

PROPOSAL

Re: Approval of amendments and supplements to the Charter on organization and operations, the Internal Corporate Governance Regulation, and the Regulation on the Operation of the Board of Directors.

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 the guiding documents for its implementation;*
- *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 the guiding documents for its implementation;*
- *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, the Accounting Law, the Independent Auditing Law, the State Budget Law, the Law on Management and Use of Public Assets, the Tax Administration Law, the Personal Income Tax Law, the National Reserve Law, and the Law on Handling Administrative Violations;*
- *The Charter on Organization and Operations of TDT Investment and Development Joint Stock Company.*

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the following:

Based on a review of the Charter on Organization and Operations, the Internal Corporate Governance Regulation, and the Regulation on the Operation of the Board of Directors, the Board of Directors has identified certain provisions in the Charter, the Internal Corporate Governance Regulation, and the Regulation on the Operation of the Board of Directors that need to be

amended and supplemented to ensure compliance with legal regulations and meet governance and management requirements. Accordingly, the Board of Directors of TDT Investment and Development Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the amendments and supplements to the Charter on Organization and Operations, the Internal Corporate Governance Regulation, and the Regulation on the Operation of the Board of Directors as follows:

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

2. Amendments and additions to certain provisions in the Internal Regulations on Corporate Governance (Details in Appendix 02 attached to this Submission). The full draft of the revised Internal Regulations on Corporate Governance has been published in detail on the Company's website at the following address: <http://tdtgroup.vn/quan-he-co-dong/cong-bo-thong-tin>

3. Amendments and additions to certain provisions in the Board of Directors' Operating Regulations (Details in Appendix 03 attached to this Submission). The full draft of the revised Board of Directors' Operating Regulations has been published in detail on the Company's website at: <http://tdtgroup.vn/quan-he-co-dong/cong-bo-thong-tin>

4. Authorize the Board of Directors to amend, supplement, and sign into law the Company's Charter of Organization and Operation, the Internal Regulations on Corporate Governance , and the Regulations on the Operation of the Board of Directors, based on the amendments and supplements submitted to the General Meeting of Shareholders for approval in clauses 1, 2 , and 3 of this Proposal.

5. The provisions of the Company's Charter of Organization and Operation, the Internal Regulations on Corporate Governance , and the Regulations on the Operation of the Board of Directors, as amended and supplemented, 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 BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS**

Recipient:

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

APPENDIX 01: AMENDMENTS AND ADDITIONS TO THE COMPANY'S CHARTER

(Attached is Report No.) , date year 2026

Notes:

- The proposed changes in the section “Provisions in the Current Charter” are shown as underlined, bold text.
- The provisions to be amended or supplemented in the section “Provisions in the Amended Charter” 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, of the Government 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, of the Government detailing the implementation of certain provisions of the Securities Law.
- The Charter on Organization and Operations of TDT Investment and Development Joint Stock Company

Provisions in the Current Charter .	Provisions in the Amended Charter	Legal Basis
-------------------------------------	-----------------------------------	-------------

<p align="center">I. DEFINITION OF TERMS IN THE CHARTER</p>	<p align="center">I. DEFINITION OF TERMS IN THE CHARTER</p>	
<p>Article 1. Explanation of Terms</p>	<p>Article 1. Explanation of Terms</p>	
<p>Not yet available</p>	<p>d. Law No. 03/2022/QH15 is Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 ;</p> <p>e. Law No. 76/2025/QH15 is Law No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025;</p> <p><i>Note: The numbering of the points in Clause 1, Article 1 of the company's charter will be updated proactively.</i></p>	<p>Supplementing existing legal regulations.</p>
<p>II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, AND TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY</p>	<p>II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, AND TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY</p>	
<p>Article 2. Name, form, head office, branches, representative offices and operating period of the Company</p>	<p>Article 2. Name, form, head office, branches, representative offices and operating period of the Company</p>	
<p>3. The company's registered office is:</p> <ul style="list-style-type: none"> Address: <u>Thuan Phap Hamlet, Diem Thuy Commune, Phu Binh District, Thai Nguyen Province, Vietnam .</u> 	<p>3. The company's registered office is:</p> <ul style="list-style-type: none"> Address: Thuan Phap Hamlet, Diem Thuy Commune, Thai Nguyen Province, Vietnam. 	<p>Update the company's head office address according to the new administrative</p>

		boundaries.
IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS	IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS	
Article 6. Charter capital, shares, founding shareholders	Article 6. Charter capital, shares, founding shareholders	
6. The Company may repurchase shares issued by itself in the manner prescribed in this Charter and applicable law. Common shares repurchased by the Company are treasury shares, <u>and the Board of Directors may offer them for sale in manner consistent with the Securities Law, relevant guiding documents, and the provisions of this Charter.</u>	6. The Company may repurchase shares issued by itself in the manner prescribed in these Articles of Association and applicable law. Common shares repurchased by the Company are treasury shares.	Amendments are made in accordance with the provisions of Article 36 of the Securities Law No. 54/2019/QH14, as amended and supplemented by Law No. 56/2024/QH15.
Article 8. Other securities certificates	Article 8. Other securities certificates	
Bond certificates or other securities certificates of the Company shall be issued bearing the seal and <u>specimen</u> signature of the Company's legal representative..	Bond certificates or other securities certificates issued by the Company bear the seal and signature of the Company's legal representative.	Revise the wording to comply with the regulations in Article 8 of Appendix I issued with Circular 116/2020/TT-BTC.
Article 14. General Meeting of Shareholders	Article 14. General Meeting of Shareholders	
3. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases : c. Upon the request of a shareholder or group of	3. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases : c. Upon the request of a shareholder or group of	Amendments and additions are made in accordance with the provisions of Clause

<p>shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; the request to convene a General Meeting of Shareholders must be in writing. <u>which clearly states the reason and purpose of the meeting, and includes the signatures of all relevant shareholders, or the request document is prepared in multiple copies and includes the signatures of all relevant shareholders;</u></p>	<p>shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law, the request to convene a General Meeting of Shareholders must be in writing and must include the following information: full name, contact address, nationality, and legal document number of the individual shareholder; name, enterprise code or legal document number of the organization, and head office address of the organization shareholder; the number of shares and the registration date of each shareholder, the total number of shares of the entire group of shareholders, and the ownership percentage in the total number of shares of the company; and the basis and reasons for requesting the convening of the General Meeting of Shareholders. The request to convene the meeting must be accompanied by documents and evidence regarding violations by the Board of Directors, the extent of the violations, or decisions exceeding their authority. Shareholders, or groups of shareholders, are fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of a General Meeting of Shareholders.</p>	<p>18, Article 1 of Law No. 76/2025/QH15.</p>
<p>f. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days</p>	<p>f. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from</p>	<p>Supplementing the provisions of Article</p>

<p>from the date the number of remaining members <u>of the Board of Directors</u> is as stipulated in Point b, Clause 3 of this Article or upon receiving the request stipulated in points c and d, Clause 3 of this Article</p>	<p>the date the number of remaining members of the Board of Directors , independent members of the Board of Directors or members of the Supervisory Board as stipulated in Point b, Clause 3 of this Article or receives the request stipulated in points c and d, Clause 3 of this Article</p>	<p>140 of the Enterprise Law No. 59/2020/QH14 and the provisions of Clause 4, Article 14 of Circular 116/2020/TT-BTC.</p>
<p>Article 15. Rights and duties of the General Meeting of Shareholders</p>	<p>Article 15. Rights and duties of the General Meeting of Shareholders</p>	
<p>1. The General Meeting of Shareholders has the following rights and obligations:</p> <ul style="list-style-type: none"> a) Through the company's development strategy; b) Deciding on the types of shares and the total number of shares of each type authorized for sale; deciding on the annual dividend rate for each type of share; c) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board; d) Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement; e) Decisions to amend or supplement the company's charter; f) Approval of the annual financial statements; g) Decision to repurchase more than 10% of the 	<p>1. The General Meeting of Shareholders has the following rights and obligations:</p> <ul style="list-style-type: none"> a) Through the company's development strategy; b) Deciding on the types of shares and the total number of shares of each type authorized for sale; deciding on the annual dividend rate for each type of share; c) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board; d) Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement; e) Decisions to amend or supplement the company's charter; f) Approval of the annual financial statements; g) Decision to repurchase more than 10% of the 	<p>Edit "Remove" duplicate content</p>

<p>total number of shares sold of each class;</p> <p>h) Review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;</p> <p>i) Decisions on reorganizing or dissolving the Company;</p> <p>j) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;</p> <p>k) Approve the Internal Governance Regulations; the Operating Regulations of the Board of Directors and the Supervisory Board;</p> <p>l) Approve the list of approved auditing firms; decide which auditing firm is approved to conduct an audit of the Company's operations, and dismiss approved auditors when deemed necessary;</p> <p>m) Other rights and obligations as prescribed by law</p> <p><u>n) Annual audited financial statements;</u></p> <p><u>o) Report of the Supervisory Board;</u></p> <p><u>p) Report of the Board of Directors;</u></p> <p><u>q) The company's short-term and long-term development plans.</u></p>	<p>total number of shares sold of each class;</p> <p>h) Review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;</p> <p>i) Decisions on reorganizing or dissolving the Company;</p> <p>j) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;</p> <p>k) Approve the Internal Governance Regulations; the Operating Regulations of the Board of Directors and the Supervisory Board;</p> <p>l) Approve the list of approved auditing firms; decide which auditing firm is approved to conduct an audit of the Company's operations, and dismiss approved auditors when deemed necessary;</p> <p>m) Other rights and obligations as prescribed by law</p>	
<p><u>Article 18. Convening the General Meeting of Shareholders, the meeting agenda, and the</u></p>	<p><u>Article 18. Convening the General Meeting of Shareholders, the meeting agenda, and the notice</u></p>	

<p>notice of the General Meeting of Shareholders.</p>	<p>of the General Meeting of Shareholders.</p>	
<p>3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also be published on the Company's website and the website of the State Securities Commission and the stock exchange where the Company's shares are listed <u>or registered for trading</u>. The convenor of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In cases where documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including</p>	<p>3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also be published on the Company's website and the State Securities Commission's website, and the stock exchange where the Company's shares are listed . The convenor of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In cases where documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including</p>	<p>Revise and remove content to better suit business practices.</p>
<p><u>5. The person convening the General Meeting of Shareholders has the right to reject proposals related to Clause 4 of this Article if they fall under one of the following cases:</u></p>	<p>5. If the person convening the General Meeting of Shareholders refuses a proposal as stipulated in Clause 4 of this Article, they must respond in writing and state the reasons no later than two</p>	<p>Amendments and additions are made in accordance with the provisions of Clause 3,</p>

	working days before the opening of the General Meeting of Shareholders. The person convening the General Meeting of Shareholders may only refuse a proposal if it falls under one of the following cases:	Article 143 of the Enterprise Law No. 59/2020/QH14.
Article 19. Conditions for holding a General Meeting of Shareholders	Article 19. Conditions for holding a General Meeting of Shareholders	
1. A general meeting of shareholders is held when the number of shareholders in attendance represents at least 50% of the total voting rights.	1. A general meeting of shareholders is held when the number of shareholders in attendance represents more than 50% of the total voting rights.	Amendments are made in accordance with Clause 1, Article 145 of the Enterprise Law No. 59/2020/QH14.
Article 21. Conditions for the adoption of a Resolution of the General Meeting of Shareholders	Article 21. Conditions for the adoption of a Resolution of the General Meeting of Shareholders	
a) Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting, or through the method of obtaining shareholder opinions in writing , except as provided in Clauses 3 and 6 of Article 148 of the Enterprise Law: Types of shares and the total number of shares of each type;	a) A resolution on the following matters shall be adopted if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, or by 65% or more of the total voting shares of all shareholders entitled to vote in the case of written shareholder consultation , except as provided in Clauses 3 and 6 of Article 148 of the Enterprise Law. Types of shares and the total number of shares of each type;	Amendments and additions are made in accordance with Law No. 03/2022/QH15, and the provision for obtaining shareholder opinions in writing is added to reflect the actual situation of the enterprise.
2. Resolutions are adopted when approved by	2. Resolutions are adopted when approved by	Amendments and

<p>shareholders holding more than 50% of the total voting shares of all shareholders present and voting at the meeting, or <u>through the method of obtaining shareholder opinions in writing</u>, except as provided in Clause 1 of this Article and Clauses 3 and 6 of Article 148 of the Enterprise Law.</p>	<p>shareholders holding more than 50% of the total voting shares of all shareholders present and voting at the meeting, or by more than 50% of the total voting shares of all shareholders entitled to vote in the case of written shareholder consultation, except as provided in Clause 1 of this Article and Clauses 3 and 6 of Article 148 of the Enterprise Law.</p>	<p>additions are made in accordance with Law No. 03/2022/QH15, and the provision for obtaining shareholder opinions in writing is added to reflect the actual situation of the enterprise.</p>
<p>Article 22. Authority and procedures for obtaining shareholder opinions in writing to approve decisions of the General Meeting of Shareholders.</p>	<p>Article 22. Authority and procedures for obtaining shareholder opinions in writing to approve decisions of the General Meeting of Shareholders.</p>	
<p>1. The Board of Directors has the right to solicit shareholder opinions in writing to approve decisions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the company;</p>	<p>1. The Board of Directors has the right to solicit shareholder opinions in writing to approve decisions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the company, including but not limited to the cases stipulated in Clause 2, Article 147 of the Enterprise Law;</p>	<p>Modify to suit the realities of the business.</p>
<p>Article 26. Composition and Term of Office of Board Members</p>	<p>Article 26. Composition and Term of Office of Board Members</p>	
<p>3. The structure of the Board of Directors is as follows: <u>The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of Board members are non-executive members</u>. The company minimizes the number of Board members who also hold executive positions</p>	<p>3. The structure of the Board of Directors is as follows: The company must have at least 2 non-executive members on the Board of Directors and at least 2 executive members on the Board of Directors . Independent Board of Directors . The company minimizes the number of Board members</p>	<p>Amendments and additions are made in accordance with Clause 79, Article 1 of Decree 245/2025/ND-CP.</p>

in the company to ensure the independence of the Board of Directors.	holding executive positions within the company to ensure the independence of the Board of Directors.	
--	--	--

APPENDIX 02: AMENDMENTS AND ADDITIONS TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

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

- *The proposed changes in the section “Provisions in the Current internal regulations on corporate governance” are shown as underlined, bold text.*
- *The provisions to be amended or supplemented in the section “Provisions in the Amended internal regulations on corporate governance” 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, of the Government 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, of the Government detailing the implementation of certain provisions of the Securities Law.*
- *The Charter on Organization and Operations of TDT Investment and Development Joint Stock Company;*
- *Internal regulations on corporate governance of TDT Investment and Development Joint Stock Company.*

Provisions in the current internal regulations on corporate governance.	Provisions in the revised Internal Regulations on Corporate Governance	Legal Basis
Legal basis	Legal basis	
Not yet	<p>Law No. 03/2022/QH15, amending and supplementing certain provisions of the Law on Public Investment, the Law on Public-Private Partnership Investment, the Investment Law, the Housing Law, the Bidding Law, the Electricity Law, the Enterprise Law, the Special Consumption Tax Law, and the Civil Judgment Enforcement Law;</p> <p>Law No. 76/2025/QH15, amending and supplementing certain provisions of the Law on Public Investment, the Law on Public-Private Partnership Investment, the Investment Law, the Housing Law, the Bidding Law, the Electricity Law, the Enterprise Law, the Special Consumption Tax Law, and the Civil Judgment Enforcement Law;</p> <p>Decree No. 245/2025/ND-CP, amending and supplementing certain provisions of Decree No. 155/2020/ND-CP dated December 31, 2020, of the</p>	Adding new legal grounds

	Government detailing the implementation of certain provisions of the Securities Law..	
Article 2. General Meeting of Shareholders	Article 2. General Meeting of Shareholders	
1. Role, rights, and obligations of the General Meeting of Shareholders	1. Role, rights, and obligations of the General Meeting of Shareholders	
Not yet available	o) For matters approved in previous General Meetings of Shareholders that have not yet been implemented, the Board of Directors must report to the General Meeting of Shareholders at the nearest annual meeting. In case of changes to matters within the authority of the General Meeting of Shareholders, the Board of Directors must submit them to the General Meeting of Shareholders for approval at the nearest meeting before implementation.	Adding content that is consistent with reality and based on the provisions of Clause 2, Article 272 of Decree 155/2020/ND-CP.
2. The sequence and procedures for holding a General Meeting of Shareholders to adopt resolutions by voting at the meeting include the following main contents:	2. The sequence and procedures for holding a General Meeting of Shareholders to adopt resolutions by voting at the meeting include the following main contents:	
a) Authority to convene the General Meeting of Shareholders;	a) Authority to convene the General Meeting of Shareholders;	
d. At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; <u>the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and include sufficient</u>	d. Upon the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law , <u>the request to convene a General Meeting of Shareholders must be in writing and must include the following information: full name, contact address, nationality, and legal document number of the individual shareholder; name, enterprise code or</u>	Amendments and additions are made in accordance with the provisions of Clause 18, Article 1 of Law No. 76/2025/QH15.

<p><u>signatures of the relevant shareholders;</u></p>	<p>legal document number of the organization, and head office address of the organization shareholder; the number of shares and the registration date of each shareholder, the total number of shares of the entire group of shareholders, and the ownership percentage in the total number of shares of the company; and the basis and reasons for requesting the convening of the General Meeting of Shareholders. The request to convene the meeting must be accompanied by documents and evidence regarding violations by the Board of Directors, the extent of the violations, or decisions exceeding their authority. Shareholders, or groups of shareholders, are fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of a General Meeting of Shareholders.</p>	
<p>d) Notice of convening the General Meeting of Shareholders;</p>	<p>d) Notice of convening the General Meeting of Shareholders;</p>	
<p>The notice of the General Meeting of Shareholders shall be sent to all shareholders by a secure method to reach the shareholders' contact addresses, and simultaneously published on the Company's website and the website of the State Securities Commission and the stock exchange where the Company's shares are listed <u>or registered for trading</u>. The person convening the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 days before the opening date of the meeting (calculated from the</p>	<p>The notice of the General Meeting of Shareholders shall be sent to all shareholders by a secure method to reach the shareholders' contact addresses, and simultaneously published on the Company's website and the website of the State Securities Commission and the stock exchange where the Company's shares are listed. The person convening the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted).</p>	<p>Updated based on current business practices.</p>

date the notice is duly sent or transmitted).		
d) Agenda and content of the General Meeting of Shareholders (person responsible for preparing the agenda and content of the General Meeting of Shareholders; regulations on shareholder proposals to be included in the meeting agenda);	d) Agenda and content of the General Meeting of Shareholders (person responsible for preparing the agenda and content of the General Meeting of Shareholders; regulations on shareholder proposals to be included in the meeting agenda);	
(iii) The person convening the General Meeting of Shareholders has the right to reject the proposal stipulated in paragraph (ii) of this Article if it falls under one of the following cases:	(iii) The person convening the General Meeting of Shareholders has the right to reject a proposal as stipulated in clause (ii) of this Article , and must respond in writing at least two working days before the opening date of the General Meeting of Shareholders, stating the reasons, if it falls under one of the following cases:	Amendments and additions are made in accordance with the provisions of Clause 3, Article 143 of the Enterprise Law No. 59/2020/QH14.
b) At the time of the proposal, the shareholder or group of shareholders did not hold at least <u>5</u> % of the common shares as stipulated in Clause 3, Article 15 of the Company's Charter;	b) At the time of the proposal, the shareholder or group of shareholders did not hold at least 10 % of the common shares as stipulated in Clause 3, Article 15 of the Company's Charter;	Amend in accordance with the Charter.
g) Procedure for Registering to Attend the General Meeting of Shareholders	g) Procedure for Registering to Attend the General Meeting of Shareholders	
(i) Upon registering shareholders, the Company shall issue to each shareholder or authorized representative a voting card , which shall bear the registration number, the full name of the shareholder, the full name of the authorized representative, and the voting number of that shareholder.	(i) When registering shareholders, the Company shall issue to each shareholder or authorized representative a set of voting cards/ Voting Ballot , on which the registration number, the full name of the shareholder, the full name of the authorized representative, and the voting number of that shareholder shall be recorded.	Modify to suit the company's specific needs.
3. The sequence and procedures for holding a General Meeting of Shareholders to adopt	3. The sequence and procedures for holding a General Meeting of Shareholders to adopt	

resolutions by written ballot include the following main contents:	resolutions by written ballot include the following main contents:	
a) Cases where written consultation is and is not permitted;	a) Cases where written consultation is and is not permitted;	
The Board of Directors has the right to solicit shareholder opinions in writing to approve decisions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company.	The Board of Directors has the right to solicit shareholder opinions in writing to approve decisions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the company, including but not limited to the cases stipulated in Clause 2, Article 147 of the Enterprise Law;	Updated according to business realities.
Not yet available	4. Procedures for holding a General Meeting of Shareholders to pass resolutions via online conference.	Supplemented according to the provisions of Appendix II of Circular 116/2020/TT-BTC
Not yet available	a) Notice of convening the online General Meeting of Shareholders The notice convening the online General Meeting of Shareholders shall be issued in accordance with Point d, Clause 2, Article 2 of this Regulation. The meeting invitation must clearly specify the procedures for registration and participation in the online meeting, the method for electronic voting, and provide a link to all meeting documents so that shareholders can access them..	Supplemented according to the provisions of Appendix II of Circular 116/2020/TT-BTC
Not yet available	b) Procedure for registering to attend the online	Supplemented

	<p>General Meeting of Shareholders:</p> <p>Shareholders or their authorized representatives (if any) attending the meeting via online conference must register for participation in accordance with the method specified in the meeting invitation notice.</p>	<p>according to the provisions of Appendix II of Circular 116/2020/TT-BTC</p>
Not yet available	<p>c) Authorizing a representative to attend the General Meeting of Shareholders online;</p> <p>The authorization of representatives to attend and vote at the General Meeting of Shareholders held via online conference shall be carried out in accordance with Article 16 of the Company's Charter and the methods specified in the notice of the General Meeting of Shareholders.</p>	<p>Supplemented according to the provisions of Appendix II of Circular 116/2020/TT-BTC</p>
Not yet available	<p>d) Conditions for conducting the experiment</p> <p>The General Meeting of Shareholders, conducted via online conference, is carried out only when the provisions of Article 19 of the Company's Charter are met.</p>	<p>Supplemented according to the provisions of Appendix II of Circular 116/2020/TT-BTC</p>
Not yet available	<p>d) The method of adopting resolutions of the General Meeting of Shareholders online.</p> <p>The form and conditions for adopting resolutions at the General Meeting of Shareholders comply with the provisions of Article 21 of the Company's Charter.</p>	<p>Supplemented according to the provisions of Appendix II of Circular 116/2020/TT-BTC</p>

Not yet available	<p>e) Form of Approval of Resolutions by the Online General Meeting of Shareholders:</p> <p>The form and conditions for approving resolutions of the General Meeting of Shareholders shall comply with the provisions of Article 21 of the Company Charter.</p>	Supplemented according to the provisions of Appendix II of Circular 116/2020/TT-BTC
Not yet available	<p>g) Method of online vote counting</p> <p>Shareholders cast their votes electronically through the system. The number of "Approve," "Disapprove," and "No Opinion" votes for each voting item, as well as the number of votes for each candidate, are recorded in the system. The vote counting committee is responsible for counting the votes and compiling the voting results of all shareholders present at the meeting.</p>	Supplemented according to the provisions of Appendix II of Circular 116/2020/TT-BTC
Not yet available	<p>h) Announcing the vote count results</p> <p>The vote count results are announced by the chairperson or head of the vote counting committee immediately after the results are available.</p>	Supplemented according to the provisions of Appendix II of Circular 116/2020/TT-BTC
Not yet available	<p>i) Prepare minutes of the Shareholders' General Meeting</p> <p>The drafting of resolutions and minutes of the General Meeting of Shareholders is carried out in accordance with Article 23 of the Company's</p>	Supplemented according to the provisions of Appendix II of Circular 116/2020/TT-BTC

	Charter.	
Not yet available	<p>k) Announce the Shareholders' General Meeting Resolution</p> <p>The publication of resolutions and minutes of the General Meeting of Shareholders shall be carried out in accordance with the provisions of Point q, Clause 2, Article 2 of these Regulations.</p>	Supplemented according to the provisions of Appendix II of Circular 116/2020/TT-BTC
Not yet	<p>5. Procedures for holding a General Meeting of Shareholders to pass resolutions using a hybrid format of in-person and online meetings.</p> <p>The procedures for holding a General Meeting of Shareholders to pass resolutions using a hybrid format (in-person and online) are similar to those for holding a General Meeting of Shareholders to pass resolutions using an online format.</p>	Supplemented according to the provisions of Appendix II of Circular 116/2020/TT-BTC

APPENDIX 03 : AMENDMENTS AND ADDITIONS TO THE REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

(Attached is Report No.) , date year 2026

Notes:

- *The proposed changes in the section “Provisions in the Current regulations on the operation of the board of directors” are shown as underlined, bold text.*
- *The provisions to be amended or supplemented in the section “Provisions in the Amended regulations on the operation of the board of directors” 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.*
- *Regulation on the Operation of the Board of Directors of TDT Investment and Development Joint Stock Company*

Provisions in the current Board of Directors ' Operating Regulations.	Provisions in the revised Board of Directors ' Operating Regulations	Legal Base
Chapter III BOARD OF DIRECTORS	Chapter III BOARD OF DIRECTORS	
Article 5. Term of office and number of members of the Board of Directors	Article 5. Term of office and number of members of the Board of Directors	
4. The Company's Board of Directors must ensure that <u>at least one-third of the total number of Board members are non-executive members</u> . The Company minimizes the number of Board members holding executive positions within the Company to ensure the independence of the Board of Directors.	4. The Company's Board of Directors must have at least two non-executive members. The Company will minimize the number of Board members holding executive positions within the Company to ensure the independence of the Board of Directors.	Amendments and additions are made in accordance with the provisions of Article 79, Clause 1 of Decree 245/2025/ND-CP.
Article 6. Standards and conditions for membership of the Board of Directors	Article 6. Standards and conditions for membership of the Board of Directors	
2. Independent members of the Board of Directors must meet the following standards and conditions: e) An independent member of the Company's Board of Directors may simultaneously be a member <u>of the Board of Directors of no more than 05 other companies</u> .	2. Independent members of the Board of Directors must meet the following standards and conditions: e) A member of the Board of Directors of a public company may simultaneously serve as a member of the Board of Directors or the Members' Council in no more than 5 other companies..	Amendments as stipulated in Clause 78, Article 1 of Decree 245/2025/ND-CP
Article 11. Rights and obligations of the Board of Directors	Article 11. Rights and obligations of the Board of Directors	
h) Through purchase, sale, loan, and other contracts	h) Through purchase, sale, loan, and other contracts	Amendments are made

<p>and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement , and contracts and transactions falling under the authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, clauses 1 and 3, Article 167 of the Enterprise Law;</p>	<p>and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement , excluding contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, and clauses 1 and 3, Article 167 of the Enterprise Law;</p>	<p>in accordance with Article 153 of the Enterprise Law No. 59/2020/QH14.</p>
<p>Article 13. Responsibilities of the Board of Directors in convening extraordinary general meetings of shareholders.</p>	<p>Article 13. Responsibilities of the Board of Directors in convening extraordinary general meetings of shareholders.</p>	
<p>1. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:</p>	<p>1. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:</p>	
<p>c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; the request to convene a General Meeting of Shareholders must be in writing, <u>clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and include sufficient signatures of the relevant shareholders ;</u></p>	<p>c) Upon the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law, the request to convene a General Meeting of Shareholders must be in writing and include the following information: full name, contact address, nationality, and legal document number of the individual shareholder; name, enterprise code or legal document number of the organization, and head office address of the organization shareholder; the number of shares and the registration date of each shareholder, the total number of shares of the entire group of shareholders, and the ownership percentage in the total shares of the company; and the basis and</p>	<p>Amendments and additions are made in accordance with the provisions of Clause 18, Article 1 of Law No. 76/2025/QH15.</p>

	<p>reasons for requesting the convening of the General Meeting of Shareholders. The request to convene the meeting must be accompanied by documents and evidence regarding violations by the Board of Directors, the extent of the violations, or decisions exceeding their authority. Shareholders, or groups of shareholders, are fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of a General Meeting of Shareholders;</p>	
2. Convening an extraordinary general meeting of shareholders.	2. Convening an extraordinary general meeting of shareholders.	
The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is less than the minimum number of members stipulated in the Company's Charter, or upon receiving a request as stipulated in points c and d of Clause 1 of this Article;	The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is less than the minimum number of members stipulated in the Company's Charter, or upon receiving a request as stipulated in points c and d of Clause 1 of this Article;	Amendments are made in accordance with Clause 2, Article 140 of the Enterprise Law No. 59/2020/QH14 and in compliance with the Company's Charter.
Article 16. Minutes of the Board of Directors Meeting	Article 16. Minutes of the Board of Directors Meeting	
2. In the event that the chairperson or the person	2. In cases where the chairperson or the person	Amendments and

<p>recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors present at <u>the meeting sign and the minutes contain all the information as stipulated in points a, b, c, d, e, g, and h of Clause 1 of this Article, then these minutes shall be valid .</u></p>	<p>recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors present and agree to sign the minutes, and the minutes contain all the information stipulated in points a, b, c, d, e, g, and h of Clause 1 of this Article, then these minutes shall be valid. The minutes shall clearly state that the chairperson or the person recording the minutes refused to sign. The person signing the minutes shall be jointly liable for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or the person recording the minutes shall be personally liable for any damages incurred by the enterprise due to their refusal to sign the minutes, in accordance with the Enterprise Law, the company's charter, and relevant laws.</p>	<p>additions are made in accordance with the provisions of Clause 5, Article 7 of Law No. 03/2020/QH15.</p>
---	--	---