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INTERNAL REGULATION ON CORPORATE GOVERNANCE

THANH THANH CONG- BIEN HOA JOINT STOCK COMPANY

Headquarters: **Tan Hung Commune, Tan Chau District, Tay Ninh Province**

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CHAPTER I.
GENERAL PROVISIONS

Article 1. Scope

1. This Regulation prescribes the principles on management and administration of the Company.
2. Any contents not yet provided in this Regulation or inconsistent with the provisions of law and the Charter, shall be governed by the provisions of law, the Charter, the Law on Enterprises, the Securities Law and other relevant guiding documents.

Article 2. Applicable subjects

Members of the BOD, the General Director and other executives who are responsible for management and operation of the Company.

Article 3. Definitions

1. In this Regulation, the terms below are construed as follows:
   a. Company: means Thanh Thanh Cong - Bien Hoa Joint Stock Company.
   b. GMS: means the General Meeting of Shareholders of the Company.
   c. BOD: means the Board of Directors of the Company.
   d. GD: means the General Director of the Company.
   e. Deputy GD: means the Deputy General Director of the Company.
   f. BGD: means the board which comprises the GD and Deputy GDs of the Company.
   g. Executives: including the GD, Deputy GD, Chief Accountant and other executives (if any) as stipulated in the Charter.
   h. BOE: is the term used to refer to several / total Executives.
   i. Enterprise manager: including members of the BOD, the GD and other individuals holding managerial positions have the powers on behalf of the Company to enter into transactions of the Company in accordance with the Charter.
   j. Major Shareholders: means a shareholder holding directly or indirectly five percent (5%) or more of the total number of voting shares of the Company.
   k. Charter: means the Charter of the Company.
   l. Related person: means individuals or organizations defined in Clause 17, Article 4 of the Enterprise Law and Clause 34, Article 6 of the Securities Law.
2. In this Regulation, references to one or more provisions or legal documents shall include amendments, supplements or replacement thereof.

Article 4. Corporate governance principles

Development and issuance of this Regulation is to ensure that the Company is directed to operate and control effectively for the interests of shareholders and Related person in the Company based on the corporate governance principles including:

1. Ensure compliance with the provisions of the Charter and relevant laws;
2. Ensure an efficient corporate governance structure;
3. Ensure the legitimate interests of shareholders;
4. Ensure fair treatment between shareholders;
5. Ensure the role of persons with interests related to the Company;
6. Publicity, transparency in the operation of the Company

CHAPTER II GENERAL MEETING OF SHAREHOLDERS (GMS)

Article 5. Order and procedures for convening the GMS

1. The BOD convenes the Annual GMS or Extraordinary GMS in accordance with the provisions of the Enterprise Law and the Charter. Order and procedures for convening the Annual GMS or Extraordinary GMS must be complied with the provisions of the Charter.
2. The person convening the GMS must perform the following tasks:
   a. Make a list of shareholders entitled to attend the meeting;
   b. Provide information and resolve complaints related to the list of shareholders;
   c. Set up the agenda and content of the meeting;
   d. Prepare documents for the meeting;
   e. Draft resolution of the GMS according to the proposed content of the meeting; List of candidates and details of candidates in the case of election of members of the BOD;
   f. Determine the time and place of the meeting;
   g. Send meeting invitation to each shareholder entitled to attend the meeting according to regulations;
   h. Other work for the meeting.
3. 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 the meeting of the GMS at least 20 (twenty) days before the final registration date. The Company shall report and submit all documents as a legal basis related to the final registration date to the Vietnam Securities Depository Center, the Stock Exchange, and report to the State Securities Commission.
   b. The Company shall make a list of shareholders based on data from the Vietnam Securities Depository Center within 15 (fifteen) days prior to the date of sending the notice of convening the GMS.
4. Notice of convening the GMS.
   a. Notice of invitation to the GMS is sent to all shareholders by way of security, and at the same time disclose information on the website of the Company and the State Securities Commission, the Stock Exchange for the GMS, specifying the link to all the meeting documents, including: Notice of invitation, appointment of authorized representatives form , meeting agenda, voting card, list and details of candidates (if any) in the case of electing members of the BOD; the Reference documents as a basis for approving

decisions and draft resolutions for each issue in the agenda. Meeting documents must be posted and updated (if any) until the end of the GMS.

b. Notice of invitation to the GMS must be sent by the method of reaching shareholders' contact information and disclosure at least 10 (ten) days prior to the date of the GMS.

c. All meeting documents are posted on the Company's website, whereby the notice of invitation must be specified where and how to download the documents for shareholders to access.

Article 6. How to register for attending the GMS

1. Shareholders can confirm the attendance of the GMS in the following manner: Submit a certificate of attending the GMS (in the form attached to the Notice of Invitation or download from the Company's website) by electronic mail or by fax or or sent by post within the period specified in the Notice of Invitation.
2. If a shareholder can not attend the GMS, he / she can authorize another person to attend. Authorization of the representative to attend the GMS must be in writing in the Company's form (attached to the Notice of Invitation or downloaded from the Company's website). The person authorized to attend the meeting must present the written authorization (original) to the Company before attending the GMS.
3. On the day of holding the GMS, the Company must carry out procedures for registration of shareholders and must register until the shareholders entitled to attend the meeting completed the registration.
4. Shareholders who are late to the GMS, have the right to register immediately and then have the right to participate and vote right at the meeting. The Chairperson shall not be obliged to stop the General Meeting for late registration of shareholders and the validity of the voting sessions conducted before the late attendance of shareholders shall not be affected.

Article 7. Method of voting, counting votes

1. Method of voting

a. When conducting the registration of shareholders, the Company will issue each shareholder or authorized representative with 01(one) voting card on which specifying the registration number, full name of the shareholder, and the name of the authorized representative and vote number of the shareholder.

b. When voting at the meeting, the number of the card approving the resolution is collected first, the number of the card does not approve the resolution is collected after, then counting the total number of votes for approval or disapproval, no opinion to decide or may be conducted by way of secret ballot by selecting the voting method in the voting card (depending on the report, the presentation and voting guidance at the meeting), the Vote Counting Committee shall proceed to collect all votes and make vote counting. The total number of votes for approval, disapproval or no opinion will be announced by the Chair (or the person appointed by the Chair) immediately before the closing of the meeting.

c. In order to facilitate shareholders, the Company can use computer programs, software, information technology services in voting. The implementation will be guided in detail by the Company when applying these forms.

2. Method of counting votes
   a. The GMS will elect a Vote Counting Committee at the request of the Chair of the meeting to conduct the vote counting.
   b. In sensitive matters, the GMS may decide to appoint an independent organization to collect and count votes.
3. Notice of vote counting results
   a. The Vote Counting Committee will gather the votes for approval, disapproval or no opinion and report the vote counting results to the Chair for announcement before the closing of the meeting.
   b. The vote counting result must be recorded in the minutes and fully signed by members of the Vote Counting Committee.

Article 8. Minutes of the Meeting and Resolution of the GMS.

1. The chair shall appoint one or more persons to act as the secretary to make minutes of the GMS.
2. The GMS must be recorded in writing and may be recorded and stored in other electronic form. The minutes must be made in Vietnamese and may be made in foreign languages with the following main contents:
   a. Name, address of the head office, enterprise code:
   b. Time and place of the GMS;
   c. The agenda and contents of the Meeting;
   d. Full name of the Chair and the Secretary;
   e. Summarize the meeting and the opinions expressed at the GMS on each issue in the agenda;
   f. Number of shareholders and total number of votes of shareholders attending the meeting, registration list annex of shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and the number of votes;
   g. The total number of votes for each issue, including the voting method, total number of valid, invalid votes for approval, disapproval or no opinion; the proportion of the total number of votes of shareholders attending the meeting;
   h. Issues were approved and the proportion of votes approved respectively;
   i. Signature of the Chair and the Secretary.
3. Minutes of the GMS;
   a. Minutes of the GMS must be prepared and approved before the end of the meeting.
   b. The Chair and the Secretary are responsible for the accuracy and truthfulness of the Minutes of the meeting.
4. Meeting minutes, Resolutions of the GMS are made in Vietnamese and foreign languages that are equally effective. In case of differences in contents between the Minutes in Vietnamese and foreign languages, the contents of the Meeting minutes and Resolution of the GMS in Vietnamese shall be prioritized.

5. Meeting minutes and Resolution of the GMS must be published on the website of the Company within 24 (twenty four) hours from the approval.
6. Meeting minutes, registration list annex of shareholders attending the meeting, Resolution of the GMS have been approved and the documents attached to the Notice of Invitation must be kept at the head office of the Company.

Article 9. Order and procedures for gathering written opinions of the GMS

1. The BOD has the right to get written opinions from shareholders in order to approve the Resolutions of the GMS at any time deemed necessary for the benefit of the Company. Gathering written opinions from shareholders, including matters stipulated in Clause 2, Article 143 of the Enterprise Law.
2. The BOD must prepare feedback cards, draft resolutions of the GMS and documents explaining the draft resolution. Feedback cards attached to the draft resolution and explanatory documents must be sent by the method of reaching the registered contact address of each shareholder at least 10 (ten) days before the deadline to return the feedback cards,
3. Make announcement of the final registration date for exercising the right to collect written opinions (closing the list of shareholders) at least 10 (ten) working days prior to the final registration date, the Company shall report and submit all documents as a legal basis relating to the final registration date for exercising the rights of existing shareholders to the Vietnam Securities Depository Center, the Stock Exchange, report to the State Securities Commission, and at the same time disclose information.

   Documents for information report and disclosure include:

   a. Announcement of the final registration date for exercising the rights of shareholders (in form).
   b. Resolution of the BOD approving on gathering opinions of shareholders in writing.
   c. Proof of disclosure of information on the list of shareholders at least 20 days before the final registration date.
   d. Other relevant documents (if any).
4. Set up (close) list of shareholders for gathering feedback cards Perform the same as Point b, Clause 3, Article 5 of this Regulation.
5. A feedback card must contain all the following principal contents:
   a. Name, address of the head office, enterprise code:
   b. Purpose of gathering opinions;
   c. Full name, permanent address, nationality, citizenship card number, identity card, passport or other legal personal identification of shareholders being individuals; Name, enterprise code or establishment decision number, address of the head office of shareholders being the organizations or full name, permanent address, nationality, citizen identification card number, Passport or other lawful personal identification of authorized representatives of shareholders being organizations; number of shares of each type and number of votes of shareholders;
   d. Issues to be solicited for decision approval;

e. Voting options include approval, disapproval, and no opinion on each issue;

f. The deadline to send the answered feedback cards to the Company;

g. Full name and signature of the Chairman of the BOD and the legal representative of the Company.

6. The answered feedback cards must be signed by shareholders being individuals, by authorized representatives or by legal representatives of shareholders being organizations.

7. Feedback cards may be sent to the Company in the following forms:

   a. Mailing: Feedback cards sent to the Company must be in a sealed envelope and no one shall be entitled to open it before counting votes;

   b. Fax or email: Feedback cards sent to the Company by fax or email must be kept secret until the time of vote counting.

8. Feedback cards sent to the Company after the defined deadline specified in the feedback cards or opened in the case of sending a letter and being disclosed in the case of sending a fax or email invalidly; Feedback cards are not sent to be considered as not participating in voting.

9. The BOD shall count the votes and make a vote counting minutes in the witness of shareholders who are not executives of the enterprise. The vote counting minutes must have the following principal contents:

   a. Name, address of the head office, enterprise code:

   b. Purpose and issues to be solicited for adoption of the resolution;

   c. The number of shareholders with the total number of votes, including the number of valid and invalid votes and the mode of sending votes, enclosed with the appendix of the list of shareholders participating voting;

   d. Total number of votes for approval, disapproval and no opinion on each issue;

   e. Issues have been adopted;

   f. Full name, signature of the Chairman of the BOD, the legal representative of the Company, vote counters and vote counting supervisors.

   Members of the BOD and the vote counters and vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the minutes of counting votes; they shall be jointly liable for losses arising from decisions adopted due to untruthful or inaccurate counting of votes.

10. Resolutions and minutes of votes counting must be disclosed (on the website of the Company, the State Securities Commission, Stock Exchange) within 24 (twenty four) hours from approving the Resolution of the GMS.

11. The answered feedback cards, the minutes of votes counting, the full text of the resolution approved and the related documents attached with the feedback cards, must be kept at the head office of the Company.

12. Resolutions approved in the form of collecting shareholders' opinions in writing shall be approved by a number of shareholders representing at least 51% of the total number of voting shares approved by the GMS.

Article 10. Method of protesting the Resolution of the GMS.

1. In the GMS, shareholders may publicly disagree and use their respective votes to vote or may not participate in the voting.
2. Within 90 (ninety) days from the date of receipt of the minutes of the GMS or the minutes of the voting result on obtaining written opinions from shareholders, the shareholder or group of shareholders as stipulated in Clause 3, Article 11 of the Charter have the right to request the Court or Arbitration to consider and cancel the Resolution of the GMS in the following cases:
   a. Order and procedures for convening a GMS or collecting shareholders' opinions in writing fails to comply with the provisions of the Enterprise Law and the Charter, except for cases stipulated in Clause 2, Article 148 of the Enterprise Law ;
   b. Order and procedures for the issuance of the Resolution violate the law or the Charter.
3. If the Resolution of the GMS is canceled under a decision of the Court or the Arbitrator, the person convening the GMS that the approved Resolution canceled may consider re-organizing the GMS within 90 days in the order, the procedures stipulated in the Enterprise Law and the Charter.

CHAPTER III
BOARD OF DIRECTORS

Article 11. Members of BOD

1. BOD shall have at least 03 (three) members and not exceed 11 (eleven) members. The specific number of BOD's members in each period decided by the GMS. The service term of members of the BOD shall not exceed five (5) years; BOD's members may be re-elected for unlimited terms. Total independent number of BOD must account for at least 1/3 (one-third) of the total number of BOD's members.
2. The members of BOD shall elect one member to be Chairman of the BOD. In case the Chairman resigns or is dismissed, the BOD must elect a replacement within 30 (thirty) days.

Article 12. Membership of BOD

1. The criteria and conditions are the members of the BOD:
   a. Have full capacity for civil acts, not falling under the scope of enterprises management as provided in Clause 2, Article 18 of the Enterprise Law.
   b. Qualified and experienced in the business management of the company and not necessarily as a shareholder of the Company, unless otherwise stipulated by the Charter.
   c. A member of the Board may also be a member of the Board of another company. As of August 1st, 2019, a member of the BOD must not concurrently be a member of the BOD at more than five (05) other companies.
2. Apart from the criteria and conditions specified in Clause 1 of this Article, independent members of the BOD must satisfy the following additional criteria and conditions:
   a. Not a person working for the Company, a subsidiary of the Company; Not a person who has worked for the Company, its subsidiaries for at least three (03) consecutive years.

b. It is not the person who receives salary or remuneration from the Company, except for the allowances that the Board's members receive according to regulations.

c. It is not the person who has spouse, father, adoptive father, mother, adoptive mother, adoptive children, adoptive children, brothers, sisters or siblings being big shareholders of the Company; is the manager of the Company or its subsidiaries.

d. Not a direct or indirect person holding at least 1% of the total number of voting shares of the Company.

e. Not a person who has been a member of the BOD or Supervisory Board of the Company for at least five (05) consecutive years.

3. The Chairman of the BOD can not concurrently hold the position of GD of the Company unless the concurrent appointment is approved at the Annual GMS. As of August 1st, 2020, the Chairman of the BOD can not concurrently hold the position of GD of the Company.

Article 13. Nominating and electing members of BOD

1. Nomination and election for members in BOD are as follows:

a. Shareholders, groups of shareholders satisfying the conditions stipulated in the Charter has the right to nominate candidates for the BOD and must notify the nomination to the BOD no later than 03 (three) working days before the opening of the GMS.

b. Based on the number of Board's members in accordance with the decision of the GMS, the shareholder or group of shareholders stipulated in point a, clause 1 (a) of this Article shall be entitled to nominate one or several candidates for the BOD but not exceeding the maximum nominated by the Charter. In cases where the number of candidates for the BOD is not enough, the BOD may nominate more candidates or nominate candidates according to the mechanism proposed by the current BOD and be approved by the GMS before the nomination.

c. Information relating to the candidates of the BOD (in case the candidate has been identified) shall be announced at least 10 (ten) days before the opening date of the GMS on the Company's website for the shareholders to find out about these candidates before voting. Information regarding minimum published candidates for the BOD includes:

i. Full name, date of birth

ii. Qualification.

iii. Working process.

iv. The names of the companies in which the candidate holds the position of member of the BOD and other managerial positions.

v. Evaluation report on the contribution of the candidate to the Company, if the candidate is currently a member of the BOD.

vi. Benefits related to the Company (if any).

vii. Other information (if any).

d. BOD candidates have a written commitment to the truthfulness, accuracy and reasonableness of the disclosed personal information and commit to perform their duties honestly if elected as a member of the Board.

2. How to vote for a member of the BOD:

   a. Voting for the members of the BOD is carried out by way of voting in proportion of ownership or method of cumulative voting. Before holding the GMS or collecting shareholders' opinions in writing to elect a member of the BOD, the BOD will decide the voting method for electing the Board's members in accordance with the provisions of the Charter.

   In the case of voting for the members of the BOD under method of cumulative voting, each shareholder or the authorized representative of the shareholder has the total number of votes corresponding to the total number of shares held or total number of shares represented by the number of elected members of the BOD and the shareholder has the right to put all their votes in one or more candidates.

   The method of cumulative voting is established by the BOD in the Election Rules.

   b. The elected person for a member of the BOD is determined by the number of votes from high to low, starting with the candidate with the highest number of votes until sufficient number of BOD members (ensuring the minimum number of independent members of BOD) as stipulated in the Charter. Candidates elected as members of BOD must have at least 01 (one) vote. In order to ensure the minimum number of independent members of the BOD in accordance with Clause 1 of Article 24 of the Charter, independent candidates of BOD shall be selected in advance (by from the high to low number of votes for independent candidates). . After selecting a sufficient number of members of the BOD, the selection of the remaining board members will be based on the number of votes cast from high to low (including remaining non-independent and independent BOD candidates).

   c. In cases where two or more candidates gain the same number of votes for the final member of the BOD, they shall re-elect candidates with equal number of votes or select the candidates under criteria in the Election rules. In case there are not enough the number of members of the BOD or independent members of the BOD, the GMS will re-elect until the full number.

Article 14. Dismissal, removal of members of the BOD

Members of the BOD are dismissed, removed in the following cases:

1. That member is not eligible to be a member of the BOD in accordance with the provisions of the Enterprise Law or prohibited by law from being a member of the BOD;
2. That member sends a written request to resign to the Head office of the Company;
3. That member has mental disorders and other members of the BOD have professional evidence that the person has no capacity for behavior;
4. That member does not attend the meetings of the BOD for six (06) consecutive months without the Board's approval, except for the force majeure event;
5. That member is dismissed in accordance with the decision of the GMS.
6. Other cases stipulated by the Charter.

Article 15. Announcement about the election, dismissal and removal of members of the BOD

The election, dismissal and removal of members of the BOD must be disclosed in accordance with the laws and regulations of the Company.

Article 16. Order and procedures for holding a Meeting of BOD

1. BOD shall hold meetings in accordance with the order stipulated in the Charter and the Regulations on the organization and operation of the BOD.
2. Chairman of BOD s is responsible for convening meetings of the BOD, preparing the agenda, meeting time and place. In case of necessity, the Chairman may authorize another member of the BOD to perform this responsibility and take responsibility or such authorization.
3. If the Chairman does not agree to convene an extraordinary meeting of the BOD in accordance with Clause 4 of Article 153 of the Enterprise Law, the Chairman of the BOD shall be liable for any damages caused to the Company. Those who propose to hold such extraordinary meeting have the right to replace the BOD to convene an extraordinary meeting of the BOD.
4. The meeting of the BOD, meeting agenda, time, place and related documents must be notified to the Board's members in advance within the time limit prescribed by law and the Charter.
5. Meetings Minutes of the BOD must be detailed and clear and complete in accordance with the law. Meetings Minutes of the BOD must be kept in accordance with the law and the Charter.

Article 17. Conditions for voting and voting method at the meeting of the BOD,

1. Conditions for the meeting of the BOD,
   a. The first meeting of the BOM shall be conducted only when there are at least three/fourth (3/4) members of the BOD present directly or through the authorized representative.

      In case of insufficient number of members attending the meeting, the meeting must be re-convened within 07 (seven) days from the proposed date of the first meeting. A re-convening meeting shall be held if more than ½ (half) of the members of the Board attending the meeting.

   b. Meetings on the phone or other forms of communication. A meeting of the BOD may be organized in the form of a meeting among the members of the BOD when all or some of the members are in different locations provided that each member of the BOD may:

      - Listen to each other members of the BOD at the meeting;
      - That person can speak to all other participants concurrently.

      The exchange between members can be made directly by telephone or by other means of communication or by a combination of all these methods. Members of BOD who attend such meetings are considered "present" at the meeting. The meeting venue held under this regulation is the place where the largest group of board members gather or, if no such group is present, the place where the chair of the meeting is present.
2. Voting method and approving resolution of the BOD:

a. Each member of the BOD: or authorized person present at the meeting of the BOD shall have one vote. The BOD approved the decisions and issued resolutions at the meeting based on the approval of the majority of the Board's members present (over 51%). In cases where the number of votes is equal, the final decision shall belong to the side with the Chairman's opinion.

b. Decisions adopted during a telephone are held and proceeded in a legally effective manner and take effect as soon as the end of the meeting.

c. Resolutions in the form of written comments are approved on the basis of the approval of the majority of Board's members with voting rights. This resolution comes into effect and the value of the resolution adopted by the Board's members at the meeting is summoned.

Article 18. The Meeting minutes and resolutions of the BOD

1. The secretary of the Board is also the person who recorded the meeting minutes of the BOD. The secretary records the progress of the Board meeting in a sufficient, detailed and clear manner and can record the meeting to ensure the accuracy of the content, progress and results of the meeting.
2. The Chairman of the Board is responsible for passing the meeting minutes of the Board of Director to members and the minutes as evidence of the work done at those meetings, unless there are objections to the contents of the minutes of the meeting. 10 (ten) days after the transfer.
3. Meeting Minutes of BOD are made in Vietnamese and English, signed by the Chairperson and the recorder. In the event that the minutes of the meeting differ between Vietnamese and English, the Vietnamese version shall be prevailed.
4. The Company is responsible for announcing the resolutions of the BOD in accordance with the regulations of the State Securities Commission, the Stock Exchange and the law.

Article 19. Committee of BOD

1. The BOD may set up committees to support the activities of the BOD, such as the Human Resources Committee, the Strategy Committee, the Audit Committee and other committees. The BOD appoints one member of the BOD as the Head of the Human Resources Committee. The establishment of committees must be approved by the GMS.
2. In case, Human Resources Subcommitte can not be established, the BOD can assign independent members to assist the BOD in personnel activities, salary, and reward.
3. The BOD shall stipulate in detail the establishment of the Sub-Committee, the responsibilities of each Sub-Committee, the responsibilities of the members of the Sub-Committee or the responsibilities of the independent members to be in charge of human resources, payroll.

Article 20. Secretary of the BOD

1. Secretary of the BOD is appointed by the BOD and is also the person in charge of the Company. The term of the Secretary shall be decided by the BOD, not exceeding five (05) years.

2. The secretary of the BOD who is in charge of corporate governance must be a person who is knowledgeable in law and may not concurrently work for an independent auditor who is auditing the financial statements of the Company.
3. The secretary of the BOD in charge of corporate governance has the following rights and obligations:
   a. Advise the Board on the organization of the GMS in accordance with regulations and related work between the Company and its shareholders;
   b. Prepare meetings of the BOD and the GMS as required by the BOD;
   c. Advise on the procedures of meetings and attending meetings;
   d. Advise on procedures for resolving Resolutions of the Board in accordance with the law;
   e. Advise the BOD on legal issues and compliance issues related to the activities of the Board.
   f. Provide financial information, copies of meeting minutes of the BOD, other information for members of BOD and members of committees of BOM;
   g. Supervise and report to the Board of Directors about disclosure of information of the Company;
   h. Make confidentiality of information in accordance with the laws and regulations;
   i. Other rights and obligations in accordance with the law and the Charter.
4. Appointment, dismissal the Secretary of the BOD for the management of the Company in accordance with the law.

CHAPTER IV
BOARD OF EXECUTIVES

Article 21. Standards for members of the BOE

1. The GD must meet all standards and requirements in accordance with the Enterprise Law and the Charter.
2. Qualifications and conditions for the position of Deputy GD:
   a. Having full capacity for civil acts and not being prohibited from managing the enterprise;
   b. A qualified professional in the field of business activities of the company, capable of organizing the direction and performance of assigned tasks in the assigned field;
   c. University degree or higher;
   d. Other requirements as required by the BOD at any time in accordance with the Company's operation.
3. Criteria and conditions to work as Chief accountant
   a. Not being persons who are not allowed to work as accountants defined in Article 51 of the Accounting Law;

b. They must have good ethical qualities, professional ethics, honesty and sense of observance and protection of interests, policies and regimes on financial and economic management according to the provisions of law and regulations of the Company;

c. Must have at least two (2) years of professional experience in accountancy and have a certificate of chief accountant in accordance with law on accounting;

d. Other requirements as required by the BOD at any time in accordance with the Company's operation.

4. Other managers of the Company must meet the specific standards corresponding to each position appointed by the Company, the ability to implement and the diligence necessary to run the activities and organizations for the Company's goals as achieved.

Article 22. Order and procedures for appointment, dismissal or removal

1. Order and procedures for appointing members of the BOE:

a. The BOD appoints the GD for a term of no more than five (5) years, based on the written nomination of the Human resources Sub-Committee and shall report to the nearest GMS on this appointment.

b. The BOD selects and appoints other Executives as proposed by the GD and based on the advice of the BOD (if any).

c. The GD selects and appoints other executives who are not within the authority of the BOD (if any).

d. Salary, benefits and other terms in the labor contract for the GD decided by the BOD and the labor contract with the Executives appointed by the Board will be decided by the BOD after consultation with the GD. Information about salaries, allowances, interests of the GD should be reported to the Annual GMS and included in the Annual report, the financial statement of the Company.

e. The GD determines salary, benefits and other terms in the labor contract to other Executives who do not fall under the authority of the BOD (if any).

2. Order, procedures for removal, dismissal, transfer of members of the BOE.

a. The competent authority shall appoint the competent authority to remove and transfer the position.

b. Members of the BOE may be dismissed or removed in the following cases:

i. No longer meet the standards and conditions as prescribed by the Company, the Charter and the law;

ii. Application to resign in writing to the Board of (or GD if the position appointed by the General Director);

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

iv. Violation of labor discipline at the level of disciplinary action or dismissal in accordance with the Company's labor regulations and labor law; or

v. Other cases where the BOD (or the GD if the position is appointed by the GD) deems necessary for the benefit of the Company.

The BOD (or the GD if the position is appointed by the GD) shall have the right to transfer a member of the BOE to another position suitable for his or her professional qualification, capacity and strength as well as the actual situation of the Company, whether at the equivalent level or lower level, provided that such transfer is not contrary to the provisions of the labor contract and the law.

3. Notice of appointment, removal and transfer of members of the BOE.
   a. The appointment, removal and transfer of members of the BOE will be notified to that member by handing the decision directly to the person and notify the entire staff in the suitable form selected by the BOD (or GD if the position appointed by the GD) (if necessary).
   b. The appointment, removal and dismissal of the GD must be disclosed in accordance with the law.

CHAPTER V.
PREVENTION OF BENEFITS CONFLICT AND TRANSACTIONS WITH THE PARTIES HAVING RIGHTS RELATED TO THE COMPANY

Article 23. Responsibility of honesty and benefit conflicts of the members of the BOD, the BOE

1. Members of BOD, the BOE must publicize the related interests in accordance with the provisions of the Enterprise Law and related legal documents.
2. Members of the BOD, the BOE and their affiliates are not permitted to use business opportunities that may be of benefit to the Company for personal purposes; may not use the information obtained by virtue of his or her position for personal gain or for the benefit of another organization or individual.
3. A representative of the company signing the contract as stipulated in Article 162 of the Enterprise Law must notify the members of the BOD about the subjects related to the contract or transaction; At the same time, the draft contract or the main content of the transaction. The company must disclose information in accordance with the Company's regulations.
4. Unless otherwise decided by the GMS, the Company shall not provide loans or guarantees to members of the BOD, the the BOE and other individuals and organizations related to the above members, except for companies and organizations related to this member are companies in the same Group or companies operating under a group of companies, including parent companies - subsidiaries, economic groups and specialized law with other regulations.
5. A member of the BOD is not entitled to vote on any transactions in which the member or his / her affiliated person is involved, including transactions in which the material or non-material interests of the Board's members have not been determined. .
6. A member of the BOD, the BOE or affiliated person must not use the information that has not been disclosed to the Company for disclosure to other persons or to carry out related transactions on their own.

Article 24. Ensure the legal rights of persons with interests related to the Company

1. The Company respects the legitimate interests of the Company's stakeholders including banks, creditors, employees, consumers, suppliers, the community and others with related

interests to the Company.

2. The Company actively cooperates with the Company's stakeholders and encourages them to make constructive comments on the business situation, financial position of the Company and other related matters. The relationship between them and the Company is through direct meetings with the BOD, the GD.
3. The Company must pay attention to issues of welfare, environmental protection, common interests of the community and corporate social res/ponsibility.

CHAPTER VI. PROCEDURES AND COORDINATION PROCEDURES BETWEEN BOD AND BOARD OF EXECUTIVES

Article 25. Procedures for convening the meeting, notice of invitation for the meeting, announcing the meeting results between the BOD and the BGD

1. A member of the BGD (not a member of the BOD) may be convened to attend the meetings of BOD when the Board deems it necessary. In this case, the Chairman of the BOD or the convener must send the meeting invitation and accompanying documents to the BGD as to the members of the BOD. The BGD is obliged to directly or nominate a representative to attend the meeting of the BOD…according to the notice of invitation for the meeting.

   The members of the BGD may participate in discussions and advise the BOD but shall not have the right to vote. The Chairman will send a written notice of the BOM's Resolution to the GD within 7 (seven) days after the end of the meeting.
2. When necessary, the GD may invite some members of the BOD to attend the meeting of the BOD to advice on related issues. Invitations are sent to the invitee as for members of the BOD. The GD will send a written notice of this meeting to the BOD within 07 (seven) days after the end of the meeting.

Article 26. Convocation of the BOD as requested

1. The Chairman of the BOD must convene a meeting of the BOD in the following cases when one of the following subjects so requests in writing stating the purpose of the meeting, matters to be discussed:
   a. The GD or at least 05 (five) other managers;
   b. At least two (2) executive members of the Board.
2. The request must be made in writing, clearly stating the purpose, issues to be discussed and decided within the authority of the Board.
3. The meeting of the Board mentioned in Clause 1 of this Article must be conducted within 07 (seven) working days from the date of receipt of the request. If the Chairman does not accept the meeting as proposed, the Chairman of the BOD shall be liable for any damages to the Company; Persons who propose to hold a meeting referred to in Clause 1 of this Article may convene the meeting by themselves.

Article 27. The GD reported, provided information to the BOD

1. The GD 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 appropriate budget as well as the annual financial plan as stipulated in the Charter.
2. Prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) for the long-term, annual and quarterly management of the Company in accordance with the business plan. The annual budget (including balance sheet, Report on production and business activities and the expected cash flow statement) for each financial year must be submitted to the Board for approval and must include the information specified in the regulations of the Company.
3. Be responsible to the Board on the performance of assigned tasks and powers and reporting to the relevant authorities when requested.

Article 28. Coordination of control, operation, supervision between the members of the Board, and the BOE

Members of the Board, and the BOE will regularly exchange work and provide information in the spirit of cooperation, support and facilitate each other for the benefit of the company.

CHAPTER VII
EVALUATION OF REWARDS AND DISCIPLINE ACTIVITIES FOR MEMBERS OFBOD AND BOARD OF EXECUTIVES

Article 29. Method of performance evaluation

1. The evaluation of the performance of members of the BOD, BOE shall comply with the regulations of the Company and one / several / all the following methods (if any):
   a. Self-evaluation;
   b. Evaluate the performance periodically for 6 months;
   c. Annual performance reviews are conducted at the end of the year;
   d. Organizing the collection of polls or unexpected trust;
   e. Other methods are selected by the Board from time to time.
2. The BOD will conduct the assessment of the activities of the Board's members and the titles appointed by the BOD,
3. The GD will conduct the assessment of the positions appointed by the GD.
4. Evaluation results are used as information for the process of considering emulation and reward according to the Company's regulations.

Article 30. Performance evaluation criteria

Criteria for evaluating the performance of members of the BOD, BOE based on the following criteria, including:

1. The performance results of the assigned tasks shall include the level of completion, volume, quality and efficiency of the individual's work and the development and operation of the unit.

2. Management ability, style, management attitudes in work, anti-bureaucracy, corruption, waste.
3. Unite, coordinate within the Unit, between units and level of trust with staff.
4. The spirit of learning to improve the level, honesty, work in the organization, sense of organization, discipline, sense of responsibility in the work assigned and positions are in charge.
5. Moral qualities, lifestyle, perception, thought of compliance and observance of the Charter, internal rules and laws.
6. Other criteria from time to time.

Article 31. Evaluation rank

1. Based on the results of the assessment, the classification of members of the BOD and BOE is as follows:
   a. Complete the assigned tasks excellently.
   b. Complete the assigned tasks well
   c. Complete the assigned tasks
   d. Fail to fulfill the assigned tasks.
2. The written evaluations of the activities of the members of the BOD, the BOE must be kept at the Company

Article 32. Reward and discipline

1. Reward:
   a. Members of the BOD, BOE who have achievements in the management and operation of the Company and other tasks assigned to the Company will be considered by the Competent Authority in accordance with the Company's current regulations.
   b. The forms of commendation, order and procedures for commendation will be implemented in accordance with the Regulation on Emulation and Reward of the Company from time to time.
2. Discipline:
   a. Members of the BOD, members of the BGD and executives in the course of performing their assigned duties, who violate the laws, the Charter and other regulations of the Company, shall, depending on the nature and level of consequences will be subject to disciplinary action in accordance with Company's regulations and the law.
   b. The BOD has the authority to decide the discipline of titles appointed by the BOD. The GD has the authority to decide on discipline for the titles assigned by the GD
   c. Disciplinary Guidelines, Forms of handling disciplinary violations, the order and procedures for dealing with breaches of discipline shall be implemented in accordance with the labor regulations and other relevant regulations of the Company and the law.

CHAPTER VIII. IMPLEMENTATION PROVISIONS

Article 33. Validity

1. If any of the provisions of this Regulation conflict with the provisions of the Charter or the provisions of law, the provisions of the Charter and law shall be prevailed.
2. This Regulation takes effect from the date of approval by the GMS, which is published on the website of the Company. This regulation replaces the previously issued Regulations (if any).
3. The amendment, supplement, replacement, cancellation or annulment of this Regulation shall be considered by the BOD and submitted to the GMS for approval.

ON BEHALF OF BOD

CHAIRMAN

PHAM HONG DUONG