THANH THANH CONG – BIEN HOA JOINT STOCK COMPANY

/No.: 21./2021/NQ-DHDCD

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Ho Chi Minh City, date....20 October.......2021

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS

FOR THE FISCAL YEAR 2020 - 2021

(Regarding the approval on promulgation of the Internal Regulations on Corporate Governance in replacement of the current regulation)

- *Pursuant to the Law on Enterprise No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June, 17th, 2020 and guiding documents ("**Law on Enterprise**" or "**LOE**");*
- *Pursuant to the Law on Secutrities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November, 26th, 2019 and guiding documents ("**Law on Securities**" or "**LOS**");*
- *Pursuant to the Decree No.155/2020/ND-CP passed by the Government on December 31st, 2020 elaborating some Articles of the Law on Securities ("**Decree 155**");*
- *Pursuant to the Circular No.116/2020/TT-BTC passed by the Ministry of Finance on December 31st, 2020 providing guidelines for implementation of some articles on administration on public companies in the Decree No.155/2020/ND-CP of the Government dated December 31st, 2020 elaborating some articles of the Law on Securities ("**Circular 116**");*
- *Model Internal Regulations on Corporate Governance as attached to Circular 116 ("Model Regulations");*
- *Pursuant to the Charter of organization and operation of Thanh Thanh Cong - Bien Hoa Joint Stock Company ("**Charter**");*
- *Pursuant to the Internal Regulations on Corporate Governance as attached to Resolution No. 09/2021/NQ-DHDCD dated July 29th, 2021 of the General Meeting of Shareholder of Thanh Thanh Cong – Bien Hoa JSC ("**Current Regulations**"),*
- *Pursuant to The Minute of General Meeting of Shareholders No. 10/2021/BB-DHDCD dated 20/10/2021,*

RESOLVE

Article 1. Approval on promulgation of the Internal Regulations on Corporate Governance in replacement of the Current Regulations. The details of the Internal Regulations on Corporate Governance is in the attached Appendix.

Article 2. The Resolution validates since the date signed. The Current Regulations shall terminate its effect from the validate of this Resolution.

The Board of Directors, the Board of Management take responsibility to execute, monitor and report the implementation this Resolution.

FOR AND ON BEHALF OF GMS

THE CHAIRWOMAN

M.S.D.N: 3900244389 - C.T.C.P
CÔNG TY
CỔ PHẦN
THÀNH THÀNH CÔNG
- BIÊN HÒA
H.TÂN CHÂU - T.TÂY NINH

HUYNH BICH NGOC

Recipient:

- *Member of BOD;*
- *Member of BOM;*
- *Archived: Secretary & Assistant department.*

APPENDIX. INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

(ENCLOSED WITH RESOLUTION NO.21/2021/NQ-DHCD DATED 20/10/2021 OF THE ANNUAL GENERAL MEETTING OF SHAREHOLDERS OF FISCAL YEAR 2020-2021)

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

------ ------

INTERNAL *REGULATIONS* ON CORPORATE GOVERNANCE THANH THANH CONG – BIEN HOA JOINT STOCK COMPANY

Head office: Tan Hung Commune, Tan Chau District, Tay Ninh Province

MỤC LỤC

CHAPTER I.
GENERAL PROVISIONS

Article 1. Scope of application

These Regulations regulate contents being the roles, rights and obligations of the General Meeting of Shareholders, of the Board of Directors and of the Chief Executive Officer; the sequence and procedures for meetings of the General Meeting of Shareholders; nomination, standing for election, election, removal and dismissal of members of the Board of Directors, the Chief Executive Officer, and other items prescribed in the Company Charter and current regulations of law.

Article 2. Applicable entities

Members of the Board of Directors, the Chief Executive Officer, other Executives and related persons mananing Company's operation.

Article 3. Definitions

1. In these Regulations, the following terms have the following meanings:
   a. Company: means Thanh Thanh Cong – Bien Hoa Joint Stock Company.
   b. GMS: means the General Meeting of Shareholders.
   c. BOD: means the Board of Directors.
   d. CEO: means the Chief Executive Officer.
   e. Deputy CEO: means Deputy of Chief Executive Officer.
   f. Board of CEO: including the CEO and the Deputy CEO(s).
   g. Law on Enterprises means Law on Enterprises No 59/2020/QH14 is ratified by the 14th National Assembly of the Socialist Republic of Vietnam on June 17th, 2020.
   h. Law on Securities means Law on Securities No 54/2019/QH14 is ratified by the 14th National Assembly of Socialist Republic of Vietnam on November 26th, 2019.
   i. The Manager(s): means person who manages the Company, including members of the Board of Directors, the Chief Executive Officer.
   j. The Executive(s): means person who executives Company's operation, including the Chief Executive Officer, the Deputy of Chief Executive Officer, the Chief Accountant of the Company.
   k. Related Person: means an individual or organization specified in Clause 46, Article 4 of the Law on Securities.
   l. Executive Board: is a phrase used to refer to a collection of some/all of the Executive(s).
   m. Major Shareholder: means a shareholder holds at least 05% of the total number of voting shares of the Company.

n. Charter: means the Company's Charter.

o. Working day means working days of the week, excluding Saturday(s), Sunday(s) and statutory holiday(s).

2. In these Regulations, references to one or more provisions or legal documents shall include amendments, supplements or replacements thereof.
3. Titles (chapters, articles of these Regulations) are used for convenience in understanding the content and do not affect the content of these Regulations.
4. Words or terms defined in the Law on Enterprises (if not inconsistent with the subject or context) shall have the same meaning in these Regulations.

Article 4. Principles of corporate governance

The development and issuance of these Regulations is to ensure that the Company is effectively oriented and controlled for the benefit of shareholders and those related to the Company based on the principles of corporate governance of Company including:

1. Ensure compliance with the provisions of the Charter and relevant laws;
2. Ensure an effective corporate governance structure;
3. Ensure the legitimate benefits of shareholders;
4. Ensure fair treatment between shareholders;
5. Ensuring the role of people who having benefits related to the Company;
6. Publicity and transparency in the Company's activities.

CHAPTER II
GENERAL MEETING OF SHAREHOLDERS

Article 5. Roles, rights and obligations of the General Meeting of Shareholders

1. The GMS shall include all shareholders entitled to vote and shall be the highest decision-making authority of the Company.
2. The GMS has the following rights and obligations:
   a. To pass the developmental direction of the Company;
   b. To make decisions on the classes of shares and total number of shares of each class which may be offered for sale; to make decisions on the rate of annual dividend for each class of shares;
   c. To elect, remove or discharge members of the Board of Directors;
   d. To make investment decisions or decisions on sale of assets valued at seventy (70) percent or more percent of the total value of assets recorded in the most recent financial statements of the Company;

e. To make decisions on amendments of and additions to the Company Charter;

f. To approve annual financial statements;

g. To make decisions on redemption of more than ten (10) percent of the total number of shares of each class already sold;

h. To consider and deal with breaches by members of the Board of Directors which cause damage to the Company and its shareholders;

i. To make decisions on re-organization and dissolution of the Company;

j. To decide the budget or the total remuneration, bonuses and other benefits of the Board of Directors;

k. To approve the Internal regulations of corporate governance, and the Operational rules of the Board of Directors;

l. To approve the list of approved auditing companies, and to decide on the approved auditor to conduct inspection of activities of the Company, and to remove the approved auditor when considered necessary;

m. Other rights and obligations in accordance with laws and the Company's Charter.

Article 6. The sequence and procedure for covening meeting of GMS

1. The Board of Directors convenes the Annual GMS or the Extraordinary GMS according to the cases specified in the Law on Enterprises and the Charter. In case the Board of Directors fails to convene an extraordinary meeting of the GMS on time as prescribed in the Charter, a shareholder or group of shareholders owning 05% or more of the total number of ordinary shares has the right to replace the Board of Directors to convene the GMSin accordance with provisions of the Charter.

2. The sequence and procedures for convening the annual or extraordinary GMSmust comply with the provisions of the Charter.

   In case of necessity, the Company can apply modern technology to organize the GMS (annual or extraordinary) through online meetings or a combination of face-to-face and online meetings. The sequence and procedures for convening an online GMS or a combination of face-to-face and online meetings are the same as those of a face-to-face meeting of the GMS.

3. The convenor of a meeting of the GMS must carry out the following works:

   a. To prepare a list of shareholders entitled to attend meeting of the GMS. Such list is prepared no more than ten (10) days prior to the date of sending the notice of meeting invitation of the GMS. The Company must disclose information about the preparation of such list at least twenty (20) days prior to the last registration date;

   b. To provide information and handle complaints related to the list of shareholders;

   c. To prepare the agenda and contents of the meeting;

d. To determine the time and venue of the meeting;

e. To prepare data for the meeting and drarf of resolution of the GMS in accordance with the proposed agenda of the meeting; List and detailed information about candidates in the case of election of members to the BOD;

f. To inform and send a notice of the meeting of the GMS to all shareholders entitled to attend the meeting;

g. Other works servicing the meeting.

4. Notice of closing the list of shareholders entitled to attend the GMS:

   a. The Company shall disclose information on closing the list of shareholders entitled to attend meeting of the GMS at least 20 (twenty) days before the last registration date. The Company reports and submits all documents as a legal basis related to the last registration date to the Vietnam Securities Depository Center, the Stock Exchange, and reports to the State Securities Commission of Vietnam.

   b. The Company prepares a list of shareholders based on data from the Vietnam Securities Depository Center not more than 10 (ten) days before the date of sending the notice to convene meeting of the GMS.

5. Notice of convening meeting of the GMS

   The notice of meeting of the GMS shall be sent to all shareholders by a method to ensure reaching the contact address of the shareholders, simultaneously, published on the website of the Company and the State Securities Commission of Vietnam, the Stock Exchange. The convenor of meeting of the GMS must send a notice of meeting invitation to all shareholders in the List of Shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of meeting of the GMS (from the date on which the notice is duly sent or transmitted). The agenda for meeting of the GMS, documents related to the issues to be voted at the meeting are posted on the website of the Company and the notice of meeting invitation must clearly state the website address, the link to all meeting documents for shareholders to access, specifically including:

   a. Meeting agenda, documents used in the meeting;

   b. List and details of candidates (in case candidates are identified in advance) in case of election of members of the Board of Directors;

   c. Votes;

   d. Draft resolution for each issue in the meeting agenda.

6. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares as prescribed in Clause 3, Article 11 of the Charter have the right to propose issues to be included in the agenda of meeting of the GMS. Proposals must be made in writing and must

be sent to the Company at least 03 (three) working days before the opening date of meeting of the GMS. Proposals must include the full name of the shareholder, permanent address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise code or establishment decision code, head office address for shareholders being organizations; the number and type of shares owned by such shareholder, and the contents of the proposals to be included in the meeting agenda.

7. In case the convenor of meeting of the GMS refuses the Proposals specified in Clause 6 of this Article, within 02 (two) working days before the opening date of meeting the GMS, the convenor must reply in writing and clearly state the reasons therefor. The convenor of meeting of the GMS may only refuse the recommendations specified in the Charter.

Article 7. Method of registration to attend the meeting of the GMS

1. Shareholders can confirm attendance at meeting of the GMS in the following ways: Send a confirmation of attendance meeting of the GMS (using the form attached in the Notice of meeting invitation or downloaded from the website of the Company) via email or fax or by post within the time limit specified in the notice of meeting invitation.
2. Shareholders entitled to attend the meeting of the GMS as prescribed by laws may directly attend or authorize their representative individuals or organizations to attend. In case more than one authorized representative is appointed, the number of shares of each representative must be specified.
3. The authorization for individuals or organizations to act as a representative to attend meeting of the GMS as prescribed in Clause 2 of this Article must be made in writing. The power of attorney is made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of the authorization, the term of authorization, signatures of the authorizing party and the authorized party.

The person authorized to attend meeting of the GMSmust submit the power of attorney when registering his/her attendance. In the case of re-authorization, the attendee must also present the initial power of attorney of the shareholder or authorized representative of the shareholder being an organization (if not previously registered with the Company) and in the initial power of attorney of the shareholder must contain the authorized content of the re-authorization or the event, act or document to prove the authorizing party's consent on the re-authorization.

The votes of the person authorized to attend meeting within the scope of authorization remains effective upon occurrence of any one of the following cases excluding the cases where:

a. The principal dies or has his/her capacity for civil acts restricted or lost;

b. The principal rescinds the appointment of authorization;

c. The principal rescinds the authority of the person carrying out the authorization.

This clause does not apply where the Company receives a notice of one of the above events prior to the time of opening meeting of the GMS or prior to the time the meeting is reconvened.

4. Before opening the meeting, the Company must carry out the procedures for shareholder registration and must carry out the registration until all shareholders who are entitled to attend the meeting have been present and registered.
5. Any shareholder or an authorized representative of a shareholder being an organization or an attorney who arrives after the opening of the meeting has the right to carry out the registration immediately and then has the right to attend and vote at the meeting immediately after registration. The chairperson is not responsible to stop the meeting for shareholders arriving late to register, and the effectiveness of items which have been voted on remains unchanged.
6. In case the Company organizes meeting of the GMS (annual or extraordinary) through an online meeting, the registration of shareholders to attend the online meeting of the GMS shall be carried out in accordance with *Appendix 01: Guidelines for attending the online meeting of the GMS*. The online meeting of the GMS is attached to these Internal Regulations on corporate governance.

Article 8. Conditions for conducting meeting of the GMS

1. Meeting of the GMS is conducted when the attending shareholders represent more than 50% of the total number of votes.
2. If the first meeting does not satisfy the condition to be conducted as stipulated in Clause 1 of this article, the notice of invitation to the second meeting must be sent within sixty (60) days from the intended date of the first meeting. The second meeting of the GMSis conducted when the attending shareholders represent 33% or more of the total number of votes.
3. Where the second meeting does not satisfy the condition to be conducted as stipulated in clause 2 above, the notice of invitation to the third meeting must be sent within sixty (60) days from the intended date of the second meeting. The third meeting of the GMS is conducted irrespective of the total number of votes of attending shareholders.
4. Only the GMS has the right to decide to change the meeting agenda sent with the notice of meeting invitation in accordance with the provisions of the Charter.

Article 9. Method of voting, counting votes, passing resolutions of the GMS

1. Voting method
   a. When shareholders are registered, the Company issues to each shareholder or authorized representative with the voting right a voting card which states the registration number, full name of the shareholder, full name of the authorized representative and number of votes of such shareholder.
   b. The GMS discusses and votes on each matter in the agenda. Voting is conducted by votes

which agree, which do not agree, and abstentions.

c. To facilitate shareholders, the Company may use programs, computer software and information technology services in voting. The implementation will be guided specifically by the Company when applying these forms.

d. In case the Company organizes the GMS (annual or extraordinary) through an online meeting, shareholders shall vote by electronic voting or other electronic forms as prescribed in *Appendix 01: Guidelines for attending the online meeting of the GMS* attached to these Internal Regulations on corporate governance.

2. Method of counting votes

a. The GMS elects one or more persons to the Vote-counting Committee on the proposal of the chairperson of the meeting to conduct the vote counting.

b. The Vote-counting Committee shall count the votes of shareholders attending meeting of the GMS.

3. Notification of the results of counting votes

a. The Vote-counting Committee will gather the number of votes votes which agree, which do not agree, and abstentions from votes and report the results of the counting of votes to the the chairperson of the meeting for announcement before closing the meeting.

b. Vote counting results must be recorded in writing and signed by all members of the Vote-counting Committee.

4. Conditions for passing resolution of the GMS

a. Resolution of the GMS on the following issues, if passed by voting at the meeting, must be approved by the number of shareholders representing 65% of the total number of votes or more of all shareholders attending the meeting:

(i) Decide on the class of shares and the total number of shares of each class;

(ii) Change of business lines and sectors;

(iii) Change of the organizational and managerial structure of the Company;

(iv) Investment project or sale of assets valued at seventy (70%) or more per cent of the total value of assets recorded in the most recent financial statements of the Company;

(v) Re-organization or dissolution of the Company;

b. Except for the case specified at Point a of this Clause and Clause 1, Article 16 of this Charter, resolution of the GMSshall be passed by voting at the meeting when it is approved by the number of shareholders representing more than 50% of the total votes of all attending shareholders.

c. If resolution of the GMS is passed in the form of collecting opinions in writing, including the issues mentioned in Point a, Clause 4 of this Article, it must be approved by the number of shareholders representing more than 50% of the total votes of all voting shareholders.

Article 10. Meeting minutes and resolution of the GMS

1. The chairperson appoints one or more persons to act as secretary(ies) of the meeting and make meeting minutes of the GMS.
2. The meeting of the GMS must be recorded in minutes and may be recorded or recorded and kept in another electronic form. The minutes must be made in Vietnamese and may be added in a foreign language with the following main details:
   a. Name, address of head office, enterprise code of the Company;
   b. Time and location of the meeting;
   c. Agenda and content of the meeting;
   d. Full name of the chairperson and the secrectary(ies);
   e. Summary of developments of the meeting and of the opinions stated in the GMS on each matter in the meeting agenda;
   f. Number of shareholders and total number of votes of attending shareholders, and an appendix listing registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and number of votes;
   g. Total number of votes for each matter voted on, specifying the method of voting, the total number of valid or invalid votes, the total number of votes for, against, and abstentions; and the corresponding percentage of the total number of votes of shareholders attending the meeting;
   h. Matters which were passed and corresponding percentage of votes for passing;
   i. Full names and signatures of the chairperson and of the secretary.

   Where the chairperson or the secretary refuses to sign the minutes of the meeting, the minutes shall take effect if the minutes are signed by all other attending members of the BOD and contain all the contents stipulated in this clause. The minutes of the meeting must specify the refusal to sign the minutes of the meeting by the chairperson or the secretary.
3. The minutes of a meeting of the GMS must be completed and passed prior to the closing of the meeting. The chairperson and secretary of the meeting or any other person signing the minutes of the meeting must be jointly liable for the truthfulness and accuracy of the contents of the minutes.
4. Meeting minutes prepared in Vietnamese and in a foreign language are of equal legal validity. In the case of any difference in the contents of the meeting minutes between the Vietnamese text and the foreign language text, the contents in the Vietnamese text shall prevail.
5. Resolutions, minutes of meetings passed by GMS must be posted on the website of the

Company and disclosed in accordance with the law within twenty-four (24) hours since passed.

6. Meeting minutes, the appendix listing shareholders, resolutions passed by GMS and any related documents enclosed with the notice of invitation to the meeting must be must be archived at the head office of the Company.

Article 11. Procedures for collection of written opinions in order to pass resolutions of GMS

1. The BOD has the right to collect written opinions of shareholders in order to pass a resolution of the GSM if it is considered necessary in the interests of the company. It is also applied for all matters stipulated in Article 147.2 of the Law on Enterprise.
2. The BOD shall prepare written opinion forms, a draft of the resolution of the GMS, and other documents explaining the draft resolution, and shall send same to all shareholders with voting rights no later than 10 days prior to the time-limit within which they are required to return their written opinion forms. The request for and method of sending written opinion forms and enclosed documents shall be implemented in accordance with Article 6.5 hereof.
3. The preparation of a list of shareholders sending written opinion forms shall be implemented in accordance with Articles 6.4 hereof.
4. The written opinion form must contain the following basic details:
    a. Name, head office address, and enterprise code number;
    b. Purpose of collecting written opinions;
    c. Full name, contact address, nationality, and serial number of the personal legal document in respect of a shareholder being an individual; name, enterprise code number or serial number of establishment, and head office address of a shareholder being an organization or full name, contact address, nationality, serial number of the personal legal document of the representative of a shareholder being an organisation; number of shares of each class and number of votes of the shareholder;
    d. Matter on which it is necessary to obtain opinions for passing;
    e. Voting options, comprising agreement, non-agreement, or abstention for each of matters required to obtain opinion for passing;
    f. Time-limit within which the completed written opinion form must be returned to the company;
    g. Full name and signature of the chairman of the BOD.
5. the completed written opinion form must bear the signature of the shareholder being an individual, and of the authorized representative or of the legal representative of the shareholder being an organization.

6. A shareholder may send a completed written opinion form to the company by mail, fax or email in accordance with the following provisions:
   a. The written opinion form which is returned to the company must be enclosed in a sealed envelope and must not be opened by any person prior to vote-counting;
   b. If sent by fax or email, the written opinion form which is sent to the company must be kept confidential until the time of counting of votes;
   c. Any written form which is returned to the Company after the expiry of the time-limit stated in the written opinion form or any form which has been opened in the case of sending by mail and disclosed in the case of sending by fax or electronic mail shall be invalid;
   d. Written opinion forms which are not returned shall be deemed to be forms not participating in the vote.
7. The BOD shall organize the vote-counting and prepare the minutes of vote-counting in the presence of shareholders not holding managerial positions in the company. The minutes of vote-counting shall contain the following main details:
   a. Name, head office address, and enterprise code number;
   b. Purpose of collection of written opinions and issues on which it is necessary to obtain written opinions in order to pass a resolution;
   c. Number of shareholders with total numbers of votes having participated in the vote, classifying the votes into valid and invalid and method of sending votes and including an appendix being a list of the shareholders having participated in the vote;
   d. Total number of votes for, against and abstentions on each issue voted on;
   e. Matters which have been passed and corresponding percentage of votes for passing;
   f. Full names and signatures of the chairman of the BOD and of the person who supervised the vote-counting, and of the person who counted votes.

   The members of the BOD, the persons who counted votes and the persons who supervised the vote-counting are jointly liable for the truthfulness and accuracy of the minutes of vote-counting, and are jointly liable for any loss arising from a decision which is passed due to an untruthful or inaccurate counting of votes.
8. Completed written opinion forms, the minutes of vote-counting, the resolution which was passed and any related documents sent with all of the written opinion forms must be archived at the head office of the Company.
9. Resolution shall be passed by way of collecting shareholders' written opinions if it is complied with Article 9.4(c) hereof. It has the same validity as a resolution passed at a meeting of the GMS.

Article 12. Request for cancellation of resolutions of the GMS

1. Within ninety 90 days from the date of receipt of a resolution or the minutes of a meeting of the GMS or the minutes of the results of vote-counting by way of written opinions from the GMS, a shareholder or a group of shareholders stipulated in Article 11.3 of the Charter have the right to request a competent court or an arbitrator to consider and cancel a resolution or part of the contents of a resolution of the GMS in the following cases:
   a. The sequence and procedures for convening the meeting and issuing the decision of the GMS seriously breached the Law on Enterprise and the Charter, except in the case stipulated in Article 20.6 of the Charter; or
   b. The content of the resolution breaches the law or the Charter.
2. A shareholder casting a vote which does not agree with a resolution on re-organization of the Company or against a change to the rights and obligations of shareholders stipulated in the Charter may request the Company redeem its shares. Such request must be made in writing and specify the name and address of the shareholder, the number of shares of each class, the intended selling price, and the reason for demanding redemption by the company. Such demand must be sent to the company within ten 10 days from the date on which the GMS passed the resolution on the matter referred to in this clause.
3. The Company must redeem shares as requested by the shareholder as stipulated in clause 1 of this Article at the market price or the price determined on the basis of the principles stipulated in the Charter, within a period of ninety 90 days from the date of receipt of the request. Where there is disagreement about the price, the parties may request valuation by a price evaluation organization. The company shall recommend at least 03 price evaluation organizations for the shareholder to select from, and such selection shall be the final decision.

CHAPTER III
BOARD OF DIRECTORS

Article 13. Duties, rights and obligations of the BOD

1. The BOD is the body managing the Company and has full authority to make decisions in the name of the Company and to exercise the rights and perform the obligations of the Company, except for those within the authority of the GMS.
2. Rights and obligations of the BOD are stipulated by the law, the Charter and GMS's resolution. In particular, the BOD has the following rights and obligations:
   a. To make decisions on medium term developmental strategies and plans, and on annual business plans of the Company;

b. To recommend the classes of shares and total number of shares of each class which may be offered;

c. To make decisions on selling unsold shares within the number of shares of each class which may be offered for sale; to make decisions on raising additional funds in other forms;

d. To make decisions on the selling price of shares and bonds of the Company;

e. To make decisions on redemption of shares in accordance with provisions of the Law on Enterprise;

f. To make decisions on investment plans and investment projects within the authority and limits stipulated by law;

g. To make decisions on solutions for market expansion, marketing and technology;

h. To make investment decisions or decisions on sale of assets valued at lower than 70% of the total value of assets recorded in the most recent financial statements of the Company;

i. To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions of the Company, except where contracts and transactions within the decision-making authority of the GMS as stipulated in 167.3 of the Law on Enterprise and Article 14.1(d), 14.3(h) of Charter.

j. To elect, remove or discharge the chairman of the BOD; to appoint, remove, and sign contracts or terminate contracts with the CEO and other key managers of the Company as proposed by the CEO; to make decisions on salaries, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in the members' council or GMSof other companies, and to make decisions on the level of remuneration and other benefits of such persons;

k. To supervise and direct the CEO and other managers in their work of conducting the day-to-day business of the Company;

l. To make decisions on the organizational structure and the regulations on internal management of the Company, to make decisions on the establishment of subsidiary companies, branches and representative offices and the capital contribution to or purchase of shares of other enterprises;

m. To approve the agenda and contents of documents for the meetings of the GMS; to convene meetings of the GMS or to obtain opinions in order for the GMS to pass resolutions;

n. To submit annual financial statements to the GMS;

o. To recommend the dividend rates to be paid; to make decisions on the time-limit and procedures for payment of dividends or for dealing with losses incurred in the business operations;

p. To recommend re-organization or dissolution of the Company, or to request bankruptcy of the Company;

q. To make decisions on promulgation of the operational rules of the BOD and the internal regulations on corporate governance after they are passed by the GMS; to make decisions on promulgation of the operational regulations of the Audit Committee under the BOD and the regulations on disclosure of information of the Company;

r. To make decision on investments that are not included in the business plan or investments that exceed 10% of the annual business plan and budget but are not within the decision-making authority of the GMS.

s. Other rights and obligations in accordance with the Law on Enterprise, Law on Securities, other laws and the Charter.

3. The BOD must make a report to the GMS on results of its activities in accordance with Article 14.2(c) of the Charter and must contain the following matters:

   a. Remuneration, operating costs and other benefits of the BOD and of each member of the BOD;

   b. Summary of the meetings of the BOD and its decisions;

   c. Report on any transaction between the company, a subsidiary company or a company in which the Company has the controlling right of above 50% of charter capital and a member of the Board of Directors or any related person of such member; and any transaction between the Company and a company in which a member of the BOD is a founding member or a manager in the last 03 years prior to the time of such transaction.

   d. Activities of independent members of the BOD and results of assessment by independent members of activities of the BOD;

   e. Activities of the Audit Committee under the BOD;

   f. Activities of other committees (if any) under the BOD;

   g. Results of supervision of the CEO;

   h. Results of supervision of other executives;

   i. Future plans.

4. Members of the BOD have the responsibility to be cautious, honest and to avoid conflicts of interests and responsibilities for damage and compensation as prescribed in Articles 34, 35 and 36 of the Charter.

5. Members of the BOD are entitled to provide specific information as follows:

   a. To be provided with information and documents on the financial situation and business opeerations of the Company and of its units;

b. Have the right to request the CEO, Deputy CEO and other managers in the Company to provide information and documents on the financial situation and business operations of the Company and of units in the Company. The manager, who are required to provide this information, mus provide in time and in full with accurate information and documents at the request of members of the BOD.

Article 14. Term of office and number of members of the BOD

1. The BOD shall have three (03) to eleven (11) members. The GMS shall decices specific number of members of the BOD from time to time.
2. The term of office of members of the BOD shall not exceed five (05) years; and they may be re-elected for an unlimited number of terms. One individual shall only be elected as an independent member of the BOD of the Company for no more than two consecutive terms of office.
3. If the term of office of all members of the BOD expires at the same time, such members shall continue to be members of the BOD until new members are elected as replacements and take over the work.

Article 15. Criteria and conditions for acting as member of the BOD

1. Criteria and conditions for acting as member of the BOD are as follows:
   a. Not fall into the category of entities stipulated in article 17.2 of the Law on Enterprise;
   b. Have professional expertise and experience in business management or in the sectors or business lines of the Company and not necessarily be a shareholder of the Company;
   c. A member of the BOD may concurrently be a member of the board of directors of another company.
2. Besides criteria and conditions provided in clasue 1 of this Article, an independent member of the BOD must satisfy the following criteria and conditions:
   a. Not being a person currently working for the Company, the parent company or any subsidiary company of the Company; or not being a person having worked for the Company, the parent company or any subsidiary company of the Company for at least the 03 preceding years;
   b. Not being a person who is currently entitled to salary or remuneration from the Company, except for allowances which members of the BOD are entitled to in accordance with regulations;
   c. Not being a person whose spouse, natural or adoptive parent, child, adopted child or sibling is a major shareholder of the Company; not being act as a manager of the Company or its subsidiaries;

d. Not being a person directly or indirectly owning at least one per cent of the total voting shares in the Company;

e. Not being a person who was a member of the BOD or the Inspection Committee of the Company for at least 05 preceding years, except in the case of appointment for 02 consecutive terms.

3. An independent member of the BOD must notify the BOD that such member no longer satisfies all the criteria and conditions stipulated in clause 2 of this Article; and such member shall automatically no longer be an independent member of the BOD from the date of failure to satisfy all the criteria and conditions. The BOD must provide a notice of the case where an independent member of the BOD no longer satisfies all the criteria and conditions at the next GMS or must convene a meeting of the GMS to elect an additional member or to replace the independent member of the BOD within six (06) months from the date of receipt of the notice from the related independent member of the BOD.

Article 16. Method of nomination and election of members of the BOD

1. The nomination of candidates to the BOD shall be carried out as follows:

a. A shareholder or group of shareholders, who satifies conditions as prescribed in the Charter, has the right to nominate candidates for the BOD and must notify such nomination to BOD at least 03 (three) Working days prior to opening the meeting of GMS or the date of delivering the written form to collect shareholders' opinion on electing members of the BOD.

b. Based on the number of members of the BOD as decided by the GMS, a shareholder or a group of shareholders specified at Point a, Clause 1 of this Article is entitled to stand for election and/or nominate one or several persons to be the candidates for the BOD but must not exceed the maximum number which such shareholder or group of shareholders is entitled to nominate under the Charter. In case the number of candidates for the BOD through nomination is still insufficient for election, the incumbent BOD shall introduce additional candidates or arrange the nomination according to the decision of the incumbent BOD. The introduction of more candidates by the incumbent BOD must be clearly announced in accordance with law prior to voting by the GMS.

c. If it is possible to determine candidates for the BOD, then the Company must announce information about candidates at least 10 days prior to the opening day of the GMS on the Company's website in order for shareholders to access such information about the candidates prior to voting. Candidates for the BOD must provide a written undertaking that their announced personal information is truthful and accurate, and they must undertake that if they are elected as members of the BOD they will implement their duties honestly, carefully and in the best interests of the Company. Information about a candidate for the BOD comprises:

i. Full name and date of birth;

ii. Professional qualifications;

iii. Working history;

iv. Other managerial positions (including positions on the BOD of other companies);

v. Interests relevant to the Company and its related parties;

vi. Other information (if any) as required by the law.

2. Method for election of members of the BOD:

a. The vote on the election of the members of BOD shall be conducted by voting according to the ownership rate or cumulative voting. Before the meeting of the GMS is collected or shareholders' opinions are collected, the BOD will decide the voting method to elect a member of the BOD in accordance with the provisions of the Charter.

In case of voting for the election of members of the BOD by the method of cumulative voting, each shareholder or authorized representative of the shareholder who has the total number of votes corresponding to the total number of shares owned or total number of representative shares multiplied with the number of elected members of the BOD and shareholders are entitled to put all of their votes into one or several candidates

The method of cumulative voting shall be set by the BOD in the Election Rules.

b. The elected members of the BOD shall be determined according to the number of votes from high to low, starting from the candidates with the highest number of votes until there are enough number of members of the BOD (ensuring minimum ratio of number of independent members of the BOD) as stipulated in the Charter. In order to ensure the minimum number of independent members of the BOD in accordance with Article 24.1 of the Charter, independent candidates of the BOD shall be selected first (in the number of votes from high to low for independent candidates). After selecting a sufficient number of independent members of the BOD, the selection of the remaining members of the BOD will be calculated by the number of votes from high to low (including the non-independent candidates and the remaining independent candidates).

c. In cases where two (02) or more candidates reach the same number of votes for the last member of the BOD, they shall be re-elected among candidates of equal number of votes or selected according to the Election Rules. In case there are not enough members of the BOD or independent members of the BOD, the GMS will proceed to re-elect until the number of shareholders has been reached.

d. The chairman of the BOD shall be elected, removed or discharged by the BOD among members of the BOD. The chairman of the BOD is not permitted to act concurrently as the CEO.

e. If the chairman of the BOD submits an application for resignation or is removed or discharged, the BOD must elect another person for replacement within thirty (30) days from the date of receipt of the application or removal or discharge.

Article 17. Discharge, removal, replacement and addition of members of BOD

1. A member of the BOD shall be discharged in the following cases:
   a. Failure to satisfy the criteria and conditions stipulated in the Law on Enterprise;
   b. Upon written notice of resignation which is approved.
2. A member of the BOD shall be removed in case of failure to participate in activities of the BOD for 06 consecutive months, except for cases of force majeure.
3. When considered necessary, the GMS shall decide to replace any member of the BOD; or discharge or remove any member of the BOD in the cases other than those stipulated in clauses 1 and 2 of this Article.
4. The BOD must convene a meeting of the GMS to elect additional members of the BOD in case that the number of members of the BOD and/or independent members of the BOD is lower than minimum number as prescribed by the law.

Article 18. Notice of election, discharge, removal of members of the BOD

1. The election, discharge, removal of members of the BOD must be notified by the Company in accordance with the regulations on public announcement on stock market.
2. When arising a request to elect additional or replacement members of the BOD in accordance with the Charter and the law, the BOD shall issue a notice on this at the time of sending the meeting invitation to the GMS or at least 21 days prior the date of sending the writing form collecting shareholders' opinion to elect a member of the BOD so that the shareholders and/or group of shareholders satisfied the conditions specified in the Charter carries out their right to nominate candidates for the BOD.

Article 19. Remunerations and other benefits of members of the Board of Directors

1. Members of the BOD are entitled to remuneration for work and bonuses on the business results and efficiency. Remuneration for work is calculated on the basis of the working days required to fulfil the duties of the members of the BOD and the daily rate of remuneration. BOD estimates the level of remuneration for each member on the principle of unanimity. The total amount of remuneration and bonuses for the BOD is decided by the GMS at its annual meetings.
2. The remuneration of each member of the BOD is included in the business expenses of the Company in accordance with the law on corporate income tax and is presented as a separate

item in the annual financial statements of the Company and must be reported to the GMS at its annual meetings.

3. Members of the BOD holding the executive posts (including the Chairman or Vice Chairman), or members of the BOD working for Committees of the BOD, or executing any other work that, in the view of the BOD, is outside the normal scope of duties of a member of the BOD, may be paid with additional remuneration in the form of a one-time remuneration package, salary, commission, percentage of profits or other forms as decided by the BOD;
4. Members of the BOD are entitled to all travel, accommodation, meals and other expenses that they are paid when performing their duties as members of the BOD, including all expenses incurred in attendance at meetings of the BOD or Committees of the BOD or GMS.

Article 20. The sequence and procedures for holding the meeting of BOD

1. The BOD holds a meeting in accordance with the conditions, procedures specified in the Charter and Regulations on organization and operation of the BOD.
2. The BOD must hold a meeting at least once every quarter and may hold an extraordinary meeting.
3. Cases in which an extraordinary meeting of the BOD must be convened:

   The Chairman of the BOD convenes an extraordinary meeting of the BOD in the following circumstances:

   a. Upon request of an independent member of the BOD;
   b. Upon request of the CEO or upon request of at least five (5) other Executives;
   c. Upon request of at least two (2) members of the BOD;
   d. Upon request of an independent auditing company which audits the Company's financial statements to discuss the audited financial statements;
   e. When the BOD considers it necessary for the benefit of the Company.

   The request prescribed in Clause 3 this Article must be made in writing and must specify the objectives and matters which require to be discussed, and decisions within the authority of the BOD.
4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (7) working days from the date of receipt of a request stipulated in Clause 3 this Article. If a meeting of the Board of Directors is not convened pursuant to a request, the Chairman of the Board of Directors must be liable for any loss caused to the Company; the person making the request has the right to convene a meeting of the Board of Directors in place of the Chairman of the Board of Directors.
5. The chairman of the BOD is the person responsible for convening the meeting of the BOD, preparing the agenda, time and venue of the meetings. In case of necessity, the chairman of the

BOD may authorize another member of the BOD to perform this responsibility and take responsibility for such authorization.

6. The chairman of the Board of Directors or the convenor of the meeting of the Board of Directors must send a notice of invitation to attend the meeting at least 02 (two) working days before the date of meeting. The notice of invitation must specify the time and location of the meeting, the agenda and issues to be discussed, and decisions. The notice must enclose documents to be used at the meeting and voting forms for the members.

   The notice of invitation to a meeting of the Board of Directors may be sent in the form of a letter of invitation, or by telephone, fax, electronic mail or other method ensure to reach the contact address of each member of the BOS as registered with the company.

Article 21. Conditions for conducting and methods of voting in a meeting of BOD

1. Condition of conducting a meeting of BOD:
   a. A meeting of the BOD shall be conducted where three quarters (3/4) or more of the total members are in attendance.

      If the meeting convened in accordance with this clause does not have sufficient attending members as stipulated, it shall be convened for a second time within seven days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the number of members of the BOD attend the meeting.
   b. A member of the Board of Directors is deemed to attend and vote at a meeting in the following cases:
      i. Such member attends and votes at the meeting in person;
      ii. Such member authorizes another person to attend and vote in accordance with Article 27 of this Charter;
      iii. Such member attends and votes via an online conference, by casting an electronic vote or by other electronic forms;
      iv. Such member sends his or her voting slip to the meeting by mail, fax or email; Where a voting slip is sent to the meeting by mail, it must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least one (1) hour prior to the opening of the meeting. Voting slips are only opened in the presence of all attendees.
2. Method of voting and passing resolutions of the BOD:
   a. The BOD shall pass a resolution by voting at the meeting, collecting written opinions or other forms depending on the specific conditions and issues. Except for the provisions in point this Clause, each members of the BOD shall have one vote;

b. Members of the BOD are not allowed to vote on contracts, transactions beneficial to such members or related persons in accordance with the law. Members of the BOD shall not be included in the minimum number of attendants required to hold a meeting for decisions that such member has no voting right.

c. Pursuant to the provisions of point d, this Clause, when a problem arises in a meeting of the BOD relating to benefits of members of the BOD or related to voting rights of a member which cannot be resolved by the voluntary renunciation of the voting rights of such member shall be referred to the Chairperson of the meeting and the decision of the Chairperson shall be the final decision, except that the nature or scope of the benefit of the members of the BOD is not adequately disclosed;

   Members of BOD who benefit from a contract as provided in clause of the Article 35 of the Charter shall be deemed to have significant benefits in such contract.

d. Resolution, decision of the BOD shall be passed if it is agreed by the majority of the members in attendance; in the case of a tied vote, the final decision shall be made in favour of the vote of the Chairman of the BOD.

Article 22. Minutes of meetings and resolution of the BOD

1. The chairperson of the meeting of the BOD appoints one person to record the minutes of the meeting of the BOD. The person recording the minutes records the progress of the meeting of the BOD in a full, detailed and clear manner and can sound record the meeting to ensure the accuracy of the content, progress and results of the meeting.

2. Minutes of meetings of the Board of Directors shall be made in detail and clearly, including the full name, signature of the chairperson and the person recording the minutes, and other contents stipulated in Clause 1, Article 158 of the Law on Enterprises. With respect to any matter agreed by the majority of the attending members in the minutes of the meeting of the BOD, a resolution approving such matter must be prepared. Minutes of meetings of the BOD must be archived at the head office of the Company in accordance with law.

   In case the chairperson, the person writing the minutes refuses to sign the minutes of the meeting, the minutes shall take effect if the minutes are signed by all other attending members of the BOD and contain all the contents stipulated Clause 1, Article 158 of the Law on Enterprises (except content full name, the signature of the chairperson, and the person recording the minutes).

3. Minutes prepared in Vietnamese and maybe prepared in English. In the case of any difference in the contents of the minutes between the Vietnamese text and the English text, the contents in the Vietnamese text shall prevail.

4. The Company is responsible for informing resolution, decision of the BOD in accordance with proceeding the laws.

Article 23. Committees of the BOD

1. The BOD may establish committees to support the activities of the BOD include Nominations and Treatment Committee, Strategy Committee, Audit Committee and others. The BOD decides on the number of members of any committee.
2. The BOD shall detail the establishment of the Committee, the responsibilities of each Committee, and the responsibilities of its members. Activities of committees must comply with regulations of the BOD. Resolutions of a committee shall take effect only when it is approved by the majority of members attending and voting at the meeting of the committee.

Article 24. Audit Committee

1. The Company has an Audit Committee of the BOD. The Audit Committee must have two (2) members or more, of which at least 02 members are independent members of the BOD. The chairman of the Audit Committee must be an independent member of the BOD. Other members of the Audit Committee must be non-executive members of the BOD.
2. Structure, composition, and standards of members of the Audit Committee; rights and obligations; meetings of the Audit Committee and operating expenses shall be conducted by the law and specified in the Regulation on organization and operation of the Audit Committee approved by the BOD.
3. Other matters relating to the organization and operation of the Audit Committee shall be decided by the BOD on a legal basis.

Article 25. Persons in charge of corporate governance

1. The BOD must appoint at least one (1) person in charge of corporate governance to support the corporate governance work in the Company. The person in charge of corporate governance may concurrently act as the secretary of the Company. Removal of person in charge of corporate governance is decided by the BOD.
2. The BOD informs appoint, removal person in charge of corporate governance in accordance with the laws.
3. The person in charge of corporate governance may not concurrently work for an approved auditing organization which currently audits the financial statements of the Company..
4. The person in charge of corporate governance has the following rights and obligations:
   a. To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations and on relevant work as between the Company and shareholders;
   b. To prepare meetings of the Board of Directors, of the General Meeting of Shareholders as requested by the Board of Directors;
   c. To advise on procedures of meetings;

d. To attend all meetings;

e. To advise on procedures for formulating resolutions of the Board of Directors in compliance with law;

f. To provide financial information, copies of minutes of the Board of Directors and other information to members of the Board of Directors and of the Audit Committee;

g. To supervise and report to the Board of Directors on information disclosure activities of the Company;

h. To act as the contact point for parties with related interests;

i. To maintain confidentiality of information in accordance with law and the Company Charter;

j. Other rights and obligations as stipulated by law.

Article 26. The Company Secretary

If considered necessary, the BOD may decide to appoint a secretary for the company. The secretary of the company has the following rights and obligations:

1. To assist the convention of meetings of the General Meeting of Shareholders or of the Board of Directors; to record minutes of meetings;
2. To assist members of the Board of Directors to exercise their assigned rights and perform their assigned obligations;
3. To assist the Board of Directors to apply and implement the corporate governance principles;
4. To assist the company to build up the relationship with the shareholders and protect the lawful rights and interests of the shareholders; to comply with the obligations to provide and disclose information and comply with administrative procedures.
5. Other rights and obligations as stipulated in the regulations of law.

CHAPTER IV
EXECUTIVE BOARD

Article 27. Criteria of membership of the Executive Board

1. The CEO must fully satisfy the criteria and conditions as prescribed by the Law on Enterprises and the Charter.
2. The criteria and conditions of the Deputy CEO:
   a. Having full capacity for civil acts and not fall in the cases of prohibited from enterprise management;
   b. Having professional qualifications in the field of business activities of the Company, having the ability to organize, direct and perform well the work in the assigned field.

c. Having a university degree or higher;

d. Other requirements as prescribed by the BOD from time to time and suitable with the Company's operation situation.

3. The criteria and conditions of Chief Accountant

a. Not fall in the category of entities that prohibited being accountant stipulated in Article 52 of Law on Accounting;

b. Having ethical qualities, professional ethics, honesty, awareness of compliance and protection of rights, interests, policies and regimes of economic and financial management in accordance with the law and the Company's regulations.

c. Having a professional qualification in accounting from university degree or higher, have worked in the accounting profession for at least 02 (two) years and have a certificate of chief accountant as prescribed the accounting laws.

d. Other requirements as prescribed by the BOD from time to time and suitable with the Company's operation situation.

4. Other executives of the Company must sastify specific criteria corresponding to each appointed position prescribed by the Company's regulations, have the performance capacity and diligence necessary to operate and organize Company for getting achieves its objectives.

Article 28. The sequence and procedures for appointing, discharging, removalling

1. The sequence and procedures for appointing member of the Executive Board:

a. The BOD shall appoint CEO with the the term of the CEO shall not exceed 05 (five) years based on writing proposal of Nominations and Treatment Committee and report to the most recent GMS on this appointment.

b. The BOD selects and appoints other member of the Executive Board based on the proposal of the CEO and based on the advice of the Nominations and Treatment Committee of the BOD (if any).

c. CEO selects and appoints other member of the Executive Board that which do not fall within the authority of the BOD (if any).

d. Salary, benefits and other terms in the labor contract of the CEO shall be decided by the BOD and the labor contract of the Executive appointed by the BOD shall be decided by the BOD after reciving consulting from the CEO. Information about the salary, allowances and benefits of the CEO must be reported at the annual meeting of the GMS and stated in the annual report, financial statement of the Company.

e. CEO decides salary, benefitd and other terms in the labor contract of Executive which do not fall within the authority to appointing of the BOD.

2. The sequence and procedures for discharging, removalling, transferring of member of the

Executive Board:

a. An agency competent to appoint any position, shall have the power to discharge, removal or transfer to that position.

b. The member of the Executive Board shall be discharged and removaled in the following cases:

   i. No longer meeting the criteria and conditions as stipulated in Company's regulation, the Charter and the laws.

   ii. Delivering written resignation notice to the BOD (or the CEO in case of being appointed by the CEO) and which is approved.

   iii. Expiry of the labor contract but the Company does not renew or re-sign;

   iv. Violation of labor discipline to the extent that can be applied to dismissal or fire according with the provisions of the Company's labor rules and the labor law; or

   v. The other cases that the BOD (or the CEO in case of being appointed by the CEO) considered necessary for the interest of the Company.

   The BOD (or the CEO in case of being appointed by the CEO) has the right to transfer the member of the Executive Board to another position that is more suitable to the professional qualifications, capacity and forte of that member and actual operation of the Company, whether at the same level of position or at a lower level of position, provided that the transfer is not contrary to the provisions of the labor contract and the laws.

6. Notice about appointing, discharging, removaling, transferring them member of the Executive Board:

   a. The appointment, discharge, removal and transfer of a member of the Executive Board shall be notified to such member by direct handing over the decision to that person and notified to all officers and employees in the suitable method on decide of the BOD (or the CEO in case of being appointed by CEO) (if necessary).

   b. The appointment, discharge and removal of the CEO and other Managers must be disclosed information in accordance with the laws.

CHAPTER V
THE SEQUENCE AND PROCEDURES OF COOPERATION BETWEEN THE BOD AND EXECUTIVE BOARD

Article 29. The sequence, procedure of convening, inviting meeting and informing result of the meeting between the BOD and the CEO

1. Members of the Board of CEO (who are not members of the BOD) may be invite to participate in the meetings of the BOD when the BOD considers this participation necessary. In this case,

the Chairman of the BOD or the convenor must send the notice of meeting invitation and accompanying documents to the Board of CEO as for members of the BOD. The Board of CEO is obliged to directly or appoint a representative to attend the meeting of the BOD according to the notice of meeting invitation..

Members of the Board of CEO attend the meeting may participate in discussions and advise the BOD but do not have voting rights. The Chairman of the BOD will send a written notice of the Resolution of the BOD to the CEO within 07 (seven) days after the end of the meeting.

2. In necessary case, the CEO may invite the members of the BOD to attend the meeting of the Board of CEO to advise on related issues. Invitation letters are sent to the invitees as the same that sent to members of the Board of CEO. The CEO will send a written notice of the results of this meeting to the BOD within 07 (seven) days after the end of the meeting.
3. The CEO has the right to request the Chairman of the BOD to convene an extraordinary meeting of the BOD in accordance with Clause 3, Article 20 of these Regulations when deeming it necessary to submit to the BOD for approval the issues within the authority of the BOD to decide in the middle time of two the regular meetings of the BOD.

Article 30. The issues are reported and provided information to the BOD by the CEO

1. The CEO must submit to the BOD for approval the detailed business plan for the next financial year on the basis of meeting the requirements of the budget as well as the yearly financial plans as stipulated in the Charter.
2. Prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) for long-term, annual and quarterly management activities of the Company according to the business plan . The annual estimate (including balance sheet, business activity report and expected cash flow statement) for each financial year shall be submitted to the BOD for approval and must include the information specified in the Company's regulations.
3. The CEO is responsible to the BOD for the performance of assigned duties and powers and shall report upon request.

Article 31. Cooperating to control, operate and supervise between members of the BOD and the Executive Board

The members of the BOD, the Excevutive Boardwill regularly exchange at work and provide information to each other in the spirit of cooperation, support and facilitation for each other to complete work for the benefit of the Company.

CHAPTER VI
ASSESSING, REWARDING AND DISCIPLINING FOR MEMBERS OF THE BOD, EXECUTIVE BOARD

Article 32. The method of asessment

1. The assessment of activities of members of the BOD, the Executive Board shall comply with the Company's regulations and one or some or all of the following methods (if any):
   a. Self-assessment;
   b. Assessing activities every 06 months;
   c. Assessing annual activitive in the end of the year;
   d. Conducting to collect opinion about credibility extraordinaryly;
   e. Other methods are conducted by the BOD from time to time.
2. The BOD shall conduct an assessment of the activities of the members of the BOD and the positions appointed by the BOD.
3. The CEO shall conduct an assessment of the activities of positions appointed by the CEO.
4. The result of assessment is used as information for consider competing and rewarding in provided by the Company's regulations.

Article 33. Assessment criteria

Criteria to assessment the performance of members of the BOD and the Executive Board are based on the following criteria, including:

1. The results of the performance of the assigned work, including the completion level, volume, quality, work efficiency of the individual and the development and operation results of the unit.
2. Management capacity, style and attitude in operating work, preventing bureaucracy, anti - corruption and preventing waste.
3. Solidarity, coordination within the Unit, between the Units and the level of credibility with employees.
4. The spirit of learning to improve qualifications, honesty, desire in work, sense of organization, discipline, sense of responsibility in the assigned work and the position.
5. Ethical qualities, lifestyle, awareness, thought, compliance and observance of the Charter, Company's regulations and the laws.
6. The other criteria from time to time.

Article 34. Rating

1. Based on the result of the assessment, the rating of members of the BOD and the Executive Board is conducted as following:
   a. Successfully completed the assigned task.

b. Well Completed the assigned task.

c. Completing the assigned task.

d. Not yet completed the assigned task.

2. Documents on performance assessment of members of the BOD and Executive Board must be archive at the Company.

Article 35. Rewarding and disciplining

1. Rewarding:

   a. The members of the BOD, the Executive Board with achievements in corporate governance and administration and other assigned tasks shall be considered and rewarded by the Company's competent authority in accordance with the Company's current regulations.

   b. Reward forms, sequence and procedures shall be implemented in accordance with the Company's Regulations on competition and reward from time to time.

2. Disciplining:

   a. The members of the BOD, members of the Executive Board, if violate the provisions of law, the Charter and other regulations of the Company when perform their assigned duties, depending on the nature, extent and consequences of their actions, shall be disciplined according to the Company's regulations and the laws.

   b. The BOD has the authority to decide on discipline for the positions appointed by the BOD. The CEO has the authority to decide on discipline for the positions appointed by the CEO.

   c. Disciplinary handling principles, the methods of handling of disciplinary violations, sequence and procedures for handling disciplinary violations shall be implemented in accordance with the labor rules and other relevant regulations of the Company and the laws.

CHƯƠNG VII
IMPLEMENTING PROVISIONS

Article 36. Effectiveness

1. Where there is any inconsistency between provisions of these Regulations and provisions of the Charter and the laws, the Charter and the laws shall prevail.

   Where there is any provision of the laws relating to the Company's operation that is absent in these Regulations or where there is any new provision of the laws that is different from provisions of these Regulations, then such provision of the laws shall prevail and govern the operation of the Company.

2. This Regulation validates since the date approvved by GMS, is disclosed information on the

Company's website. This Regulation replaces the previously issued Regulations on Corporate Governance.

3. The amendment, supplement, replacement, cancellation or removement of this Regulation shall be considered by the BOD and submitted to the GMS for approval.

FOR AND ON BEHALF OF THE BOD

CHAIRWOMAN OF THE BOD

M.S.D.N: 3900244389 C.T.C.P
CÔNG TY CỔ PHẦN THÀNH THÀNH CÔNG - BIÊN HÒA
H.TÂN CHÂU - T.TÂY NINH

HUỲNH BÍCH NGỌC

APPENDIX 01

REGULATION ON INSTRUCTING THE ATTENDING TO ONLINE GENERAL MEETING OF SHAREHOLDERS AND E-VOTING OF THANH THANH CONG – BIEN HOA JOINT STOCK COMPANY

(This Appendix is an integral part of the Internal Regulations on Corporate Governance approved by the General Meeting of Shareholders in accordance with Resolution No.21 /2021/NQ-DHDCD dated 20/10/2021 of the GMS of Thanh Thanh Cong - Bien Hoa Joint Stock Company)

CHAPTER I
GENERAL PROVISIONS

Article 1. Applicable scope and objectives

This Regulation provides for the attendance of the Online General Meeting of Shareholders and e-voting of the participant at the Annual General Meeting of Shareholders or the Extraordinary General Meeting of Shareholders of Thanh Thanh Cong - Bien Hoa Joint Stock Company (hereafter referred to as the Company).

Article 2. Definition

1. ***"Participants"*** are shareholders, authorized representatives of shareholders (authorized persons) who meet the conditions for attending the Online General Meeting of Shareholders and e-voting.
2. ***"Online General Meeting of Shareholders"*** are Annual General Meeting of Shareholders or Extraordinary General Meeting of Shareholders held in the form of online attendance via internet to exercise their voting/electing rights.
3. ***"E-voting"*** is the voting method in which the participants shall connect to the internet and conduct voting/electing through the E-voting System prescribed and notified by the Company.
4. "***E-voting System"*** is a system that provides the participants with the tools to exercise relevant rights when attending the Online General Meeting of Shareholders.
5. ***"Identifier"*** means the information necessary to accurately identify an object in a situation.
6. ***"Force majeure events***" are events that occur outside the will of the convener of the general meeting, unpredictable and remedyable despite the application of necessary measures within the possible capability.
7. ***"Even Cumulative Voting"*** means the method of cumulative voting, where the participants pool votes for 01 candidate or evenly divide the number of votes among the respective candidates. After dividing evenly, the corresponding number of votes for each candidate is rounded down to the nearest unit. The remaining vote (if any) will be destroyed.
8. ***"Numbered Cumulative Voting"*** means the method of cumulative voting, where the participant will specify the number of votes for each candidate so that the total number of votes of the candidates elected *equals the* total number of votes of the participant.

CHAPTER II
SPECIFIC PROVISIONS

Article 3. Conditions, methods for the Participant to attend the Online General Meeting of Shareholders and e-voting

1. Conditions:

    a. To be on the list of shareholders (Shareholders List) having the right to attend the General Meeting of Shareholders which is made according to the Company's notice of exercise of the right; or

b. To be an authorized representative eligible to attend in accordance with the provisions of the law and the Company's Charter and this Annex.

2. Technical requirements:

   Shareholders need to have electronic devices connected to the internet (e.g., computers, tablets, mobile phones, other electronic devices with internet connection).

3. Method:

   The Participant accesses the link and logs in according to the information provided in this Appendix.

Article 4. Provision of login information and conduct e-voting

1. Information on access to the e-voting system, username, password and other identifiers (if any) to attend the Online General Meeting of Shareholders will be provided in the meeting invitation notice (or the form of notification of login information prescribed by the Board of Directors). The Participants are responsible for securing login names, passwords and other identifiers granted to ensure that only participants have the right to vote on the e-voting system and take full responsibility for this registered information.
2. When Participants request to re-provide login information, the Organizer of the General Meeting may notify through the form of: in-person or email/phone. The form of providing login information via email or phone is only made based on shareholder information from the list of shareholders entitled to vote made by the Vietnam Securities Depository or Vietnam Securities Depository and Clearing Corporation (depending on the applicable case) according to the Company's notice of exercise of the rights.
3. The Participants shall use the login names, passwords or other identifies (if any) to access to e-voting systems and perform e-voting according to the contents of the Meeting Agenda of the Online General Meeting of Shareholders.

Article 5. Recording the Participants' attendance to the Online General Meeting of Shareholders

The Participants are recorded by the e-voting system as attending the online general meeting of shareholders when such Participants make access to the system with access information provided in accordance with Article 4 of this Regulation during the period of e-voting specified in the Working Regulation of the general meeting.

Article 6. Online authorization provision

1. The authorization shall comply with Article 15 of the Company's Charter and the provisions of this Article.
2. Shareholders should provide sufficient information to carry out authorization, especially to provide information of the authorized party: phone number, address and email. This is the basis for granting login names, access passwords, and other identifiers (if any) to the authorized party.
3. Validity of authorization: the authorization is only legally valid when the following conditions are satisfied:

   a. When shareholders fill out all information according to the online authorization form and complete the implementation of online authorization;

   b. The authorization letter is printed out in accordance with the online authorization letter template with full signature, stating the full name and stamp (if it is an organization) of the authorized party and also the authorized party; and

c. The company receives the original authorization letter sent back before the official opening time of the general meeting.

4. Cancellation of authorization in case the shareholders has authorized online: shareholders shall send the official written request for cancellation of online authorization to the Company before the official opening time of the general meeting. Please note that the time that recognizing the validity of this cancallation is only when the Company receives the official written request of cancellation.

5. The cancelation request shall be invalid if the the authorized party has conducted the voting/electing for any issue within the meeting agenda.

Article 7. E-voting Period

The E-voting Period is specified in the Working Regulation of the general meeting. The Participants may access the e-voting system and perform voting during the E-voting Period, unless the system is under maintenance or other reasons which are beyond the Company's control. At the end of the electronic voting period, the system does not record any additional e-voting results from the participants.

Article 8. Method of E-voting

1. Voting:

   a. The Participant choose one out of the three options for voting as Agree, Disagree or No opinion on each issue put to a vote at the General Meeting which is embedded to the e-voting system.

   b. Then, the Participants confirm their vote for the system to record the result.

2. Electing:

   a. Electing by cumulative vote: Unless otherwise provided in the Company Charter, voting for members of the Board of Directors must beconducted according to the method of cumulative voting (even or numbered). Accordingly, the Participants conduct the election by ticking the box "Even cumulative voting" or specifying the number of votes in the box "Number of votes" of the corresponding candidates on the Ballots that have been embedded in the e-voting system. Then, the Participants confirm election for the system to record the results.

   b. Voting according to the ownership ratio: in the case of voting according to the ownership ratio, the Participants shall conduct the election in the same way as the voting method.

3. Other provisions for e-voting:

   a. In case the Participants fail to carry out all voting and electing issues according to the meeting agenda, issues that have not been voted on or elected shall be considered as the Participants did not conduct the voting or electing on such issues.

   b. During the E-voting Period specified in the Working Regulations of the General Meeting, the Participant may change the voting and election results (but cannot cancel the voting or electing results); including additional voting, electing results of issues arising beyond the scope of meeting agenda. The online system only records the vote counting for the final voting and election results at the end of each voting session in accordance with the Working Regulations.

   c. Invalid voting slips are specified in the Working Regulations of the General Meeting.

   d. Invalid electoral votes are specified in the Electoral Regulations of the General Meeting.

Article 9. Vote counting method

When a Participant conduct voting/election, the number of votes and electing ballots are recorded on the system according to the principle of the number of cards Agree, Disagree and No opinion.

Vote counting minutes is a record of vote counting results of all Participants attending the Online General Meeting of Shareholders through the e-voting system.

Article 10. Announcement of vote counting result

Based on the vote counting minutes recorded as prescribed in Article 9 of this Regulation, the Vote Counting Committee will check, summarize and report to the Chairperson the results of the vote counting of each issue according to the meeting agend. The results of the vote counting will be announced by the Chairperson right before the ending of the meeting.

Article 11. Online Minutes of the General Meeting of Shareholders and form of passing

1. The recording and making of minutes of the General Meeting of Shareholders shall comply with Article 150 of the Law on Enterprise 2020 and the corresponding provisions in the Company's Charter.
2. The venue recorded in the minutes of the Online General Meeting of Shareholders is the location where the Chairperson of the General Meeting is present to control the General Meeting. This location must be on the territory of Vietnam.
3. The form of passing of the minutes of the General Meeting of Shareholders is specified in the Working Regulations of the General Meeting.

Article 12. Rights and obligations of the Participant when conducting e-voting

1. To vote and elect all issues within scope of the general meeting and the meeting agenda in accordance with the laws and the Company's Charter.
2. The Participants are responsible for secure access information to ensure that only the Participants have the right to vote on the e-voting system. Any result of the Participant's voting transaction on the e-voting system will be automatically considered as the final decision of the Participant. Participants are solely responsible before the law, before the Company for the results of the e-voting transactions performed by the Participants on the e-voting system.
3. Participants must immediately notify the Company for timely handling when discovering that their username, password and/or other identifiers are lost, stolen, revealed, or suspected by contacting the Company to lock the username and security device. Participants shall be responsible for damages, losses and other risks that occur before the time when the Company completes handling of the related arising issue according to the Participant's notice received by the Company if the cause is due to Participant's fault.

Article 13. Discussion at Online General Meeting of Shareholders

1. Principles:
   a. The discussion is only conducted within the stipulated time and within the scope of the issues presented in the meeting agenda;
   b. Only Participants are allowed to joint the discussion;
   c. The Partcipant who has any opinion to discuss can register for discussion in form specified in the Working Regulations of the general meeting;
   d. The Secretariat shall arrange the questions of the Participants in registration order and send to the Chairperson for discussion;

2. Reponse to Participants' opinions:

    a. Based on the discussion content of the Participants, the Chairperson or a member of the Meeting Presidium appointed by the Chairperson will answer the Participant's opinions.

    b. Any question which cannot be answered directly at the General Meeting due to time limitation, such question shall be responsed in writing after the meeting.

Article 14. Force majeure events

1. During the organization of the Online General Meeting of Shareholders and e-voting, Force majeure events (out of the Company's control) may occur at the location of the Chairperson of the General Meeting (excluding force majeure events for one or several Participants) such as: natural disaster, fire, power failure or internet connection failure, technical problems at the venue of the Chairperson holding the meeting, requests or directives of the Government and other state agencies, competent persons, etc.

2. In the event that Force Majeure events as mentioned in Clause 1 of this Article occur and cannot be remedied so that the General Meeting can continue for a period of 60 minutes, the Chairperson will declare the meeting to be suspended. All issues that have been voted on before the pause (if any) will be cancelled. These issues will be re-voted at the nearest re-convened General Meeting of Shareholders.

CHAPTER III
OTHER PROVISIONS

Article 15. Other provisions

Other relevant contents not mentioned in this Regulation automatically comply with the provisions of the Company's Charter, Internal Regulations on Corporate Governance and relevant laws.

This Regulation is an Appendix attached to the Internal Regulations on Corporate Governance.

Article 16. Enforcement Provisions

1. This Regulation consists of 3 Chapters and 16 Articles and takes effect from the date of promulgation.

2. Participants, individuals, organizations and departments related to the Company's online General Meeting of Shareholders are responsible for complying with this Regulation.

OBO. BOARD OF DIRECTORS
CHAIRWOMAN

M.S.D.N: 3900244389 C.T.C.P
CÔNG TY CỔ PHẦN THÀNH THÀNH CÔNG - BIÊN HÒA
H.TÂN CHÂU - T.TÂY NINH

HUỲNH BÍCH NGỌC