

Tay Ninh, October 03rd, 2026

**PROPOSAL NO. 10**  
**THE ANNUAL 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 Assembly 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 Board of Director of Thanh Thanh Cong – Bien Hoa Joint Stock Company (the “**Company**”) respectfully submits to the General Meeting of Shareholders for approval the amendments and supplementations 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 prevailing laws and regulations, while further 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 attached to this Proposal.

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

Respectfully submitted./.

**Recipients:**

- As above;
- Archived: Corporate Secretary.

**OBC THE BOARD OF DIRECTORS**  
**CHAIRLADY**



**DANG HUYNH UC MY**

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

(Attached to Proposal No. 10 dated 03/10/2026 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   | <p><b>Article VI.2.1.b – Board members shall have the rights and obligations prescribed by the Charter and the following additional rights and obligations</b></p> <p>No provision</p>  | <p><b>Article VI.2.1.b – Board members shall have the rights and obligations prescribed by the Charter and the following additional rights and obligations:</b></p> <p><b><u>x) A Board member must not concurrently act as a consultant or adviser for which he/she receives remuneration, directly or indirectly, from the Company.</u></b></p>                                                                                | Principle 1.5.5 of the VNCG Code 2026 | Supplemented with reference to the recommendation under the VNCG Code 2026 |
| 2   | <p><b>Article VI.2.1.b – Board members shall have the rights and obligations prescribed by the Charter and the following additional rights and obligations:</b></p> <p>No provision</p> | <p><b>Article VI.2.1.b – Board members shall have the rights and obligations prescribed by the Charter and the following additional rights and obligations:</b></p> <p><b><u>xi) Attend all General Meetings of Shareholders</u></b></p>                                                                                                                                                                                         | Principle 8.2.4 of the VNCG Code 2026 | Supplemented with reference to the recommendation under the VNCG Code 2026 |
| 3   | <p><b>VI.2.6. Qualifications and Conditions for Independent Board Members</b></p> <p>No provision</p>                                                                                   | <p><b>VI.2.6. Qualifications and Conditions for Independent Board Members</b></p> <p><b><u>d) The independent Board members shall mutually agree to appoint one independent Board member as the Lead Independent Director to strengthen the independence of the Board and perform the following functions:</u></b></p> <p><b><u>• Act as a liaison between the Chairperson of the Board and other Board members when</u></b></p> | Principle 2.5.5 of the VNCG Code 2026 | Supplemented with reference to the recommendation under the VNCG Code 2026 |

| No. | Current provision                                                                                                                                                                                                                                  | Proposed Amendment/ Supplement                                                                                                                                                                                                                                                                                                      | Basis for Amendment                   | Rationale                                                                  |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|----------------------------------------------------------------------------|
|     |                                                                                                                                                                                                                                                    | <u>necessary;</u><br><b>• Convene and chair meetings of non-executive Board members;</b><br><b>• Perform other functions relating to maintaining the independence and effectiveness of the Board in accordance with applicable laws, the Charter and these Regulations.</b>                                                         |                                       |                                                                            |
| 4   | <b>VI.3.6. Committees of the Board</b><br><br>No provision                                                                                                                                                                                         | <b>VI.3.6. Committees of the Board</b><br><br><u><b>e) At the General Meeting of Shareholders, the Chairperson of each Committee shall provide full responses to questions relating to the activities of the Committee under his/her responsibility.</b></u>                                                                        | Principle 8.2.4 of the VNCG Code 2026 | Supplemented with reference to the recommendation under the VNCG Code 2026 |
| 5   | <b>VI.4. Procedures for Organizing Board Meetings</b><br><br>b) The Board shall meet at least once every quarter, at least 06 times per year, and may hold extraordinary meetings. The Board shall prepare an annual schedule of regular meetings. | <b>VI.4.1. Procedures for Organizing Board Meetings</b><br><br>b) The Board shall meet at least once every quarter, at least 06 times per year, and may hold extraordinary meetings. The Board shall prepare an annual plan and schedule for regular Board meetings <u><b>prior to the commencement of each financial year.</b></u> | Principle 1.4.4 of the VNCG Code 2026 | Supplemented with reference to the recommendation under the VNCG Code 2026 |
| 6   | <b>VI.4.1. Procedures for Organizing Board Meetings</b><br><br>No provision                                                                                                                                                                        | <b>VI.4.1. Procedures for Organizing Board Meetings</b><br><br><u><b>c) Non-executive Board members shall meet at least twice a year without the presence of executive Board members to review and discuss executive management matters.</b></u>                                                                                    | Principle 1.4.4 of the VNCG Code 2026 | Supplemented with reference to the recommendation under the VNCG Code 2026 |
| 7   | <b>VI.4.1.d. Agenda of regular Board meetings includes:</b>                                                                                                                                                                                        | <b>VI.4.1.d. Agenda of regular Board meetings includes:</b>                                                                                                                                                                                                                                                                         | Item B.3.1 of the ACGS 2024           | Supplemented with reference to the recommendation                          |

| No. | Current provision | Proposed Amendment/ Supplement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Basis for Amendment                   | Rationale                                                                    |
|-----|-------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|------------------------------------------------------------------------------|
|     | No provision      | <u>Review and assess the appropriateness and alignment of the Company's capital and debt structure with its strategic objectives and corresponding risk appetite.</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                       | under the ASEAN Corporate Governance Scorecard (Version 2, 2024).            |
| 8   | No provision      | <p><b>VI.8. Process for Reviewing, Monitoring and Tracking the Implementation of the Board's Strategy</b></p> <p><u>VI.8.1 The Board is responsible for monitoring and overseeing the implementation and execution of the Company's development strategy, ensuring that the strategy is implemented in accordance with the orientations, objectives and plans approved by the General Meeting of Shareholders and the Board.</u></p> <p><u>VI.8.2 The mechanism and process for monitoring and overseeing strategy implementation, including the determination of objectives, targets, implementation timelines, reporting mechanisms, performance assessment, identification of material issues and consideration of strategy updates where necessary, shall be provided in the Regulation on the Board's Oversight Activities.</u></p> <p><u>VI.8.3 The Board shall make strategic decisions on adjustments to the strategy based on the results of its monitoring and oversight.</u></p> | Principle 1.2.2 of the VNCG Code 2026 | Supplemented with reference to the recommendation under the VNCG Code 2026   |
| 9   | No provision      | <p><b>VI.10. Coordination among the Board, the Audit Committee and the Executive Management</b></p> <p><u>VI.10.1. Principles of Coordination</u></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                       | Supplemented to clarify the principles and mechanisms for coordination among |

| No. | Current provision | Proposed Amendment/ Supplement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Basis for Amendment | Rationale                                                                                 |
|-----|-------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-------------------------------------------------------------------------------------------|
|     |                   | <p>a) <u>Proactiveness and accountability: Coordination shall be carried out on the basis of clearly delineated roles, functions, duties and responsibilities of the Board, the Audit Committee and Executive Management, ensuring that each party proactively performs its functions within its authority without duplication or overlap.</u></p> <p>b) <u>Information sharing and confidentiality: The provision, sharing and use of information shall ensure completeness, accuracy, timeliness and proper authorization, and comply with the Company's regulations and applicable laws on information confidentiality, data management and privacy.</u></p> <p>c) <u>Independence: Coordination shall not compromise the objectivity or independence of any party in performing its functions and duties.</u></p> <p>d) <u>Appropriate use of resources: Coordination shall ensure the effective allocation and use of the Company's resources, minimize duplication and overlap in functions and duties, enhance information and data sharing, and leverage the work results of the respective parties.</u></p> <p>e) <u>Non-substitution: Coordination shall not alter or diminish the responsibilities of any party.</u></p> <p>f) <u>Controlled coordination: Coordination shall aim to strengthen linkage, complementarity and overall effectiveness of the governance and audit system, while maintaining clear boundaries among governance, recommendation, oversight</u></p> |                     | <p>the Company's Board, Audit Committee and Executive Management in relevant matters.</p> |

| No. | Current provision | Proposed Amendment/ Supplement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Basis for Amendment | Rationale |
|-----|-------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-----------|
|     |                   | <p><u>and executive management roles.</u></p> <p><u>VI.10.2. Coordination between the Board and the Audit Committee</u><br/> <u>a) The Audit Committee shall review, oversee and assess matters falling within its functions and duties in accordance with the Audit Committee's Charter and the Board's resolutions.</u></p> <p><u>b) The Audit Committee shall report to the Board on its findings, material issues, risks, limitations and recommendations. The Board shall consider the Audit Committee's reports and recommendations in performing its oversight function and making decisions on matters within its authority. The Audit Committee shall not replace the Board's oversight responsibilities.</u></p> <p><u>VI.10.3. Coordination between the Audit Committee and Executive Management</u><br/> <u>a) Executive Management shall provide complete, accurate and timely information and documents and provide explanations on matters reasonably requested by the Audit Committee to enable the Audit Committee to perform its functions.</u></p> <p><u>b) The Audit Committee shall discuss, provide recommendations and monitor the resolution of matters falling within its functions.</u></p> <p><u>c) Coordination shall ensure that Executive Management develops mechanisms and establishes internal controls to identify, assess and mitigate risks to levels consistent with the Company's risk appetite.</u></p> |                     |           |

| No. | Current provision | Proposed Amendment/ Supplement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Basis for Amendment | Rationale |
|-----|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-----------|
|     |                   | <p><u>d) Executive Management shall be responsible for reviewing, addressing and remediating matters within its executive authority and reporting on the implementation results as requested.</u></p> <p><u>e) The Audit Committee and Executive Management may hold meetings to discuss significant internal control issues.</u></p> <p><b><u>VI.10.4. Handling and Reporting of Material Issues</u></b><br/> <b><u>For material issues identified during monitoring, review or assessment relating to internal controls, risk management, audit, financial reporting, compliance and other matters within the functions of the Audit Committee:</u></b></p> <p><u>a) Matters within the Board's authority or requiring the Board's consideration: The Audit Committee shall report and provide recommendations and proposals to the Board.</u></p> <p><u>b) Matters within executive management's authority: Executive Management shall be responsible for reviewing, addressing and remediating such matters, and reporting and providing explanations regarding the implementation of the Audit Committee's recommendations and the Board's requirements.</u></p> |                     |           |