not meet the required number, the current Board of Directors shall introduce additional candidates or organize a nomination process in accordance with the provisions of the Charter. The introduction of additional candidates by the current Board of Directors must be clearly announced before the GMS votes on the election of Board members, in compliance with the law.		
		2. **Method of Electing Board Members** […] c. […] To ensure the minimum number of independent members on the Board of Directors, candidates for independent Board members will be selected first (based on the highest number of votes, ranked from highet to lowest, exclusively for the independent Board member candidates). After selecting the required number of independent members, the remaining Board members will be selected based on the highest number of votes (including both independent and non-independent candidates).		Supplement the terminology to clarify the content.

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12	**Article 13. Notification of Election, Dismissal, and Removal of Board Members** 1. […] [Not specified].	**Article 13. Notification of Election, Dismissal, and Removal of Board Members** 1. […] f. Information about the companies where the candidate holds the position of Board member, other managerial positions, and any interests related to the company of the Board member candidate (if any); and		Update according to Article 24.4 of the Charter.
13	**Article 14. Organizational Structure of the Board of Directors** The organizational structure of the Board of Directors includes: […] 2. 01 (one) Permanent Vice Chairman of the Board of Directors.	**Article 14. Organizational Structure of the Board of Directors** The organizational structure of the Board of Directors includes: […] 2. 01 (one) Permanent Vice Chairman of the Board of Directors (may or may not be appointed, as decided by the Board of Directors for each period).		Supplement to clarify that the Board of Directors is not required to have a Permanent Vice Chairman of the Board of Directors.
14	**Article 16. Powers and Duties of the Board of Directors** 1. The powers and duties of the Board of Directors are defined by law, the Company Charter, and the General Meeting of	**Article 16. Powers and Duties of the Board of Directors** 1. The powers and duties of the Board of Directors are defined by law, the Company Charter, and the General Meeting of		**Supplement according to Article 25.2(i) of the Charter.** **Supplement according to Article 25.2(l) of the**

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	Shareholders. Specifically, the Board of Directors has the following powers and duties: […] i. Approving contracts for the purchase, sale, borrowing, lending, and other transactions of the Company, except for contracts or transactions that fall under the authority of the General Meeting of Shareholders as stipulated in Clause 3, Article 167 of the Law on Enterprises; points d, Clause 1; points h, k, Clause 3, Article 14; Clause 8, Article 35, point b, Clause 9, Article 35 of the Charter. […] l. Deciding on the organizational structure, internal management regulations of the Company, establishing subsidiaries, branches, representative offices, and making investments, buying shares of other enterprises; […] [Not specified]. […] s. Other rights and duties as stipulated by the Law on Enterprises, the Law on Securities, other legal regulations, and the Company Charter.	Shareholders. Specifically, the Board of Directors has the following powers and duties: […] i. Approving contracts for the purchase, sale, borrowing, lending, and other transactions of the Company, except for contracts or transactions that fall under the authority of the General Meeting of Shareholders as stipulated in Clause 3, Article 167 of the Law on Enterprises; point d, Clause 1; point h, k, Clause 3, Article 14; point b, Clause 7, Article 35, Clause 8, Article 35, point b, Clause 9, Article 35 of the Charter. […] l. Deciding on the organizational structure, policies, regulations, and internal management rules of the Company, except for those regulations within the authority of the General Meeting of Shareholders; deciding on all matters related to subsidiaries, affiliates, branches, representative offices, including but not limited to establishing and making investments, buying shares of other enterprises, except for matters within the authority of the GMS; […] s. Canceling or modifying the decisions of the General Director if these decisions cause or potentially cause conflicts of interest, do not serve the best interests of the Company, or violate legal regulations, the Charter, or internal governance		**Charter.** **Supplement according to Article 25.2(s) of the Charter.** **Supplement according to Article 25.2(t) of the Charter.** **Supplement according to Article 25.2(u) of the Charter.**

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		regulations of the Company; t. Issuing resolutions requiring the General Director to implement matters under the authority of the General Director as directed or instructed by the Board of Directors; […] u. Other rights and duties as stipulated by the Law on Enterprises, the Law on Securities, other legal regulations, and the Company Charter, internal governance regulations of the Company, resolutions of the General Meeting of Shareholders, and any rights not explicitly stated as falling under the authority of the General Meeting of Shareholders and the General Director.		
15	**Article 17. Duties and Powers of the Board of Directors in Approving and Signing Contracts and Transactions** 1. The Board of Directors approves contracts and transactions with a value less than 35% of the total asset value recorded in the most recent financial statement, and which do not lead to a total value of transactions occurring within 12 months from the date of the first transaction that is 35% or more of the total asset value recorded in the most recent financial statement between the	**Article 17. Duties and Powers of the Board of Directors in Approving and Signing Contracts and Transactions** 1. The Board of Directors approves contracts and transactions with a value less than 35% of the total asset value recorded in the most recent financial statement, and which do not lead to a total value of transactions occurring within 12 months from the date of the first transaction that is 35% or more of the total asset value recorded in the most recent financial statement between the		

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	Company and any of the following parties: a. Board members, the General Director, other executives, and their related parties;	Company and any of the following parties: a. Board members, the General Director, other business managers, and their related parties;	Article 12.1 of the Template Regulations on the Operation of the Board of Directors in Appendix III attached to Circular 116/2020/TT-BTC	Update according to legal regulations.
	2. The key contents of the contracts and transactions specified in Clause 1 of this Article, as well as the relationships and interests of Board members and their related parties, must be reported to the Board of Directors. The Board of Directors approves these contracts and transactions by a majority vote of Board members who do not have any related interests.	2. The key contents of the contracts and transactions specified in Clause 1 of this Article, as well as the relationships and interests of Board members and their related parties, must be reported to the Board of Directors by the Company's representative responsible for signing the contract or transaction, along with a draft of the contract or the main contents of the transaction. The Board of Directors approves these contracts and transactions within 15 days from the date of receiving the notification, by a majority vote of the Board members who do not have related interests.	**Article 167.2 and Article 167.4 of the Law on Enterprises 2020, Article 12.2 of the Template Regulations on the Operation of the Board of Directors in Appendix III attached to Circular 116/2020/TT-BTC**	Update according to legal regulations.

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16	**Article 18. Responsibilities of the Board of Directors in Convening an Extraordinary General Meeting of Shareholders** 1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases: […] c. When the number of remaining independent members of the Board of Directors is less than the minimum required by law; d. Shareholders or shareholder groups specified in Clause 3, Article 11 of the Charter request the convening of a General Meeting of Shareholders through a written petition. The petition must clearly state the reasons and objectives of the meeting and be signed by the relevant shareholders, or the petition can be made in multiple copies and collect the signatures of the relevant shareholders.	**Article 18. Responsibilities of the Board of Directors in Convening an Extraordinary General Meeting of Shareholders** 1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases: […] c. When the number of remaining independent members of the Board of Directors is less than 2 members; d. Shareholders or shareholder groups specified in Clause 3, Article 11 of the Charter request the convening of a General Meeting of Shareholders through a written petition. The petition must clearly state the reasons and objectives of the meeting, include all content as stipulated in Clause 4, Article 115 of the Law on Enterprises, and have the signatures of the relevant shareholders. If the petition is made in multiple copies, the signatures of the relevant shareholders must be collected.	Article 13.1(c) of the Template Regulations on the Operation of the Board of Directors in Appendix III attached to Circular 116/2020/TT-BTC	**Supplement according to Article 13.3(c) of the Charter.** **Supplement according to the Template Regulations on the Operation of the Board of Directors.**
	2. The Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the number of remaining Board members meets the requirements stipulated in Point b, Clause 1 of this Article; the Board of Directors must convene the General Meeting of Shareholders within 90 days from the date the number of remaining independent	2. The Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the number of remaining Board members meets the requirements stipulated in Point b, Clause 1 of this Article; the Board of Directors must convene the General Meeting of Shareholders within 60 days from the date		Supplement according to Article 13.4(b) of the Charter.

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	Board members meets the requirements stipulated in Point c, Clause 1 of this Article or upon receiving a request as stipulated in Point d, Clause 1 of this Article. This regulation does not apply in cases where the independent Board members no longer meet the conditions stipulated in Clause 3, Article 155 of the Law on Enterprises, in which case, the Board of Directors has the right to choose one of the actions specified in Clause 3, Article 155 of the Law on Enterprises.	the number of remaining independent Board members meets the requirements stipulated in Point c, Clause 1 of this Article, or upon receiving a request as stipulated in Point d, Clause 1 of this Article. This regulation does not apply in cases where the independent Board members no longer meet the conditions stipulated in Clause 3, Article 155 of the Law on Enterprises, in which case, the Board of Directors has the right to choose one of the actions specified in Clause 3, Article 155 of the Law on Enterprises.		
17	**Article 19. Committees of the Board of Directors** 1. The Board of Directors may establish committees to support its activities, including the Nomination and Remuneration Committee, the Strategy Committee, the Audit Committee, and other committees. The number of members of each committee is decided by the Board of Directors.	**Article 19. Committees of the Board of Directors** 1. The Board of Directors may establish committees to support its activities, including the Audit Committee, the Sustainability Committee, the Human Resources Committee, and other committees. The number of members of each committee is decided by the Board of Directors.		Update according to the company's actual situation.
	2. The Board of Directors shall specify the details regarding 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. The resolutions of the committees are only valid when approved by the majority of members present and	The Board of Directors shall specify the details regarding the establishment and issuance of regulations on the organization and operation of the committees, subcommittees, or supporting units/departments of the Board of Directors, including but not limited to the responsibilities of each committee, subcommittee, unit/department, the responsibilities of the members of the	Article 14.1 of the Template Regulations on the Operation of the Board of Directors in Appendix III attached to Circular 116/2020/TT-BTC	Supplement subcommittees, committees, or other supporting units/departments of the Board of Directors to provide flexibility for the Board in establishing

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	voting at the committee meeting.	committee, subcommittee, or unit/department, organizational structure, the procedure for organizing meetings and voting, decision-making process, remuneration, evaluation, and other related issues. The activities of the committee, subcommittee, or supporting unit/department must comply with the regulations of the Board of Directors.		additional supporting units in the future.
	[Not specified].	3. The committees, subcommittees, or supporting units/departments organize regular meetings to plan activities, carry out tasks assigned by the Board of Directors, and report to the Board at the end of the financial year or as required. The quarterly regular meetings of the committees, subcommittees, or supporting units/departments must take place before the quarterly regular meetings of the Board of Directors. The Board of Directors may periodically assess the performance of the members of the committees, subcommittees, or supporting units/departments or at any time.		Supplement to clarify the responsibilities of the committees, subcommittees, or supporting units/departments.
	[Not specified].	4. The Board of Directors may attend meetings of the committees, subcommittees, or supporting units/departments.		Supplement to clarify the rights of the Board of Directors when attending meetings of the committees, subcommittees, or supporting units/departments.
18	**Article 20. Procedures for Organizing Board of**	**Article 20. Procedures for Organizing Board of**		Supplement to establish regulations regarding the

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	Directors Meetings […] 2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.	**Directors Meetings** […] 2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings. The Board of Directors must establish a plan for the annual regular meetings.		regular meetings of the Board of Directors.
	[Not specified].	8. The Board of Directors has the right to solicit the opinions of Board members in writing, via email, or through the Company's information system, following the conditions and procedures established by the Board of Directors.		**Supplement to include the methods for obtaining the opinions of Board members in writing.**
	[Not specified].	9. In addition to the meetings specified in this Article, the Board of Directors has the right to organize meetings or discussions on professional matters or specific issues of the Company that do not require a formal meeting, organization, or minutes as stipulated in Article 28 of the Charter. These meetings or discussions are not considered official Board meetings for issuing resolutions or voting on any matters.		**Supplement to establish regulations on Board of Directors exchanges that do not require meeting minutes and resolutions.**
19	**Article 21. Conditions for Conducting and Voting Procedures in Board Meetings** […] 2. Voting procedures and the approval of Board resolutions:	**Article 21. Conditions for Conducting and Voting Procedures in Board Meetings** […] 2. Voting procedures and the approval of Board resolutions:	**Article 167.2 of the Law on Enterprises 2020**	**Amendment to comply with the principle of the Law on Enterprises: Board members with related interests are not allowed to vote.**

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	[…] c. According to the provisions in point d of this Clause, when an issue arises in a Board meeting related to the level of interest of a Board member or their voting rights, and such issues are not resolved by the voluntary waiver of the Board member's voting rights, the issue will be referred to the meeting chairman, and the chairman's decision regarding 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; e. A resolution or decision of the Board of Directors is passed if it is approved by the majority of members present at the meeting; in case of a tie, the final decision will be made by the Chairman of the Board of Directors.	[…] c. According to the provisions in point d of this Clause, Board members with related interests are not allowed to vote, except in cases where the nature or scope of the Board member's related interest has not been adequately disclosed; […] e. A resolution or decision of the Board of Directors is passed if it is approved by the majority of members present at the meeting and entitled to vote; in the case of a tie, the final decision will be made by the Chairman of the Board of Directors or the person authorized by the Chairman. If the Chairman of the Board of Directors does not have voting rights and the votes are tied, the issue will not be approved.		
20	**Article 22. Meeting Minutes and Resolutions of the Board of Directors** […] 2. In case the chairman or the person taking the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors present agree to approve the meeting minutes and it contains all the required contents as stipulated in points a, b, c, d, e, g, and h of Clause 1 of this Article, then the minutes will be valid. The meeting minutes shall clearly state that the chairman and the person taking the minutes refused to sign. The person signing the minutes is jointly	**Article 22. Meeting Minutes and Resolutions of the Board of Directors** […] 2. In the case where (i) the chairman or the person taking the minutes, or (ii) both the chairman and the person taking the minutes refuse to sign the meeting minutes, but if all other members of the Board of Directors present agree to approve the meeting minutes, and the minutes include all the required contents as stipulated in points a, b, c, d, e, g, and h of Clause 1 of this Article, the minutes will be valid. The meeting minutes shall clearly state that (i) the chairman or the person taking the minutes,	Article 158.2 of the Law on Enterprises 2020	Amendment to clarify the procedure for handling situations when the chairman or the secretary refuses to sign the meeting minutes.

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	responsible for the accuracy and truthfulness of the content of the Board meeting minutes. The chairman and the person taking the minutes shall be personally responsible for any damages incurred by the company due to their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Company Charter, and relevant laws.	or (ii) both the chairman and the person taking the minutes refused to sign the minutes. The person signing the minutes is jointly responsible for the accuracy and truthfulness of the content of the Board meeting minutes. The chairman and the person taking the minutes are personally responsible for any damages incurred by the company due to their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Company Charter, and relevant laws.		
	4.The Board of Directors meeting minutes must be prepared in Vietnamese and may also be prepared in English. In the event of any discrepancies between the Vietnamese and English versions of the meeting minutes, the Vietnamese version shall prevail.	4.The Board of Directors meeting minutes must be prepared in Vietnamese and may also be prepared in English. Both the Vietnamese and foreign language versions of the minutes have equal legal validity. In the event of any discrepancies between the Vietnamese and English versions of the meeting minutes, the Vietnamese version shall prevail.	Article 158.5 of the Law on Enterprises 2020	Supplement to establish the validity of meeting minutes prepared in Vietnamese and a foreign language.

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21	**Article 23. Annual Reporting** 1. The Board of Directors must report to the General Meeting of Shareholders on the operational results as stipulated in point c, Clause 2, Article 14 of the Charter and must ensure the following contents: […] [Not specified]. e. Activities of the Audit Committee under the Board of Directors. f. Activities of other committees under the Board of Directors. g. Results of supervision over the General Director. h. Results of supervision over other executives.	**Article 23. Annual Reporting** 1. The Board of Directors must report to the General Meeting of Shareholders on the operational results as stipulated in point c, Clause 2, Article 14 of the Charter and must ensure the following contents: […] e. Evaluation of the management and operation of the Company by the Executive Board; f. Activities of the Audit Committee and other committees under the Board of Directors. g. Results of supervision over the General Director and other executives.	Article 197.1 of the Law on Enterprises 2020	Supplement to include types of reports according to legal regulations.
	2. The report specified in Clause 1 of this Article must be kept at the Company's headquarters in accordance with legal regulations.	2. The reports specified in Clause 1 of this Article, along with the audit reports, must be stored in an appropriate format at the Company's headquarters in accordance with legal regulations.	**Article 175.4 of the Law on Enterprises 2020** and **Article 18.1 of the Template Regulations on the Operation of the Board of Directors in Appendix III attached to Circular 116/2020/TT-BTC**	Update according to legal regulations and the Template Regulations on the Operation of the Board of Directors.
22	**Article 24. Remuneration, Bonuses, and Other Benefits for Board Members**	**Article 24. Remuneration, Bonuses, and Other Benefits for Board Members**		Supplement to clarify that Board members may work in committees, subcommittees, and/or

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	[…] 4. Board members holding executive positions (including the positions of Chairman, Permanent Vice Chairman, or Vice Chairman), or Board members working in the Board's Committees, or performing tasks deemed by the Board to be outside the normal duties of a Board member, may receive additional remuneration in the form of a lump sum fee for each instance, salary, commission, profit share, or other forms as decided by the Board of Directors.	[…] 4. Board members holding executive positions (including the positions of Chairman, Permanent Vice Chairman, or Vice Chairman), or Board members working in the Board's committees, subcommittees, or supporting units/departments, or performing tasks that the Board considers to be outside the normal duties of a Board member, may receive additional remuneration in the form of a lump sum fee for each instance, salary, commission, profit share, or other forms as decided by the Board of Directors.		other supporting units/departments of the Board of Directors.
	5. Board members are entitled to reimbursement for all reasonable travel, accommodation, and other expenses incurred while fulfilling their duties as Board members, including costs arising from attending Board meetings, committee meetings, or General Meetings of Shareholders.	5. Board members are entitled to reimbursement for all travel, meal, accommodation, and other reasonable expenses they have incurred while fulfilling their duties as Board members, including costs arising from attending meetings of the Board of Directors, committees, subcommittees, supporting units/departments of the Board of Directors, or the General Meeting of Shareholders.		Supplement the terminology to ensure consistency with other provisions.
23	**Article 28. Relationship with the General Director and the Executive Board** […] 4. Unless otherwise stipulated by law, the Board of Directors may authorize subordinates and/or executives to handle	**Article 28. Relationship with the General Director and the Executive Board** […] 4. Unless otherwise stipulated by law, the Board of Directors may delegate or grant authority to the Chairman of the Board, Board members, subordinates, the General		Supplement the delegation or granting of authority mechanism by the Board of Directors to provide flexibility in the management and operation of the company.

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	tasks on behalf of the Company.	Director, other executives, committees under the Board of Directors, or other entities to perform one or more responsibilities and powers within its authority. The delegation or granting of authority must be in the best interest of the Company, reflected in a resolution, and clearly specify the entity, content, duration, and conditions of the delegation or granting of authority. Entities to whom authority is delegated or granted by the Board of Directors may not delegate or grant authority to others unless approved by the Board of Directors.		
24	**Article 30. Relationship with the Trade Union Organization** […] 2. The Board of Directors authorizes the General Director to sign the labor agreement with the Trade Union Executive Committee, establishes a mechanism for the representation of the grassroots Trade Union Executive Committee and departments in the annual Reward Council, and also develops a mechanism for the grassroots Trade Union Executive Committee to supervise the reasonable use of the Reward and Welfare Fund, which is deducted from the Company's annual after-tax profits.	**Article 30. Relationship with the Trade Union Organization** […] 2. The legal representative or an authorized representative of the Company shall sign the labor agreement with the Trade Union Executive Committee, establish a mechanism for the representation of the grassroots Trade Union Executive Committee and departments in the annual Reward Council, and also develop a mechanism for the grassroots Trade Union Executive Committee to supervise the reasonable use of the Reward and Welfare Fund, which is deducted from the Company's annual after-tax profits.	Article 76.4 of the Labor Code 2019	Supplement to clarify the authority to sign the collective labor agreement.
25	[Not specified].	**CHAPTER VIII**	Article 24 of the Template	Supplement according to

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		IMPLEMENTATION PROVISIONS **Article 31. Effectiveness** 1. In case any provision of these Regulations conflicts with the provisions of the Charter or applicable laws, the provisions of the Charter and the applicable laws shall take precedence. In cases where legal provisions related to the activities of the Board of Directors are not addressed in these Regulations, or in case new legal provisions differ from the provisions in these Regulations, such legal provisions shall automatically apply and govern the activities of the Board of Directors. 2. These Regulations shall be effective from the date they are approved by the General Meeting of Shareholders and published on the Company's website. These Regulations replace any previously issued Regulations on the organization and operation of the Board of Directors (if any). 3. Any amendments, supplements, replacements, or revocations of these Regulations shall be considered and drafted by the Board of Directors and submitted to the General Meeting of Shareholders for approval.	Regulations on the Operation of the Board of Directors in Appendix III attached to Circular 116/2020/TT-BTC	the Template Regulations on the Operation of the Board of Directors.

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