**BCA: Explanation on compliance with information disclosure regulations and contents under the authority of the General Meeting of Shareholders**

On June 15, 2024, B.C.H Joint Stock Company announced Official Dispatch No. 69/BCH on compliance with information disclosure regulations and contents under the authority of the General Meeting of Shareholders as follows:

1. Regarding not disclosing transactions with a value greater than 15% of the Company's total assets.

Based on the policy of the Annual General Meeting of Shareholders in 2023 and the Extraordinary General Meeting of Shareholders in 2023, the Company has actively searched, researched, and selected partners suitable to the Company's development orientation and agreed on the selection of the company (which is suitable for the company's business lines to acquire) which is: Tuyen Quang Iron and Steel Company Limited.

On December 23, 2023, the Company issued Resolution No. 06/NQ-HDQT on investing in purchasing capital contributions to own subsidiaries. However, the partner requested to keep transaction information confidential, so the Company did not disclose information on Resolution No. 06/NQ-HDQT dated December 23, 2023. The failure to disclose information about transactions with a value greater than 15% of the Company's total assets is a violation of the provisions at Point m, Clause 1, Article 11 of Circular No. 96/2020/TT-BTC. The company would like to remedy this by publishing additional information on Resolution No. 06/NQ-HDQT.

1. Regarding not submitting draft contracts to the General Meeting of Shareholders for contracts and transactions under the approval authority of the General Meeting of Shareholders:
* At the Annual General Meeting of Shareholders 2023 on June 2, 2023, the Company's Board of Directors presented and the General Meeting of Shareholders approved the policy of restructuring the Company's operations.
* At the Extraordinary General Meeting of Shareholders 2023 on August 30, 2023, the Company developed dossiers and meeting documents to submit to the General Meeting of Shareholders for approval. However, at the time of preparing the documents, the Company was still in the process of searching and had not yet specifically identified the company to acquire, so the Company did not submit a draft contract on share transfer at the Extraordinary General Meeting of Shareholders 2023. On the other hand, to ensure the continued practical implementation of merger and acquisition activities in accordance with the policies of the Annual General Meeting of Shareholders 2023, the Company's Board of Directors has presented the Extraordinary General Meeting of Shareholders 2023 with Proposal No. 09/2023/TTr-HDQT dated August 30, 2023 on the investment capital limits and authorization for the Board of Directors to carry out related work. In particular, the General Meeting of Shareholders agreed to authorize the Board of Directors to keep transaction information confidential and report to the nearest general meeting of shareholders.

With the above grounds, at the Extraordinary General Meeting of Shareholders 2023, the Company did not present the draft transaction contract.

1. Regarding investment exceeding the allowed limit (VND450 billion):

When the Company carried out the investment transaction to acquire (at the end of December 2023), the transaction value was agreed upon by both parties with the adjustment from VND400 billion to VND902 billion.

Due to the urgency of the transaction and ensuring the transaction's success, bringing many benefits to the company and shareholders, the Company carried out the transaction without asking the latest General Meeting of Shareholders for the approval of adjusting investment limits. In this case, the Company violated the provisions at Point d, Clause 2, Article 138 of the Law on Enterprises 2020.

Noticing the above error, at the Annual General Meeting of Shareholders 2024, the Company reported and submitted additional information on the acquisition excess of the initial investment limit and was approved by the Annual General Meeting of Shareholders 2024 in General Mandate No. 01/2024/NQ-DHDCD on April 22, 2024.