



**REGULATIONS**

**ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AT  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE  
FISCAL YEAR 2022 – 2023**

**Pursuant to:**

- Law on Enterprise No. 59/2020/QH14 dated June 17th, 2020;
- Law on Securities No. 54/2019/QH14 dated November 26th, 2019 and guiding documents;
- Decree No. 155/2020/ND-CP dated December 31st, 2020;
- Current Charter of Thanh Thanh Cong – Bien Hoa Joint Stock Company (“Charter”);
- The Working Regulations of Annual General Meeting of Shareholders for the fiscal year 2022 – 2023 of Thanh Thanh Cong – Bien Hoa JSC (“**Working Regulations**”),

This Electoral Regulations for members of the Board of Directors of Annual General Meeting of Shareholders for the fiscal year 2022 – 2023 of Thanh Thanh Cong – Bien Hoa JSC (“**Electoral Regulations**”) includes the following articles:

**Article 1. Governing scope**

The Electoral Regulations include provisions on election of members of the BOD of Thanh Thanh Cong - Bien Hoa Joint Stock Company at the Annual General Meeting of Shareholder for the fiscal year 2022 – 2023.

Terms and abbreviation which are not otherwise defined, interpreted in this Electoral Regulations shall be referred respectively in the Working Regulations.

**Article 2. Subjects entitled to vote**

Participant as prescribed in Article 2.5 of the Working Regulations.

**Article 3. Criteria for candidates to be elected as members of the Board of Directors**

Members of the Board of Directors meet the provisions of Clause 1, Article 155 of the Enterprise Law. Beside, independent members of the Board of Directors, members of the Board of Directors must meet the standards according to the Charter, legal regulations and relevant guiding documents.

**Article 4. Quantity of members of the BOD to be elected: 01 Member of the Board of Directors**

**Article 5. General principles of election**

- 5.1. Principle of election: the election shall be conducted via confidential voting.
- 5.2. Method of election of members of the BOD: based on shareholder’s ownership ratio.
- 5.3. The number of votes of each Participant shall be corresponding to the totla number of voting shares that he/she owned and/or representative.

**Article 6. Election slip and electing**



- 6.1. The form of the electing slip is on the E-voting System same as of voting slips in accordance with the Working Regulations.
- 6.2. List of candidates for the election of members of the BOD must include full names of candidates which would be arranged in an alphabetical order. List of candidates for the election of members of the BOD will be stated on the electing slip.
- 6.3. The election shall be conducted in the same method as E-voting provided in Article 15 of the Working Regulations.
- 6.4. Election time on the E-voting System: from the beginning of the election to the end of the election, as follows:
  - a. Beginning of the election: after the Participant is recorded to attend the General Meeting in accordance with Article 6 of the Working Regulations.
  - b. End of the election: when the Chairperson announces the end of the 3rd Round of voting in accordance with Article 6 of the Working Regulations and ends the election.
- 6.5. During Election time on the E-voting System, Participants can adjust the election results (but cannot cancel the election results). The E-voting System only records the vote counting for the final election results at the end of the Election time on the electronic voting system according to Article 6.4 of the Election Regulations.
- 6.6. The method to determine the invalid electing slip is the same as the method to determine the invalid voting slip provided in Article 15 of the Working Regulations .

#### **Article 7. Vote counting**

Electing slip counting is conducted same as voting slip counting provided in Article 16 of the Working Regulations.

#### **Article 8. Principles of determining the elected members of the BOD**

- 8.1. The elected members of the Board of Directors must be approved by shareholders holding more than 50% of the total number of votes of all attendees and voting and determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members of the BOD are sufficient. In order to ensure that the number of independent members of the Board of Directors is one (01), candidates for the independent members of the Board of Directors will be selected first (based on the number of votes from high to low separately for candidates). After selecting a sufficient number of independent members of the Board of Directors, the selection of the remaining members of the Board of Directors will be calculated according to the number of votes from high to low (including remaining non-independent and independent members of the Board of Directors).
- 8.2. In case there are two (02) or more candidates reaching the same number of votes for being elected as member of the BOD, the candidate who is older will be determined as the person elected for such position.

**Article 9. Making and publishing the result of the election counting**

Making and publishing the result of election counting is conducted the same time with conducting voting slip counting and announcement vote counting result in accordance with Article 16 and 17 of the Working Regulations.

**Tay Ninh, October ..... 2023**

**OBO. BOARD OF DIRECTORS**

**HUYNH BICH NGOC**

