

**TIEN GIANG
INVESTMENT AND
CONSTRUCTION JSC**

Number:

FT-HDQT.TICCO

DRAFT

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Tien Giang, date month year 2025

SUBMISSION

**On amending and supplementing the Charter
and Corporate Governance Regulations**

To: General Meeting of Shareholders

- Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- BaseSecurities Law No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to Decree No.155/2020/ND-CP dated December 31, 2020;
- Pursuant to Circular No.116/2020/TT-BTC dated December 31, 2020;
- Pursuant to the current Charter of organization and operation of Tien Giang Investment and Construction Joint Stock Company.

Board of Directors respectfully presents The General Meeting of Shareholders considers and approves the amendment and supplement of the Charter and the Governance Regulations of Tien Giang Investment and Construction Joint Stock Company, details as follows:

I. Amendment and supplement to the Company Charter:

Content	Before modification	Proposed amendment
Clause 1, Article 26:	1. The number of members of the Board of Directors is from 05 to 09 people. The specific number of members of the Board of Directors will be decided by the General Meeting of Shareholders in accordance with the operational requirements of each period.	1. The number of members of the Board of Directors is 06 people.
Clause 3, Article 26:	3. The composition of the Board of Directors is as follows: The total number of independent members of the Board of Directors	3. The composition of the Board of Directors is as follows: Total number of independent members of the Board of

	<p>must ensure the following regulations:</p> <p>a) There must be at least 01 independent member in case the company has from 03 to 05 members on the Board of Directors;</p> <p>b) There must be at least 02 independent members in case the company has from 06 to 08 members on the Board of Directors;</p> <p>c) There must be at least 03 independent members in case the company has 09 to 11 members on the Board of Directors.</p> <p>.....</p>	<p>Directors: At least 02 independent members.</p> <p>.....</p>
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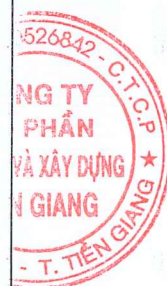
II. Amendment and supplement to the Internal Regulations on Corporate Governance:

Content	Before modification	Proposed amendment
Clause 1, Article 48:	1. The number of members of the Board of Directors is from 05 to 09 people. The specific number of members of the Board of Directors will be decided by the General Meeting of Shareholders in accordance with the operational requirements of each period.	1. The number of members of the Board of Directors is 06 people.
Clause 3, Article 48:	<p>3. The composition of the Board of Directors is as follows:</p> <p>.....</p> <p>The total number of independent members of the Board of Directors must ensure the following regulations:</p> <p>i. There must be at least 01 independent member in case the company has from 03 to 05</p>	<p>3. The composition of the Board of Directors is as follows:</p> <p>.....</p> <p>Total number of independent members of the Board of Directors: At least 02 independent members.</p> <p>.....</p>

	<p>members on the Board of Directors;</p> <p>ii. There must be at least 02 independent members in case the company has from 06 to 08 members on the Board of Directors;</p> <p>iii. There must be at least 03 independent members in case the company has 09 to 11 members on the Board of Directors.</p> <p>.....</p>	
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III. Amendment and supplement to the Board of Directors' operating regulations:

Content	Before modification	Proposed amendment
Article 5, Clause 1:	1. The number of members of the Board of Directors is from 05 to 09 people. The specific number of members of the Board of Directors will be decided by the General Meeting of Shareholders in accordance with the operational requirements of each period.	1. The number of members of the Board of Directors is 06 people.
Article 5, Clause 4:	<p>4. Board of Directors composition:</p> <p>.....</p> <p>The total number of independent members of the Board of Directors must ensure the following regulations:</p> <p>a) There must be at least 01 independent member in case the company has from 03 to 05 members on the Board of Directors;</p> <p>b) There must be at least 02 independent members in case the company has from 06 to 08</p>	<p>4. Board of Directors composition:</p> <p>.....</p> <p>Total number of independent members of the Board of Directors: At least 02 independent members</p> <p>.....</p>



	<p>members on the Board of Directors;</p> <p>c) There must be at least 03 independent members in case the company has 09 to 11 members on the Board of Directors.</p> <p>.....</p>	
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Respectfully submit to the Congress for consideration, approval and authorization for the Board of Directors to complete and issue the Charter and Regulations as prescribed.

Best regards!

Recipient:

- As above;
- Save: Clerical assistant, Office of BOD.

**ON BEHALF OF THE BOD
CHAIRMAN**

Tran Hoang Huan

Note: This document is prepared in both Vietnamese and English with equal legal validity. In case of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.