

No.: 041212/25/TT-ĐHĐCĐ-TCBS

Hanoi, December 12 2025

## PROPOSAL

*(Re: Amendments and supplements to the Regulation on organization and operation of the Board of Directors of Techcom Securities Joint Stock Company)*

**Respectfully to:**

**GENERAL MEETING OF SHAREHOLDERS  
TECHNOLOGY AND TRADE SECURITIES JOINT STOCK COMPANY**

The Board of Directors ("**BOD**") of Techcom Securities Joint Stock Company ("**the Company or TCBS**") respectfully submits to the General Meeting of Shareholders ("**General Meeting of Shareholders**") the contents of amendments and supplements to the Regulation on organization and operation of the Board of Directors of the Company as follows:

### **I. Legal basis**

- Law on Securities No. 54/2019/QH14 dated November 26, 2019 ("Law on Securities 2019") and amending and supplementing documents;
- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 ("Law on Enterprises 2020") and amending and supplementing documents;
- Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities ("Decree No. 155/2020/ND-CP") and amending and supplementing documents;
- Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities
- The current Charter of TCBS.

### **II. Proposals to the General Meeting of Shareholders**

After reviewing and evaluating, the Board of Directors finds that the current Regulation on organization and operation of the Board of Directors of Techcom Securities Joint Stock Company needs to be supplemented and amended to meet the actual requirements of the Company, therefore the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the following contents:

1. Approve the amendment and supplementation of the Regulation on organization and operation of the Board of Directors according to the main contents presented in the Appendix 1 attached to this Proposal and amendments related to the format and use of the number of Chapters, Sections and Articles in accordance with the amended contents.

2. Approving the promulgation of the Regulation on operation of the Board of Directors as the full text of the attached draft.
3. Assign the Chairman of the Board of Directors of the Company to finalize and sign for promulgation the full text of the Regulation on organization and operation of the new Board of Directors. The new Regulation on organization and operation of the Board of Directors takes effect from the date of signing for promulgation and replaces the full text of the current Regulation on organization and operation of the Board of Directors.

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

Best regards!

***Recipients:***

- *As above*

- *Admin*

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**Signed**

**NGUYEN XUAN MINH**

**APPENDIX 01: CONTENTS OF THE REGULATION ON OPERATION OF THE BOARD OF DIRECTORS ("REGULATION") PROPOSED TO BE AMENDED AND SUPPLEMENTED**

<b>TT</b>	<b>Contents of the current Regulation</b>	<b>Contents of the Regulation to be amended/supplemented</b>	<b>Reason</b>
<b>1.</b>	<b>Not yet specified</b>	Supplementing the basis of the Regulation: - Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities and amending documents, supplements take effect from time to time;	
<b>2.</b>	<b>Article 4. Right to information of members of the Board of Directors</b>  1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and of units in the Company.  2. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors. The order and procedures	<b>Amendments Article 4. Right to information of members of the Board of Directors</b>  1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and of units in the Company.  2. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors.  3. The request for information supply must be made in writing specifying the information to be provided, the method of provision, direct or email to the person requested to provide information/the unit	

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	for requesting and providing information are prescribed by the company's charter.	<p>requested to provide information, and at the same time send it to the Chairman of the Board of Directors at least 07 working days before the time of requesting information job.</p> <p>4. The person requested to provide information/the unit requested to provide information is responsible for providing information completely, accurately, on time and in the right manner as requested. In case it is not possible to provide information within the requested time limit or refuses to provide part/all of the information, the person requested to provide information/the unit requested to provide information must respond to the information supply requester within 03 working days from the date of receipt of the request. clearly stating the reasons for not being able to properly implement the requirements and handling plans.</p> <p>5. The information provided persons shall be responsible for keeping the information and documents provided, except for information that has been announced or made public.</p>	
3.	<p><b>Article 7. Chairman of the Board of Directors</b></p> <p>...</p> <p>4. In case the Chairman of the Board of Directors submits a written resignation or is dismissed, the</p>	<p><b>Article 7. Chairman of the Board of Directors</b></p> <p>...</p> <p>Amendment 4. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed, the Board of Directors must elect a</p>	

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	<p>Board of Directors must elect a replacement within 10 days from the date of receipt of the letter of resignation or dismissal. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors according to the principles specified in the company's charter. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, have difficulties in cognition, control of behavior, are banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.</p>	<p>replacement within 30 days from the date of receipt of the letter of resignation or dismissal. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he or she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, have difficulties in cognition, control of behavior, are banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.</p>	
4.	Not yet specified	<p><b>Article 11. Rights and obligations of the Board of Directors</b></p> <p>...</p>	

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		<p>Supplement:</p> <p>s. Approval/Approval of contracts and transactions between the Company and related persons specified in Clause 2, Article 167 of the Law on Enterprises;</p> <p>t. To be entitled to assign tasks/assignments/delegation of authority to the Chairman of the Board of Directors/members of the Board of Directors to implement contracts/transactions/investment and business decisions and/or other work contents approved by the Board of Directors.</p>	
5.	Not yet specified	<b>Supplemented Article 12. Responsibilities and obligations of the Board of Directors</b>	

		<p>The Board of Directors must fully comply with the responsibilities and obligations prescribed by the Law on Enterprises, the Company's Charter and the following responsibilities and obligations:</p> <ol style="list-style-type: none"> <li>1. Be accountable to shareholders for the Company's activities.</li> <li>2. Treat all shareholders equally and respect the interests of persons with interests related to the Company.</li> <li>3. Ensure that the Company's operations comply with the provisions of the law, the Company's Charter and internal regulations.</li> <li>4. Formulate the Operation Regulation of the Board of Directors and submit it to the General Meeting of Shareholders for approval and publication on the company's website.</li> <li>5. Supervise and prevent conflicts of interest of Board members, Supervisory Board members, General Directors and other managers, including misuse of Company assets and abuse of transactions with related parties.</li> <li>6. Formulate internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval and publication on the Company's website.</li> </ol>	
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		<p>7. Appointment of the person in charge of corporate governance.</p> <p>8. Organize training and training on corporate governance and necessary skills for members of the Board of Directors, General Director (Director), Person in charge of corporate governance and other managers of the Company.</p> <p>9. Report on the activities of the Board of Directors at the General Meeting of Shareholders as prescribed in Article 280 of Decree No. 155/2020/ND-CP</p> <p>10. Pay dividends to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders</p>	
6.	<b>CHAPTER IV BOARD MEETINGS</b>	<b>CHAPTER IV BOARD MEETINGS AND WRITTEN COMMENTS</b>	
7.	Not yet specified	<p><b>Supplemented Article 18. Organizing the collection of written opinions of members of the Board of Directors</b></p> <p>1. The Chairman of the Board of Directors/the person who has the right to convene a meeting of the Board of Directors (hereinafter referred to as the "<b>person in charge of collecting</b></p>	



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		<p><b>written opinions</b>") shall decide on the collection of opinions of members of the Board of Directors in writing.</p> <p>2. The assisting department for the Board of Directors ("the Office of <b>the Board</b> of Directors") prepares the opinion poll and necessary documents related to the content of the consultation. The opinion poll and enclosed documents must be sent by secure method to the contact address of each member of the Board of Directors. Members of the Board of Directors must sign the opinion poll and send it to the Office of the Board of Directors in accordance with regulations. If the time limit for returning the vote as prescribed is exceeded, the poll of such member of the Board of Directors shall be considered unresponsive.</p> <p>3. The collection of opinions of members of the Board of Directors may be sent by e-mail to the e-mail address of each member of the Board of Directors. Opinions replied by email are equivalent to those signed in writing.</p> <p>4. The opinion poll must contain the following principal contents:</p>	

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		<ul style="list-style-type: none"> <li>a. Name, address of the head office, number and date of issuance of the Establishment and Operation License, Business Registration Certificate of the Company;</li> <li>b. Purpose of collecting opinions;</li> <li>c. Full names of members of the Board of Directors;</li> <li>d. Issues that need to be consulted;</li> <li>e. Voting plans, including: approve, disapprove and no opinions;</li> <li>f. Full name and signature of the Chairman of the Board of Directors</li> </ul> <p>5. The answered opinion poll must be signed by a member of the Board of Directors and sent to the Office of the Board of Directors in accordance with the Company's regulations.</p> <p>6. The Secretary of the Board of Directors/Chief of Office of the Board of Directors or if the Secretary of the Board of Directors/Chief of Office of the Board of Directors is absent, the officer of the Office of the Board of Directors appointed/appointed by the Chairman of the Board of Directors shall carry out the procedures for counting votes and make a record of vote counting (hereinafter referred to</p>	

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		<p>as "<b>Vote Counter</b>"). The vote counting record must contain the following principal contents:</p> <ol style="list-style-type: none"> <li>a. Name, address of the head office, number and date of issuance of the Establishment and Operation License, Business Registration Certificate of the Company;</li> <li>b. Purposes and issues to be consulted;</li> <li>c. The total number of votes sent, the total number of votes collected, the number of valid votes, the number of invalid votes;</li> <li>d. The total number of votes in favor, disapproval and no opinion on each issue to be consulted;</li> <li>e. Full name and signature of the vote counting person and the person in charge of collecting opinions in writing.</li> <li>7. The person presiding over the collection of written opinions and the vote counting person must be jointly responsible for the truthfulness and accuracy of the vote counting record; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.</li> <li>8. Resolutions and decisions adopted in the form of collecting written opinions shall apply the principle of adoption at the meeting of the</li> </ol>	

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		<p>Board of Directors in Clause 12, Article 16 of this Regulation.</p> <p>9. The record of vote counting results together with the Resolution and Decision of the Board of Directors adopted based on the vote counting results must be sent to the members of the Board of Directors within 15 days from the end of the vote counting.</p> <p>10. The opinion poll that has been answered, the vote counting record, the full text of the approved resolution and relevant documents enclosed with the opinion poll must be kept at the Company's headquarters.</p> <p>11. Resolutions and decisions adopted in the form of collecting opinions of members of the Board of Directors in writing are as valid as resolutions and decisions adopted at meetings of the Board of Directors.</p>	