

**PROPOSAL**

***Re: Approval of amendments and supplements to the Regulation on the Operation  
of the Supervisory Board***

**To: The General Meeting of Shareholders**

*Pursuant to:*

- *Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, and its guiding documents;*
- *Law No. 76/2025/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025, amending and supplementing certain provisions of the Enterprise Law;*
- *Securities Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its guiding documents;*
- *Law No. 56/2024/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, amending and supplementing certain provisions of the Securities Law, Accounting Law, Independent Auditing Law, State Budget Law, Law on Management and Use of Public Assets, Tax Administration Law, Personal Income Tax Law, National Reserve Law, and Law on Handling Administrative Violations;*
- *The Charter on Organization and Operations of TDT Investment and Development Joint Stock Company.*

**Pursuant to the provisions of Enterprise Law No. 59/2020/QH14, Securities Law No. 54/2019/QH14, this Decree, and other relevant legal documents regarding the Supervisory Board’s responsibility to develop and issue its Regulation on Operation, the Supervisory Board of the Company respectfully submits to the General Meeting of Shareholders for consideration and approval the following:**

Based on a review of the Regulation on the Operation of the Supervisory Board, the Supervisory Board has identified certain provisions in the Regulation that need to be amended and supplemented to ensure compliance with legal regulations and to meet the requirements of

corporate governance, management, and oversight of the Company's activities. Accordingly, the Supervisory Board of TDT Investment and Development Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the amendments and supplements to the Regulation on the Operation of the Supervisory Board as follows:

1. Amendments and additions to certain provisions in the Regulations on the Operation of the Supervisory Board (Details in Appendix 01 attached to this Submission). The full draft of the revised Regulations on the Operation of the Supervisory Board has been published in detail on the Company's website at: <http://tdtgroup.vn/quan-he-co-dong/cong-bo-thong-tin>

2. Authorize the Supervisory Board to amend, supplement, and sign the Regulations on the operation of the Supervisory Board based on the amendments and supplements submitted to the General Meeting of Shareholders for approval in Clause 1 of this Proposal.

3. The amended and supplemented provisions of the Supervisory Board's Operating Regulations shall take effect from the date of their approval by the General Meeting of Shareholders.

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

**ON BEHALF OF THE SUPERVISORY BOARD  
HEAD OF THE BOARD**

**Recipient:**

- Shareholders;
- Board of Directors, Board of Management,  
Supervisory Board;
- Filed at the office.

**APPENDIX 01: AMENDMENTS AND ADDITIONS TO THE REGULATIONS ON THE ORGANIZATION AND OPERATION OF  
THE SUPERVISORY BOARD**

*(Attached is Report No.)* , date year 2026

Notes:

- *The proposed changes in the section “Provisions in the Current Regulation on the Operation of the Supervisory Board” are shown as underlined, bold text.*
- *The provisions to be amended or supplemented in the section “Provisions in the Amended Regulation on the Operation of the Supervisory Board” are shown in bold black text.*
- *The 2020 Enterprise Law refers to Enterprise Law No. 59/2020/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020.*
- *Law No. 03/2022/QH15 was passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022.*
- *Law No. 76/2025/QH15 was passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025.*
- *Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government provides detailed guidance for the implementation of certain provisions of the Securities Law.*
- *Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government amends and supplements certain provisions of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law.*
- *Circular No. 116/2020/TT-BTC provides guidance on certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law..*

<b>Provisions in the Current Regulation on the Operation of the Supervisory Board</b>	<b>Provisions in the Amended Regulation on the Operation of the Supervisory Board.</b>	<b>legal Base</b>
<b>CHAPTER II - DUTIES AND POWERS OF THE SUPERVISORY BOARD</b>	<b>CHAPTER II - DUTIES AND POWERS OF THE SUPERVISORY BOARD</b>	

<p><b>Article 3: Standards and conditions for membership in the Supervisory Board</b></p>	<p><b>Article 3: Standards and conditions for membership in the Supervisory Board</b></p>	
<p>1. The list of <b><u>members</u></b> of the Supervisory Board of TDT Investment and Development Joint Stock Company is nominated by shareholders or groups of ordinary shareholders who own <b><u>10% or more</u></b> of the ordinary shares <b><u>for a continuous period of at least 6 months prior to the General Meeting of Shareholders.</u></b></p>	<p><b>1. The list of candidates for the Supervisory Board of TDT Investment and Development Joint Stock Company is nominated by shareholders or groups of ordinary shareholders owning 5% or more of the ordinary shares.</b></p> <p><b>a. Common shareholders forming a group to nominate candidates for the Supervisory Board must notify the attending shareholders of the group formation before the opening of the General Meeting of Shareholders.;</b></p> <p><b>b. Based on the number of members of the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as decided by the General Meeting of Shareholders to be candidates for the Supervisory Board. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.</b></p> <p><b>If the number of candidates for the Supervisory Board nominated through election and candidacy is still insufficient as stipulated in Clause 5, Article 115 of the</b></p>	<p>Amendments are made in accordance with Article 115 of the Enterprise Law No. 59/2020/QH14 and in compliance with the provisions of the Company's Charter.</p>

	<p><b>Enterprise Law, the incumbent Supervisory Board shall nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the Supervisory Board's operating regulations. The incumbent Supervisory Board's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.</b></p>	
2. Members of the Supervisory Board must meet the following standards and conditions:	2. Members of the Supervisory Board must meet the following standards and conditions:	
Not yet applicable	<p><b>d. Not permitted to work in the accounting or finance department of the Company;</b></p> <p><b>e. Must not be a member or employee of an auditing firm approved to audit the Company's financial statements for the three consecutive years preceding the audit;</b></p>	Supplemented according to the provisions of Article 286 of Decree 155/2020/ND-CP
<p><b><u>3. The Head of the Supervisory Board may not simultaneously be a member of the Supervisory Board . Unless otherwise specified, members of the Supervisory Board do not necessarily have to be shareholders or employees of the company .</u></b></p>	<p><b>3. The Head of the Supervisory Board must have a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.</b></p> <p><b>The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal are governed by a majority vote.</b></p>	Supplementing the provisions of Clause 3, Article 286 of Decree 155/2020/ND-CP.

<p>Not yet applicable</p>	<p><b>4. Procedures for electing, dismissing, and removing members of the Supervisory Board</b></p> <p><b>The election, dismissal, and removal of members of the Supervisory Board are within the authority of the General Meeting of Shareholders.</b></p> <p><b>The election of Supervisory Board members must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of Supervisory Board members to be elected. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected Supervisory Board members are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the company's charter is reached. If two or more candidates receive the same number of votes for the last Supervisory Board member, a re-election will be held among those candidates or a selection will be made according to the criteria stipulated in the election regulations or the company's charter.</b></p>	<p>This is supplemented based on the provisions of Clause 3, Article 148 of the Enterprise Law No. 59/2020/QH14.</p>
<p><b>Article 4: Dismissal and removal of the Supervisory Board</b></p>	<p><b>Article 4: Dismissal and removal of the Supervisory Board</b></p>	
<p>1. Members of the Supervisory Board shall be dismissed or <b><u>removed from office</u></b> in the following cases:</p>	<p>1. Members of the Supervisory Board shall be dismissed in the following cases:</p>	<p>Amendments are made in accordance with Clause 1, Article 174 of the</p>

		Enterprise Law No. 59/2020/QH14.
a. No longer meets the qualifications and conditions for membership in the Supervisory Board as stipulated in Article <b>122</b> of the Enterprise Law, the company's charter, and these Regulations;	a. No longer meets the qualifications and conditions for membership in the Supervisory Board as stipulated in Article <b>169</b> of the Enterprise Law, the company's charter, and these Regulations;	Amend the References in accordance with regulations.
<b><u>b. Not exercising one's rights and duties for six consecutive months, except in cases of force majeure.</u></b>	Cancel	This content is removed in accordance with Clause 1, Article 174 of the Enterprise Law No. 59/2020/QH14.
b. A resignation letter has been submitted;	b) A resignation letter has been submitted <b>and accepted</b> ;	Supplemented according to the provisions of Clause 1, Article 174 of the Enterprise Law No. 59/2020/QH14
Not yet available	<b>c. Other cases as prescribed by the Company Charter</b>	Supplemented according to the provisions of Clause 1, Article 174 of the Enterprise Law No. 59/2020/QH14
Not yet available	<b>2. Members of the Supervisory Board shall be removed in the following cases:</b> <b>a. Failure to complete assigned tasks or duties;</b>	Supplemented according to the provisions of Clause 2, Article 174 of the Enterprise Law No. 59/2020/QH14

	<p><b>b. Failure to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;</b></p> <p><b>c. Repeated and serious violations of the duties of the Auditor as stipulated in this Law and the company's Articles of Association;</b></p> <p><b>d. Other cases as decided by the General Meeting of Shareholders.</b></p>	
<p>4. In the event that the Supervisory Board seriously violates its obligations and risks causing damage to the company, the Board of Directors shall convene a General Meeting of Shareholders to consider and <b>dismiss</b> the current Supervisory Board and elect a new Supervisory Board to replace it.</p>	<p>4. In the event that the Supervisory Board seriously violates its obligations and risks causing damage to the company, the Board of Directors shall convene a General Meeting of Shareholders to consider and <b>removal</b> the current Supervisory Board and elect a new Supervisory Board to replace it.</p>	<p>Amendments are made in accordance with the provisions of Article 174 of the Enterprise Law No. 59/2020/QH14.</p>
<p>Not yet available</p>	<p><b>5. Announcement regarding the election, dismissal, and removal of members of the Supervisory Board.</b></p> <p><b>If candidates for the Supervisory Board have been identified, the Company must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and</b></p>	<p>Supplement as stipulated in Appendix IV issued together with Circular 116/2020/TT-BTC</p>

	<p><b>in the best interests of the Company if elected as a member of the Supervisory Board. Information related to candidates for the Supervisory Board that is published includes:</b></p> <ul style="list-style-type: none"> <li><b>a. Full name, date of birth (day, month, year);</b></li> <li><b>b. Professional qualifications;</b></li> <li><b>c. Work experience;</b></li> <li><b>d. Other managerial positions;</b></li> <li><b>e. The benefits relate to the Company and its related parties;</b></li> <li><b>f. Other information (if any) as stipulated in the company's charter;</b></li> <li><b>g. The company is responsible for disclosing information about the companies in which the candidate holds management positions and any related interests of the candidate's Supervisory Board members (if any).</b></li> </ul> <p><b>The announcement of the results of the election, dismissal, and removal of members of the Supervisory Board shall be made in accordance with the regulations and guidelines on information disclosure.</b></p>	
<p>Article 14: Procedures for organizing and conducting Supervisory Board meetings</p>	<p>Article 14: Procedures for organizing and conducting Supervisory Board meetings</p>	
<p>1. All regular or extraordinary meetings must have pre-prepared agendas. The Head of the Supervisory Board, based on the purpose of the meeting, will assign members of the Supervisory Board and any supporting</p>	<p><b>1. The Supervisory Board must meet at least two (02) times a year, with the number of members attending the meeting being at least two-thirds (2/3) of the Supervisory Board members.</b> All regular or extraordinary meetings must have pre-prepared agendas.</p>	<p>Supplemented according to the provisions of Clause 1, Article 289 of Decree 155/2020/ND-CP</p>

staff (if applicable) to prepare the meeting materials.	The Head of the Supervisory Board shall, based on the purpose of the meeting, assign the Supervisory Board members and the Supervisory Board's support staff (if any) to prepare the agenda and documents for the meeting.	
Not yet available	<b>3. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing firms to attend and answer questions requiring clarification.</b>	Supplemented according to the provisions of Clause 2, Article 289 of Decree 155/2020/ND-CP

