THANH THANH CONG – BIEN HOA
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Tay Ninh, July 01st, 2026

PROPOSAL 03
TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2025 – 2026

(Amendments and supplements to the Regulation 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 adopted by the National Assembly on 17 June 2020, as amended and supplemented from time to time (the "**Law on Enterprises**");*
- *Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assemblly on 26 November 2019, as amended and supplemented from time to time (the "**Law on Securities**");*
- *Pursuant to Decree No. 155/2020/NĐ-CP date 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/NĐ-CP dated 11 September 2025 ("**Decree 155**");*
- *Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 by the Ministry of Finance providing guidance on corporate governance applicable to public company under Decree 155 ("**Circular 116**");*
- *Pursuant to the Charter of Thanh Thanh Cong – Bien Hoa Joint Stock Company (the "**Company Charter").***

The Boad of Director of Thanh Thanh Cong – Bien Hoa Joint Stock Company (the "**Company**") respecfully submits to the General Meeting of Shareholders for approval the amendments and supplementions of the Company's Internal Corporate Governance Regulations with the principal contents as follows:

Following the comprehensive review of the current Regulation on the Organization and Operation of the Board of Directors, the Board of Directors has determined that certain provisions should be updated, amended and supplemented to ensure the compliance with the prevailling laws and regulations, while furthe strengthening the Company's corporate framework in accordance with the good corporate governance practices and the Company's evolving governance requirements.

The detailed proposed amendments and supplementations to the Regulation on the Organization and Operation of the Board of Directors are set out in the Appendix atttached to this Proposal.

The Board of Directors respectfully submits this Proposal to the General Meeting of Shareholders for consideration and approval.

Respectfully submittted./.

OBO. THE BOARD OF DIRECTORS
CHAIRLADY

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

DANG HUYNH UC MY

Recipients:
- *As above;*
- *Archived: Corporate Secretary*

APPENDIX: PROPOSED AMENDMENTS AND SUPPLEMENTS TO THE REGULATION ON THE ORGANIZATION AND OPERATION OF THE BOD

(Attached to Proposal No. 03 dated 01/07/2026 regarding the amendments and supplements of the Regulation on the Organization and Operation of the BOD)

Notes:

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

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
1	No Provision	III. **References** III.1. **Law on Securities No. 54/2019/QH14 dated 26 November 2019, as amended and supplemented from time to time** III.2. **Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, as amended and supplemented from time to time.** III.3. **Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented from time to time** III.4. **Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance providing guidance on corporate governance applicable to public companies** III.5. **The Charter of Thanh Thanh Cong – Bien Hoa Joint Stock Company effective as of the date these Regulations are issued.** III.6. **Vietnam Corporate Governance Code (VNCG Code) 2026.**		To formally establish the legal and governance references applicable to the Regulations.
2	No Provision	**V. Compliance** **V.1. Employees of the Company and employees of service providers engaged by the Company shall strictly comply with these Regulations. Any violation shall be handled in accordance with the Company's Internal**	Based on the standard template prescribed under the Regulations on the Development and Issuance of Internal Regulatory Documents	To introduce general compliance principles applicable to this Regulation and align the document with the

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		<u>Labor Regulations, the Regulations on Handling Violations (if any), the Integrity and Confidentiality Commitment, and other relevant internal regulation. Depending on the nature and severity of the violation and the person committing such violation, the General Meeting of Shareholders, the Board of Directors or the Executive Management shall determine the appropriate disciplinary measures on a case-by-case basis.</u> **V.2. <u>Where these Regulations refer to any regulatory document of the Company that is subsequently amended, supplemented or replaced, such reference shall automatically be construed as referring to the amended or replacement document.</u>** **V.3. <u>Where any provision of the Regulations is inconsistent with or contrary to the application law (including where the law has changed but the Regulations have not yet been amended), the applicable law and regulations shall prevail.</u>**	issued by the Risk Management, Process and Compliance Department.	Company's standard format for internal regulatory documents.
3	Article 5. Authority and Responsibilities of Members of the Board of Directors No provision	VI.2.1 Authority and Responsibilities of Members of the Board of Directors **<u>(b)(ix) During and after their tenure as members of the Board of Directors, except as otherwise required by law, members of the Board of Directors shall comply with the Company's regulations on information provision and confidentiality, as well as any confidentiality agreements entered into with the Company.</u>**	Article 165.1.c of the Law on Enterprises: *"Members of the BOD, the (General) Director, and other Managers shall have the following responsibilities: ...c) To act loyally in the interests of the company and its shareholders; not to abuse their position, office or use the company's information, know-how, business opportunities or other assets for personal gain or*	Supplement and revise the provisions in accordance with applicable laws.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	c) *Independent Directors* are responsible for preparing an assessment report on the performance of the Board of Directors.	**c) Each Independent Director** shall be responsible for preparing an assessment report on the performance of the Board of Directors.	*for the benefit of other organizations or individuals."* Article 277.3 of Decree, as amended and supplemented by Decree 245: *"Each Independent Director of a listed company shall prepare an assessment report on the performance of the Board of Directors."*	
4	No provision.	**VI.2.2 Continuous Professional Development of Members of the BOD** a) **A newly elected, appointed or designated member of the Board of Directors shall be provided with an appropriate induction program to ensure a comprehensive understanding of the Company's organizational structure, development strategy, ownership structure, financial position, governance framework, decision-making process, key risks, the rights and responsibilities of members of the Board of Directors, and other information necessary for the performance of his or her duties.** b) **Members of the Board of Directors shall proactively maintain and enhance the knowledge and skills necessary in relation to laws and regulations, corporate governance, finance, internal control, risk management, sustainable development, technology, information security, artificial intelligence, market trends and other material matters relevant to the Company's operations.** c) **The Board of Directors shall consider,**	Principle 4.4 VNCG Code 2026	Supplement the Regulations with reference to the recommendations set out in the VNCG Code 2026.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		<u>encourage and facilitate, as appropriate, the participation of members of the Board of Directors in training, professional development or continuing education programs, whether conducted internally or externally, in accordance with the Company's budget, internal policies and governance needs.</u>		
5	Article 8. Qualifications and Eligibility Criteria for Members of the Board of Directors *a. Is not a person prohibited from managing an enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises;* *b. Possesses professional qualifications and experience in business administration or in the Company's business lines or industries; it is not mandatory to be a shareholder of the Company;* *c. A member of the Board of Directors shall not concurrently serve as a member of the Board of Directors of more than five (5) other companies;* *d. Does not provide consultancy services to, work for, invest in, contribute capital to, or serve as a manager or executive Officer of another company operating in the same industry as the Company;* *e. Does not concurrently serve as a member of the Board of Directors, a member of the Supervisory Board, or hold a managerial or executive position in another company operating in the agricultural sector;* *f. Does not own 5% or more of the charter capital of another company operating in the agricultural sector;*	VI.2.5 Qualifications and Eligibility Criteria for Members of the BOD **<u>Members of the Board of Directors shall satisfy the qualifications and eligibility criteria set out in the Company Charter and Article VI.3.3 of the Internal Corporate Governance Regulation.</u>**		Adopt a cross-reference approach to ensure consistency among the Company's internal governance documents.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	g. Neither the member of the Board of Directors nor his/her Related Persons owns 5% or more of the charter capital of another company operating in the agricultural sector; *h. A Related Person of a member of the Board of Directors is not a manager or executive officer of another company operating in the agricultural sector;* *i. Does not concurrently serve as an internal governance member of more than five (5) other companies;* *j. Has no dispute with the Company or with any Manager or Executive Officer of the Company, including any existing dispute or any dispute arising within the preceding three (3) years.* *For the avoidance of doubt, the term "other companies" in this Article does not include the Company's subsidiaries and associates.*			
6	Article 15. Role and functions of the BOD *The Board of Directors is the management body of the Company and has full authority, on behalf of the Company, to decide on and exercise the rights and perform the obligations of the Company, except for those falling within the authority of the General Meeting of Shareholders.*	VI.3.2. Role and function of the BOD **a)** <u>**The Board of Directors is the highest governing body of the AgriS Group. The Board of Directors represents the ownership interests of the owners of the AgriS Group in its Member Entities and has the primary role of providing strategic direction and oversight to ensure the achievement of the strategic objectives, the common interests of the Company and the AgriS Group, and sustainable development.**</u>	AgriS Governance Model	Revise the provision to align with the AgriS Governance Model.
7	Article 16. Authority and Responsibilities of the BOD 1. The authority and responsibilities of the Board of Directors shall be prescribed by law, the	**VI.3.3_**Authority and Responsibilities of the BOD The authority and responsibilities of the Board of Directors<u>**shall be as prescribed in the Company**</u>		The provisions on the authority and responsibilities of the Board of

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	Company Charter and the General Meeting of Shareholders. *a. Decide on the Company's strategy, medium-term development plan and annual business plan;* *b. Recommend the classes of shares and the total number of shares of each class authorized for offering;* *c. Decide on the sale of unsold shares within the number of shares authorized for offering for each class and decide on additional capital raising through other forms;* *d. Decide on the selling price of the Company's shares and bonds;* *e. Decide on the repurchase of shares in accordance with the Law on Enterprises;* *f. Decide on investment policies and investment projects within the authority and limits prescribed by law;* *g. Decide on market development, marketing and technology solutions;* *h. Decide on investments or the sale of assets with a value of less than 70% of the total asset value as recorded in the Company's most recent financial statements;* *i. Approve purchase, sale, borrowing, lending and other contracts and transactions with a value falling within the authority of the Board of Directors, except for contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders under Clause 2, Article 167 of the Law on Enterprises, and with a value of less than one-half of the total assets, except for the cases specified at Point h, Point i, Clause 8, Article 35 and Point b, Clause 9, Article 35 of the Company's Charter;*	**Charter and Article VI.3.1(b) of the Internal Corporate Governance Regulations.**		Directors are replaced with a cross-reference to the Internal Corporate Governance Regulation to ensure consistency among the Company's internal governance documents.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	j. Elect, dismiss and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into and terminate contracts with the Chief Executive Officer and other key Managers upon the recommendation of the Chief Executive Officer; determine the salaries, remuneration, bonuses and other benefits of such Managers; appoint authorized representatives to participate in the Members' Council or Board of Directors of other companies; and determine their remuneration and other benefits; *k. Supervise and direct the Chief Executive Officer and other Managers in the day-to-day management of the Company's business operations;* *l. Decide on the Company's organizational structure, internal management policies, Internal Corporate Governance Regulations, Board Charter and Information Disclosure Regulations;* *m. Decide on technology investment and innovation strategies and plans; approve investment projects and the acquisition or disposal of assets with a value of less than 70% of the total asset value as recorded in the Company's most recent financial statements;* *n. Decide on the establishment of subsidiaries, associates, branches and representative offices; capital contributions to and acquisition of shares in other enterprises; and decide on capital contributions or acquisitions of shares or equity interests in other enterprises in accordance with law;* *o. Submit the audited annual financial statements to the General Meeting of Shareholders;* *p. Recommend dividend levels; decide on the timing and procedures for dividend payment or*			

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	the treatment of losses arising in the course of business operations; *q. Issue the Board's Charter and the Internal Corporate Governance Regulation following their approval by the General Meeting of Shareholders; issue the Charter of the Audit Committee under the Board of Directors and the Information Disclosure Regulations;* *r. Decide on investments not included in the business plan or investments exceeding 10% of the annual business plan and budget but falling outside the authority of the General Meeting of Shareholders;* *s. Review and handle violations causing damage to the Company and its shareholders committed by persons appointed by the Board of Directors;* *t. Revoke or amend decisions of the Chief Executive Officer if such decisions create or potentially create conflicts of interest, are not in the best interests of the Company, or are contrary to law, the Company Charter or the Company's internal rules and regulations;* *u. Issue resolutions requiring the Chief Executive Officer to implement matters falling within the Chief Executive Officer's authority in accordance with law and the Company Charter;* *v. Exercise such other authority and responsibilities as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws and the Company's Charter.*			
8	Article 12. Responsibilities of the Board of Directors for Convening an Extraordinary General Meeting of Shareholders 1. The Board of Directors shall convene an	VI.3.5 Responsibilities of the Board of Directors for Convening an Extraordinary General Meeting of Shareholders a) The Board of Directors shall convene an		Supplement the provision to ensure consistency with the Company Charter.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	Extraordinary General Meeting of Shareholders in the following cases ... d) A shareholder or group of shareholders specified in Clause 3, Article 11 of the Company Charter requests the convening of a General Meeting of Shareholders by a written request. Such written request must state the reasons for and purpose of the meeting and bear the signatures of the relevant shareholders, or be made in multiple counterparts containing all signatures of the relevant shareholders.	Extraordinary General Meeting of Shareholders in the following cases ... iv) A shareholder or group of shareholders specified in Clause 3, Article 11 of the Company Charter requests the convening of a General Meeting of Shareholders by a written request. Such written request must state the reasons for and purpose of the meeting, bear the signatures of the relevant shareholders, or be made in multiple counterparts containing all signatures of the relevant shareholders, **<u>and include the information prescribed in Clause 3, Article 13 of the Company Charter.</u>**		
9	No provision	**<u>VI.3.7 Succession Planning for Key Governance and Executive Positions</u>** a) **<u>The Board of Directors shall review, approve and oversee the development of succession plans for the Chairperson of the Board of Directors, members of the Board of Directors, the Chief Executive Officer and other key management positions falling within the authority of the Board of Directors, in order to ensure continuity in governance and management and to minimize the risk of disruption to the Company's operations.</u>** b) **<u>The succession plan shall be developed based on the Company's strategic needs, organizational structure, competency requirements, availability of internal talent, the capability to develop a succession pipeline, and contingency plans for unexpected changes in key personnel.</u>** c) **<u>The Board of Directors may assign the Nomination Committee or other supporting</u>**	Principle 1.7 VNCG Code 2026; Chapter VI.D OECD 2023	Supplement the Regulations with reference to the OECD Corporate Governance Principles 2023 and the VNCG Code 2026.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		<u>committees to review, update and report on the succession plan periodically or on an ad hoc basis as requested by the Board of Directors.</u>		
10	No provision	**<u>VI.3.8 Engagement of Independent Advisors and Access to Resources Supporting the Board of Directors</u>** **a) <u>The Board of Directors, the Chairperson of the Board of Directors, Independent Directors, the Board Committees and the supporting functions of the Board of Directors shall have the right to request the engagement of independent advisors, consultants, or other professional resources, including legal, financial, technical and governance advisors, where necessary to support the review, assessment or recommendation of complex matters falling within the authority of the Board of Directors.</u>** **b) <u>The engagement of independent advisors and the use of supporting resources shall be undertaken in the best interests of the Company, in accordance with the assigned scope of work, the approved budget, the Company's internal procedures and the principles of information confidentiality.</u>** **c) <u>The Chief Executive Officer, the Executive Management, and the relevant units and individuals shall be responsible for cooperating and providing information, documents and reasonable working arrangements upon the reasonable request of the Board of Directors, the Chairperson of the Board of Directors, Independent Directors and the supporting functions of the Board of Directors for the purpose of facilitating the</u>**	Principle 4.1 VNCG Code 2026	Supplement the Regulations with reference to the recommendations of the VNCG Code 2026.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		<u>engagement of independent advisors and access to supporting resources as provided in this Article.</u>		
11	Article 20. Order and Procedures for Organizing Meetings of the Board of Directors.	VI.4.1 Order and Procedures for Organizing Meetings of the Board of Directors **<u>In addition, the order and procedures for organizing BOD meetings shall comply with the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.</u>**		Reference to ensure compliance with the order and procedures for BOD meetings.
12	Article 21. Conditions for Conducting Meetings and Voting Procedures of the Board of Directors (BOD) 1. *Conditions for conducting BOD meetings:* *a) The first meeting of the Board of Directors shall only be conducted when at least three-quarters (3/4) of the total number of Board members are present.* *In case the required quorum is not met, the meeting shall be reconvened within seven (07) days from the originally scheduled date. The reconvened meeting may proceed if more than one-half (1/2) of the Board members attend.* *b) A Board member is considered as attending and voting at a meeting if he/she:* *i. Attends and votes in person at the meeting;* *ii. Authorizes another person to attend and vote in accordance with Article 27 of the Company's Charter;* *iii. Participates and votes via online conferencing, electronic voting, or other electronic means;* *iv. Submits a voting ballot by mail, fax, or email. In case of postal submission, the ballot must be sealed and delivered to the Chairperson no later than one (01) hour before the meeting opening.*	VI.4.2 Conditions for conducting meetings and voting procedures of the BOD **<u>a) Condition for conducting BOD meetings: As provided in Clause VI.3.9 of the Internal Corporate Governance Regulation.</u>**		These provisions are established to ensure compliance with meeting quorum requirements and voting procedures under the Internal Regulations on Corporate Governance.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	Ballots shall only be opened in the presence of all attending members. *2. Voting procedures and adoption of BOD resolutions:* *a) The Board of Directors shall adopt decisions through voting at meetings, written opinions, or other methods depending on specific conditions and matters. Except as provided in Point b of this Clause, each Board member or duly authorized attendee present at the meeting shall have one vote.* *b) A Board member shall not vote on contracts or transactions in which such member or their related persons have an interest as defined by law. Such Board member shall not be counted toward the minimum quorum required for the meeting when voting on matters in which they have no voting rights.* *c) Where a conflict of interest arises during a BOD meeting and is not resolved by voluntary abstention of the concerned member, the matter shall be referred to the Chairperson, whose ruling regarding all other Board members shall be final, except where the nature or scope of the interest has not been properly disclosed. A Board member benefiting from a contract as defined in Clause 9, Article 35 of the Charter shall be deemed to have an interest in such contract.* *d) A resolution or decision of the Board of Directors shall be passed if approved by a majority of attending members; in case of a tie vote, the final decision shall rest with the Chairperson of the Board.*			

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
13	Article 22. Minutes of Meetings and Resolutions of the BOD 1. *Meetings of the Board of Directors shall be recorded in minutes and may be audio-recorded or stored in other electronic forms. Minutes shall be prepared in Vietnamese and may also be prepared in a foreign language, and shall include the following key contents:* *a) Name, head office address, and enterprise registration number;* *b) Time and venue of the meeting;* *c) Purpose, agenda, and content of the meeting;* *d) Full names of attending members or authorized representatives and their form of attendance; full names of absent members and reasons for absence;* *e) Issues discussed and voted on at the meeting;* *f) Summary of opinions expressed by each attending member in the order of the meeting's proceedings;* *g) Voting results, clearly indicating members who voted in favor, against, and abstained;* *h) Matters approved and corresponding approval ratios;* *i) Full names and signatures of the chairperson and the minute-taker, except as provided in Clause 2 of this Article.* 2**.** *In case the chairperson and/or the minute-taker refuse to sign the meeting minutes, but all other attending Board members agree to approve and sign the minutes, and the minutes fully contain the required information under Points a, b, c, d, e, g, and h of Clause 1 of this Article, such minutes shall remain valid. The minutes must state the refusal of the chairperson and/or minute-taker to sign. The signatories to the*	VI.4.1 Minutes of Meetings and Resolutions of the BOD **<u>As provided in Clause VI.3.10 of the Internal Corporate Governance Regulation.</u>**		Ensuring consistency with the Company's Corporate Governance Regulation

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	minutes shall bear joint responsibility for the accuracy and truthfulness of its content. The chairperson and minute-taker shall bear personal responsibility for any damage caused to the Company due to refusal to sign, in accordance with the Law on Enterprises, the Company's Charter, and applicable laws. *3. The chairperson, minute-taker, and all signatories to the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board meeting minutes.* *4. Board meeting minutes shall be prepared in Vietnamese and may also be prepared in English. In case of discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail.* *5. Minutes of Board meetings and related meeting materials shall be stored at the Company's head office.*			
14	Article 24. Remuneration, Bonuses, and Other Benefits of Members of the BOD 1. *The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on business performance and effectiveness.* *2. Members of the Board of Directors shall receive remuneration and bonuses in accordance with business results and performance efficiency. The total remuneration and bonus package of the Board of Directors shall be determined by the General Meeting of Shareholders at its Annual General Meeting.* *3. Remuneration for each Board member shall be accounted as a business expense of the Company in accordance with corporate income tax*	VI.5.2. Remuneration, Bonuses, and Other Benefits of Members of the BOD **<u>As provided in Article VI.3.7 of the Internal Corporate Governance Regulation.</u>**		Ensuring consistency with the Company's Corporate Governance Regulation.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	regulations, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the Annual General Meeting. *4. Board members holding executive positions (including Chairperson, Permanent Vice Chairperson, or Vice Chairperson), or serving on Board committees or supporting units, or performing other duties deemed by the Board of Directors to be outside the scope of a standard Board member's responsibilities, may receive additional remuneration in the form of lump-sum payments, salary, commission, profit-sharing, or other forms as determined by the Board of Directors.* *5. Board members are entitled to reimbursement of travel, accommodation, subsistence, and other reasonable expenses incurred in the performance of their duties, including expenses related to attendance at Board meetings, committee meetings, supporting units, or the General Meeting of Shareholders.* *6. Board members may be provided with liability insurance by the Company, subject to approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter.*			
15	No provision	**VI.6 Evaluation of the Effectiveness of the BOD** **VI.6.1 The Board of Directors shall conduct periodic assessments of its own performance, as well as the performance of its committees, the Chairperson of the Board, and each individual Board member, in order to enhance governance**	Principle 4.3 VNCG Code 2026.	Added to incorporate annual Board effectiveness evaluation in line with the VNCG Code 2026.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		<u>quality, oversight effectiveness, and the achievement of the Company's strategic objectives.</u> **VI.6.2 <u>The evaluation shall be conducted based on objective criteria, in compliance with applicable laws, the Company's Charter, this Regulation, approved operational objectives, and good corporate governance practices.</u>** **VI.6.3 <u>The evaluation criteria include, but are not limited to, the ability to perform assigned duties, level of participation and contribution to Board activities, effectiveness in oversight, independence in review and decision-making, compliance with professional ethics standards, and fulfillment of obligations as a Board member.</u>** **VI.6.4 <u>The Board of Directors may conduct internal evaluations or engage independent organizations or experts to support the evaluation process when deemed necessary.</u>** **VI.6.5 <u>The results of the evaluation shall serve as a basis for the Board of Directors to consider measures to improve operational effectiveness, develop Board members' competencies, enhance organizational structure, improve governance mechanisms, and refine the Company's governance framework.</u>** **VI.6.6 <u>The evaluation process shall ensure objectivity, transparency, confidentiality of information, and proper record-keeping in accordance with the Company's regulations.</u>**		

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
16	No provision	**VI.7 Supervisory Activities of the BOD** **VI.7.1 The Board of Directors performs a supervisory function over the management and executive activities of the Chief Executive Officer, the executive management team, and other managers to ensure the implementation of the Company's strategy, objectives, and business plans in compliance with applicable laws, the Company's Charter, and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.** **VI.7.2 The scope of supervision of the Board of Directors includes, but is not limited to:** **a) Implementation of the Company's strategy, business plans, and key objectives;** **b) Financial performance, operational efficiency, investment activities, and resource utilization of the Company;** **c) Risk management systems, internal control systems, internal audit, and compliance;** **d) Compliance with corporate governance regulations, information disclosure requirements, and other legal obligations of the Company;** **e) Management, development, and succession planning of senior management personnel;** **f) Performance of duties by appointed representatives at subsidiary or affiliated entities.** **VI.7.3 The Board of Directors exercises its supervisory function through reviewing reports, assessing performance outcomes, requesting information, and applying other**	Principles 1.2; 9.1 (ESG); 1.3 (Risk management system); 6.1 (Internal control system); 1.6 (information disclosure and corporate governance); 7.1 (sustainable development); 7.4 (related-party transactions) of VNCG Code 2026	The VNCG Code 2026 emphasizes the supervisory role of the Board of Directors over corporate strategy, business model, and short-, medium-, and long-term financial planning. This provision is added to establish a clear supervisory framework of the Board of Directors, with detailed reference to the Board's Supervisory Activities Regulation.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		<u>supervisory measures in accordance with applicable laws, the Company's Charter, and relevant internal regulations.</u> **VI.7.4 <u>The content, principles, methods, and mechanisms of supervision of the Board of Directors shall be implemented in accordance with the Supervisory Activities Regulation issued by the Board of Directors from time to time.</u>**		
17	Article 26. Relationship with Shareholders *1. The Board of Directors ("Board") and its members shall establish, maintain, and foster regular and constructive relationships with the Company's shareholders. Such relationships shall be promoted through the timely disclosure of the Company's periodic financial statements, the provision of information that may be appropriately disclosed, and, above all, the delivery of sustainable corporate performance.* *2. The Board shall ensure transparency in the management and operation of all aspects of the Company's business, demonstrate leadership by complying with the Company's Charter and applicable regulations, and treat all shareholders with fairness and respect, regardless of the size of their shareholding.* *3. The Chairperson of the Board and the Board shall respond to shareholders' requests and inquiries in a timely and transparent manner, provide clear and consistent explanations regarding matters raised by shareholders, and promptly address shareholders' complaints and recommendations (if any), thereby*	VI.8.1 Relationship with Shareholders **<u>and Stakeholders</u>** a) **<u>The Board of Directors shall be responsible for ensuring the fair and equitable treatment of shareholders, and for respecting and protecting their lawful rights and interests in accordance with applicable laws, the Company's Charter, and the Company's internal regulations.</u>** b) **<u>The Board of Directors shall ensure that information is disclosed fully, timely, accurately, and transparently in accordance with applicable laws. The Board shall also establish mechanisms for communicating with shareholders and for receiving and responding to their opinions and recommendations in an objective, transparent, and duly authorized manner.</u>** c) **<u>The Board of Directors shall ensure that the Company maintains cooperative relationships with stakeholders on the basis of compliance with applicable laws and respect for their lawful rights and interests, thereby contributing to the creation of sustainable value and the enhancement of the Company's reputation.</u>**		Expanded to incorporate the Board of Directors' relationship with stakeholders and revised in line with the recommendations of the VNCG Code 2026.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	maintaining and strengthening the relationship between the Board and the shareholders.	d) **<u>In performing their functions and duties, the Board of Directors and its members shall act honestly, prudently, objectively, and in the best interests of the Company and all shareholders, while giving due consideration to the interests of stakeholders in accordance with applicable laws and good corporate governance practices.</u>** e) **<u>The Board of Directors shall encourage regular, transparent, and effective dialogue with shareholders and stakeholders within the scope of its authority, with a view to enhancing the quality of corporate governance, fostering trust, and supporting the sustainable development of the Company</u>**.		
18	*Article 30. Relationship with the Trade Union* *1. The Board of Directors shall facilitate financial support and allocation of working time to enable the Executive Committee of the grassroots trade union and subordinate union units to effectively perform their functions of educating, mobilizing, and leading union members.* *2. The legal representative or an authorized person of the Company shall sign the collective labor agreement with the Executive Committee of the trade union. A mechanism shall be established to allow representatives of the grassroots and subordinate trade union executive committees to participate in the annual rewards and commendation council, and to develop a mechanism enabling the trade union executive committee to supervise the appropriate use of the*	**<u>This provision is removed</u>**		The model regulations do not include such provisions

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	reward and welfare fund allocated from the Company's annual after-tax profit. *3. The Board of Directors shall facilitate conditions and opportunities to listen to the voice of the grassroots trade union executive committee, representing the legitimate aspirations and interests of a broad base of union members and employees of the Company.*			
19	No provision	**<u>VI.9 Ethical Culture, Integrity, and Mechanisms for Receiving Feedback and Whistleblowing</u>** **VI.9.1 <u>The Board of Directors is responsible for orienting, promoting, and overseeing the development of an ethical, integrity-based, transparent, and compliance-driven culture throughout the Company; ensuring the principle of acting in the best interests of the Company and its shareholders, while respecting the lawful rights and interests of related stakeholders.</u>** **VI.9.2 <u>The Board of Directors supervises the development, issuance, and implementation of the Code of Conduct, professional ethical standards, policies on conflict of interest prevention, anti-corruption and fraud prevention policies, and other internal policies related to corporate integrity.</u>**	Principle 5 VNCG Code 2026.	Added as a basis for developing the Company's Code of Conduct.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		VI.9.3 **<u>The Board of Directors promotes the establishment of appropriate mechanisms for receiving, reviewing, and handling feedback, reports, or whistleblowing related to legal violations, internal policy breaches, fraud, conflicts of interest, or other inappropriate conduct; and ensures protection of good-faith whistleblowers, confidentiality of information, and prevention of retaliation in accordance with applicable laws and the Company's internal policies.</u>**		