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## WORKING REGULATIONS

### ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2024 - 2025

THANH THANH CONG - BIEN HOA JOINT STOCK COMPANY

#### Base:

- Law on Enterprises No. 59/2020/QH14 dated June 17<sup>th</sup>, 2020 and amending and supplementing documents, its guiding documents;
- Law No. 76/2025/QH15 dated June 17<sup>th</sup>, 2025 amending and supplementing a number of articles of the Law on Enterprises 2020 and its guiding documents;
- Law on Securities No. 54/2019/QH14 dated November 26<sup>th</sup>, 2019 and its guiding documents;
- Decree No. 155/2020/NĐ-CP dated December 31<sup>st</sup>, 2020 and amending and supplementing documents, its guiding documents;
- The current Charter of Thanh Thanh Cong - Bien Hoa Joint Stock Company ("**Charter**").

The Working Regulations of the Annual General Meeting of Shareholders for the fiscal year 2024 - 2025 of Thanh Thanh Cong – Bien Hoa Joint Stock Company ("**Working Regulations**") include the following provisions:

#### **Article 1. Scope of regulation and subjects of application**

1. This Working Regulations provides detailed guidance on the order and procedures for organizing the Annual General Meeting of Shareholders for the fiscal year 2024 - 2025 of the Company in the form of in-person meetings and regulations on voting by electronic voting of shareholders at the Annual General Meeting of Shareholders for the fiscal year 2024 - 2025 of Thanh Thanh Cong – Bien Hoa Joint Stock Company.
2. The following subjects are governed by this Working Regulations:
  - a. Shareholders and authorized representatives of shareholders to attend and vote at the AGM.
  - b. The Chairlady, the Secretariat, the Shareholder Eligibility Verification Committee, the Vote Counting Committee, the Organizing Committee and other individuals involved in the organization, attendance, voting and other relevant tasks of the AGM.

#### **Article 2. Explanation of terms/acronyms**

1. Company : Thanh Thanh Cong – Bien Hoa Joint Stock Company.
2. Shareholders : An individual or entity that owns shares of the Company.
3. BOD : Board of Directors of the Company.
4. GMS : The General Meeting of Shareholders of the Company.
5. AGM : The Annual General Meeting of Shareholders for the fiscal year 2024-2025 of the Company.
6. Delegates : Shareholders of the Company, lawful and valid authorized representatives of the Company's shareholders meet the conditions to



- attend the AGM as prescribed in Article 5.1 of the Working Regulations.
7. Organizers : Including the Chairlady, persons recommended by the Chairlady to the Chair Board, the Vote Counting Committee, the Secretariat, the Head of the Shareholder Eligibility Verification Committee, the Master of Ceremonies of AGM (MC) and others decided by the Chairlady.
8. AGM Area : It is the area where Delegates sit to attend the AGM.  
For clarification, depending on the actual situation and the number of Delegates attending, in addition to the first hall where the Chair Board sits directly, the Organizing Committee of the Congress may arrange many other halls (meeting rooms) (hereinafter referred to as "**Additional Halls**"). The Additional Hall ensures that Delegates have enough convenient seats, are eligible to listen, participate in giving opinions, and exercise shareholder rights for the entire the Agenda of the AGM in accordance with the law.
9. Meeting Invitation Notice : Notice of invitation to the AGM on November 13<sup>th</sup>, 2025 of the Company.
10. Electronic Voting System : The system provides Delegates with tools to exercise their voting rights, ask questions and discuss online when attending the AGM.
11. Legal documents of the individual : One of the following papers: identity card, citizen identity card, passport, other legal personal identification papers
12. Legal documents of the organization : One of the following documents: Establishment Decision, Enterprise Registration Certificate, or other equivalent documents.

Terms and abbreviations that are not defined or interpreted otherwise in the Working Regulations shall be defined and interpreted according to the Charter.

### **Article 3. Working principles of the AGM**

1. Ensure the principles of openness, fairness, democracy, compliance with legal regulations, the Company's Charter, and the Company's internal regulations on corporate governance.
2. For the legitimate interests of Shareholders and meeting the needs of sustainable development of the Company.
3. Ensuring security, order and working efficiency of the AGM.

### **Article 4. Order of the AGM**

1. Before entering the AGM Meeting Room, at the time of checking and registering Shareholders, Delegates must present the notice of invitation to the meeting (photocopy or original) and the following documents:
  - a. For individual Shareholders:



- In case Shareholders directly attend the AGM: Shareholders present (i) the original Personal legal documents that are still valid; and (ii) The Confirmation of Attendance or Authorization for the AGM (in the Company's prescribed form);
- In case the Shareholder authorizes to attend the AGM: The authorized person to attend the AGM must (i) present the original Personal legal documents that are still valid; and (ii) produce and submit the original of a valid Power of Attorney.

A valid Power of Attorney must simultaneously satisfy the following provisions:

- + In accordance with the provisions of Clause 2, Article 144 of the Law on Enterprises 2020;
- + The total number of authorized shares must not exceed the number of voting shares owned by Shareholders (in case shareholders authorize many people to attend the AGM, the total number of authorized shares on the Power of Attorney shall not exceed the number of voting shares owned by Shareholders);
- + Power of Attorney must not erase, delete, modify or assemble information; and signed by the Shareholders, clearly stating their full names on the Power of Attorney.

b. For institutional Shareholders:

- The authorized person attending the AGM must (i) present the original Personal legal documents of the authorized person; (ii) produce and submit copies of the organization's legal documents; (iii) and produce and submit the original of a valid Power of Attorney.

A valid Power of Attorney must simultaneously satisfy the following provisions:

- + In accordance with the provisions of Clause 2, Article 144 of the Law on Enterprises 2020;
- + The total number of authorized shares must not exceed the number of voting shares owned by Shareholders (in case Shareholders authorize many people to attend the AGM, the total number of authorized shares on the Power of Attorney shall not exceed the number of voting shares owned by Shareholders);
- + Power of Attorney must not erase, delete, modify or assemble information; and must be signed by the Shareholder's legal representative and duly stamped (except for cases where the organization doesn't use the seal as prescribed by law).

In case the Delegates fail to produce or insufficiently present the above-mentioned documents for the Organizers of the AGM to check and verify the qualifications of the meeting participants, the Organizer of the AGM has the right to refuse the attendance of the Delegates to the AGM.

2. When entering the AGM area, they must sit in the right position or area prescribed by the Organizer of the AGM, absolutely comply with the arrangement of the Organizers.
3. It is necessary to comply with the general regulations on the culture of conduct in public places, behave civilly and politely, don't cause disorder, prevent the normal progress of the AGM and respect the results of work at the AGM.
4. No smoking in the AGM area.
5. Don't talk privately and switch your mobile phone to vibrate/silent mode during the AGM.



6. It isn't allowed to take photos, audio and video recordings at the AGM. The Organizers arrange video cameras to serve the administration of the AGM; in case of necessity and permission of the Chairlady of the BOD, the video tape recorded from the camera will be used to serve at the request of the authorities.
7. Restrict movement during the AGM.
8. The Organizers reserve the right to require Delegates attending the AGM to undergo inspection or security measures as The Organizers deem appropriate. In case a Delegate fails to comply with the executive authority of the Chairlady or the Organizers, deliberately disrupts order, obstructs the normal progress of the meeting, or fails to comply with the regulations on inspection or security measures mentioned above, the Organizers /Chairlady of the AGM may refuse or expel such Delegate after careful consideration out of the AGM area and this will be made into a Minutes.
9. Perform the rights and obligations of Delegates when attending the AGM in accordance with the guidance in this Working Regulations, the Charter, the Company's Regulations and regulations, and the provisions of law.
10. The Organizers/Chairlady of the AGM have the right to expel Delegates who don't comply with the regulations of the AGM in this Article from the AGM area so as not to affect the general agenda and safety of the Delegates.

**Article 5. Conditions and methods of attending the AGM and electronic voting of Delegates**

1. Delegates attending the AGM:
  - a. Being a Shareholder owning shares of the Company named in the List of Shareholders of the Company on the last date of registration to make a list of Shareholders entitled to attend the AGM; or
  - b. Persons duly authorized by the Shareholders at Point a, Clause 1 of this Article to attend the AGM.

The Authorizer and the Authorized Person shall be fully responsible for the accuracy and authenticity of their signatures on the Power of Attorney to the relevant parties and competent state agencies and the Company. The Organizers shall not be responsible for, nor obliged to verify, the validity of the signatures of the parties on the Power of Attorney. In case of any doubt regarding the legality of the signatures on the Power of Attorney, the Company and the Organizers have the right to report the matter to the competent state agency for handling in accordance with the law.

2. How to register to attend (check-in) the AGM:
  - a. Delegates present dossiers as prescribed in Clause 1, Article 4 of this Working Regulations at the area of checking the status of shareholders arranged by the Organizers;
  - b. The Shareholder Eligibility Verification Committee checks the information of the Delegates and registers the delegates after the Shareholder Examination Committee has confirmed the eligibility of the Delegates.

3. Technical requirements:

Delegates are encouraged to have electronic devices connected to the internet (Example: computers, tablets, smartphones, other electronic devices with internet connection). In some necessary cases, the Organizers of the AGM may provide electronic devices connected to the internet to support delegates to vote.



4. How to perform electronic voting:

Delegates access the link or scan the QR code at the AGM area and log in to vote through the Electronic Voting System according to the detailed instructions at the AGM.

**Article 6. Method of recognizing voting delegates**

A Delegate is recognized by the Electronic Voting System as voting through the Electronic Voting System if such Delegate is eligible to attend the AGM, has registered to attend (check-in) the AGM and successfully accessed the system in accordance with the regulations in Article 5 of the Working Regulations during the Electronic Voting Time specified in Article 7 of the Working Regulations.

**Article 7. Electronic Voting Time**

1. After successfully logging in to the electronic voting system, Delegates can vote from the time of opening of the AGM to the end of voting of each round of voting according to the notice of the Chairlady at the AGM. In case Delegates have voted but want to change their opinions, they must make changes before the end of voting of each voting round. The final voting opinion recorded by the electronic voting system before the end of voting of each voting round is a valid opinion and is recorded in the vote counting results.
2. Delegates who log into the Electronic Voting System after the opening of the AGM are still allowed to vote on voting issues that the Chairlady has not announced the end of voting. For voting issues for which the Chairlady has announced the end of voting, such delegates shall not be allowed to vote. The validity of voting rounds conducted before the time the Delegates register to attend the AGM and log into the Electronic Voting System will not be affected.
3. In case Delegates log out and then log in back in to the Electronic Voting System, such Delegates can still vote on issues for which the chairlady has not announced the end of voting.
4. The voting results are calculated at the last time the Delegates perform electronic voting, so the connection of Shareholders is suddenly interrupted (if any) or the Delegates log out of the Electronic Voting System before the end of the AGM will not affect the voted contents.

**Article 8. Conditions for conducting the AGM**

1. The AGM shall be conducted when the number of Delegates representing more than 50% of the total voting shares attends the meeting.
2. In case the AGM is not eligible to be conducted as prescribed in Clause 1 of this Article, the convening and conducting the next (second) AGM shall be conducted in accordance with the provisions of the Charter, Internal Regulations on corporate governance and the Law on Enterprises.
3. Other regulations related to the conditions for conducting the AGM and re-convening the General Assembly shall comply with the Charter.

**Article 9. Rights and obligations of Delegates attending the AGM**

1. Delegates present dossiers to register to attend the AGM and may register to attend the AGM according to this Regulation.
2. To attend and discuss at the AGM. Delegates exercise the right to discuss in the form specified in Article 14 of this Regulation.

The Chairlady has the right to remove or refuse to answer questions or opinions that are duplicated or unrelated to the content of the agenda of the AGM.



3. To vote on all matters under the agenda of the Meeting in accordance with the Law on Enterprises, other relevant legal regulations, and the Company's Charter. Any delegate attending the Meeting who fails to successfully log in to the electronic voting system, or who successfully logs in but does not cast a vote, shall be deemed as not having participated in the voting.
4. Delegates are obliged to attend the AGM on time. In case of late arrival, they are still allowed to attend and vote immediately, but the Chairlady is not responsible for stopping the AGM and the validity of the votes conducted before is not affected.
5. Comply with the management of the Chairlady, the Chair Board and the Organizers of the AGM; to ensure order in the AGM.

#### **Article 10. Chairlady and Chair Board**

1. The Chairlady of the BOD shall preside over the AGM.  
During the AGM, the Chairlady may authorize other members of the BOD to perform the duties of the Chairperson for one or a certain number of times, by notifying the AGM orally or in writing.
2. The Chair Board consists of the Chairlady and other members appointed by the Chairlady and approved by the AGM.
3. Rights and obligations of the Chairlady:
  - a. Conduct the AGM in accordance with the agenda approved by the GMS.
  - b. The Chairlady signs and promulgates the Minutes of the meeting and the resolution(s) of the AGM;
  - c. The Chairlady has the right to postpone the AGM with a sufficient number of people registered to attend the meeting as prescribed to another time or change the meeting venue in cases prescribed by the Charter.
  - d. The Chairlady assigns and introduces representatives of members of the Chair Board to present reports and issues to be submitted to the GMS for approval at the AGM.
  - e. The Chairlady replies or appoints Another person to reply to the opinions of the Delegates.
  - f. Expulsion of persons who do not comply with the presiding authority, deliberately disrupt order, obstruct the normal progress of the AGM, or fail to comply with security inspection requirements from the AGM.
  - g. The Chairlady has other rights as prescribed by the Law on Enterprises, the Charter, the Internal Regulations on corporate governance,
4. The Chair Board works on the principle of democratic centralization, decision making by majority and has the following rights and obligations:
  - a. Control the AGM in accordance with the agenda and Working Regulations approved by the GMS;
  - b. Guide the AGM to discuss and vote on issues on the agenda of the AGM and related issues during the AGM;
  - c. Answer and record issues in the content of the program approved by the GMS;
  - d. Require all attendees to submit to inspections or other lawful and reasonable security measures;
  - e. Request the competent authority to maintain the order of the meeting;
  - f. To settle issues arising (if any) outside the agenda of the AGM during the AGM.



### **Article 11. Shareholder Eligibility Examination Board**

1. The Shareholder Eligibility Verification Committee shall be established by the Company's BOD. The Shareholder Eligibility Examination Board is responsible for:
  - a. Check the eligibility of shareholders or authorized representatives to attend the AGM;
  - b. Check the conditions for attending the AGM of Delegates, the Power of Attorney of Delegates in case of attending as authorized representatives;
  - c. Report to the AGM on the results of checking the eligibility of shareholders to attend the AGM.
2. The Shareholder Eligibility Examination Board has the right to establish a support unit to complete its tasks.

### **Article 12. Secretariat of the AGM**

The Secretariat is nominated by the Chairlady and approved by the GMS. The Secretariat shall:

1. Fully and truthfully record all developments of the AGM and matters approved by the GMS (including matters still reserved at the AGM) and forward them to the Chairlady for decision;
2. Receive registration for discussion of Delegates at the AGM and forward it to the Chairlady;
3. Drafting Minutes of Meetings and resolutions on issues passed at the AGM;
4. Perform other assisting tasks as assigned by the Chairlady.

### **Article 13. Vote Counting Committee**

1. The Vote Counting Committee is nominated by the Chairlady and approved by the GMS. The Vote Counting Committee shall:
  - a. Instruction for online voting;
  - b. Summary of online voting results;
  - c. Announcement of voting results of each issue;
  - d. Consider and report to the AGM cases of violation of regulations on voting or complaints related to voting (if any).
2. The Vote Counting Committee may establish a support unit for the Vote Counting Committee to complete its tasks.

### **Article 14. Discussion at the AGM**

1. Principle:
  - The discussion shall only be carried out within the prescribed time and within the scope of the issues presented in the Agenda of the AGM;
  - Only Delegates are allowed to participate in the discussion;
2. Delegates who have opinions to discuss shall register the discussion content in the following form:
  - a. Delegates ask questions by drafting and submitting the content of questions in the Discussion section of the Electronic Voting System (details according to the instructions at the AGM) or by presenting questions directly at the AGM.
  - b. The Secretariat will arrange the contents of the delegates' questions and forward them to the Chairlady to include in the discussion content.
3. In case due to the time limitation of the meeting, questions that have not been answered directly at the AGM will be answered in writing by the Company after the AGM.



## **Article 15. Voting at the AGM**

### **1. Principle:**

All issues in the agenda and contents of the AGM must be discussed and voted by the GMS in the form of electronic voting through the electronic voting system.

Every 01 (one) share has a voting right equivalent to one voting right. Each attending Delegate represents one or more voting rights.

### **2. Electronic Voting:**

- a. Delegates choose one of the three voting options of Approval, Disapproval or No Opinion on each issue to be voted on at the AGM which has been installed in the Electronic Voting System. Then, Delegates confirm their votes for each voting round so that the electronic voting system can record the voting results.
- b. During the electronic voting period specified in the Working Regulations, Delegates can change the voting results (but can't cancel the voting results). The online system only records the vote count for the final voting result at the end of electronic voting of each round of voting specified in the Working Regulations.
- c. For clarification, the voting on each issue and voting content on the Electronic Voting System is independent of each other. A voting issue does not participate in voting, does not affect the validity of another voting issue. In case the delegates fail to fully vote on the voting issues according to the content of the AGM agenda, the issue (s) that have been voted in accordance with the provisions of this Regulation shall still be valid.

### **3. The time of electronic voting of each round of voting during the electronic voting time is specified as follows:**

#### **a. Voting Round 01:**

##### **(i) Voting contents:**

The AGM voted to approve the following contents: (i) Working Regulations; (ii) Agenda of the AGM; (iii) Composition of the Chair Board; (iv) Composition of the Vote Counting Committee; and (v) Composition of the Secretariat.

##### **(ii) Time to start voting: after the Delegates are recorded to attend the Congress according to Article 6 of the Working Regulations.**

##### **(iii) Time of end of voting: when the Chairlady announces the end of voting of the 1st Voting Round.**

#### **b. The 2nd voting round:**

##### **(i) Voting contents:**

The AGM voted to approve the following contents:

- Report on business performance for fiscal year 2024-2025 and the operational orientation for fiscal year 2025-2026 of the Board of Management;
- Report on the status of task performance for fiscal year 2024-2025 and operational orientation for fiscal year 2025-2026 of the BOD;
- Report on activities for the fiscal 2024-2025 and Plan for the fiscal 2025-2026 of the Audit Committee;
- Proposals and other issues under Agenda of the AGM need to be submitted to the GMS for approval (except for voting issues in the voting content of the 1st and 3rd Voting Rounds).



- (ii) Time to start voting: after the Delegates are recorded to attend the AGM according to Article 6 of the Working Regulations.
  - (iii) Time of end of voting: when the Chairlady announces the end of voting of the 2nd Voting Round.
- c. The 3rd round of voting:
  - (i) Voting contents:

The AGM votes to approve the following contents: (i) Minutes of the AGM; (ii) Resolution(s) of the AGM.
  - (ii) Time to start voting: after the Delegates are recorded to attend the AGM according to Article 6 of the Working Regulations.
  - (iii) Time of end of voting: when the Chairlady announces the end of voting of the 3rd Voting Round.
- 4. At the end of the voting period of each voting round, the system does not record any more electronic voting results from Delegates. At that time, the voting results of the Delegates recorded on the electronic voting system are the final results and they are not entitled to complain or lawsuits related to this result.

#### **Article 16. Approving the Resolution of the AGM**

1. The Decision/Resolution of the AGM is passed at the AGM when it is approved by the number of Delegates representing more than 50% of the total number of votes of all Delegates attending and voting at the meeting, except for the case specified in Clause 2 of this Article.
2. For the following issues, it must be approved by the number of Delegates representing 65% or more of the total votes of all delegates attending and voting at the AGM :
  - a. Decide on the type of shares and the total number of shares of each type;
  - b. Change of industry, profession and business field;
  - c. Change the organizational structure of the Company's management.
  - d. Projects to invest in or sell assets with a value equal to or greater than 70% of the total value of assets recorded in the Company's latest financial statements;
  - e. Reorganization and dissolution of the Company.



#### **Article 17. How votes are counted**

1. When Delegates vote, the number of votes is recorded on the Electronic Voting System according to the principle of the number of votes in favor, number of votes with no approval and number of votes with no opinion.
2. The Vote Counting Committee checks the voting results on the Electronic Voting System to summarize the voting results.
3. The vote counting minute is a record of the vote counting results of all delegates attending the AGM.

#### **Article 18. Announcement of vote counting results**

Based on the vote counting minutes, the Vote Counting Committee will check, synthesize and report to the Chairlady the vote counting results of each issue according to the content of the Agenda of the AGM. The results of the vote counting will be announced by the representative of the Vote Counting Committee before the end of the meeting.



**Article 19. Minutes of the AGM and the form of approval**

1. The recording and making of the minutes of the AGM shall be comply with the provisions of Article 150 of the Law on Enterprises 2020 and corresponding provisions in the Company's Charter.
2. The minutes of the AGM and the Resolution of the AGM shall be read and approved before the closing of the General Meeting.

**Article 20. Implementation provisions**

This Working Regulations shall be read publicly before the AGM and take effect as soon as the AGM votes to approve it.

**OBO.THE GENERAL MEETING OF SHAREHOLDERS  
CHAIRLADY**

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