JOINT STOCK COMPANY **THANH THANH CONG - BIEN HOA**	**SOCIALIST REPUBLIC OF VIETNAM** **Independence - Freedom - Happiness**

Tay Ninh, on ...

WORK REGULATIONS

ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE YEAR 2017 - 2018

This regulation specifies the rights and obligations of shareholders, participants of the General Meeting and parties to the General Meeting; Regulations on the conditions and procedures for conducting the General Meeting, the form of public voting.

Article 1. The working principle of the General Meeting

1. Ensure the principle of working publicly, fairly, and democratically.
2. For the benefit of shareholders and meeting the demand of sustainable development of Thanh Thanh Cong - Bien Hoa JSC (TTC - BH)

Article 2. Conditions for attending the General Meeting

Shareholders or authorized representatives of shareholders named in the list at the closing date of the right to attend the General Meeting are entitled to directly attend the meeting or authorize another person to attend the meeting.

Article 3. Order of the General Meeting

1. All shareholders attend to the General Meeting with formal clothes.
2. Shareholders sit in the right area arranged by the Organizing Committee.
3. No smoking in the General Meeting Room.
4. Limit your own talking and move your mobile phone to vibrate mode during the General Meeting.

Article 4. Rights and obligations of the Shareholders or authorized representatives

1. Have right to vote on all issues of the General Meeting in accordance with the provisions of the Charter of TTC-BH and in accordance with the law.
2. Have the right to speak directly at the General Meeting or write comments on the comment votes and send them to the Organizing Committee for the resolution, comments in writing are valued as comments directly at the General Meeting.
3. When there is a need to speak directly at the General Meeting, the shareholders or authorized representatives shall register with the Organizing Committee; when being invited to speak, the shareholders should clearly state their names and present their contents. The contents should be short, centered in accordance with the contents of the Meeting agenda that has been adopted. The Chair will arrange for shareholders to speak in the order of registration, and answer questions from shareholders.
4. Each shareholder or his / her authorized representative attending the General Meeting must bring along his / her identity card or other identification card, confirmation of attendance or power of attorney(if any) to carry out registration procedures and check shareholder status, receive the Voting card.

5. A shareholder or the authorized representative is obliged to attend the General Meeting on time. In case of late arrival, shareholders still have right to attend and vote, however, the chair shall not be entitled to stop the General Meeting and the validity of previous voting will not be affected.
6. Comply with the direction of the Chair and the Organizing Committee; assuring the order in the General Meeting.

Article 5. Rights and obligations of the Shareholder Status Checking Board

1. The Shareholder Status Checking Board is established by the Board of Directors of TTC-BH. The Shareholder Status Checking Board shall have the following responsibilities:
    a) Check the status of shareholders or the authorized representatives attending the General Meeting;
    b) Check ID cards or other identification papers, confirmation of attendance, power of attorney of shareholders or the authorized representatives of shareholders attending the meeting ;
    c) Send Voting cards, Election Polls and documents to shareholders or the authorized representatives of shareholders;
    d) Report on the results of the shareholder status checking at the General Meeting.
2. The Shareholder Status Checking Board has the right to establish the assisting division to fulfill the duties of the Board.

Article 6. Rights and obligations of the Vote counting board

1. The vote counting board is nominated by the Chairman and approved by the General Meeting of Shareholders. The vote counting board shall:
    a) Guide how to use the voting card;
    b) Conduct public counting Voting cards;
    c) Consolidate and announce the voting results of each issue.
2. The Chair may set up an assisting division for the Vote counting board to fulfill its duties.

Article 7. Rights and obligations of the Chair and the secretariat of the General Meeting.

1. The General Meeting of Shareholders elects the Chair to direct the General Meeting.
2. Rights and obligations of the Chair:
    a) Control the General Meeting in accordance with the agenda, the rules of the regulations have been approved by the General Meeting. The Chair works on the principle of democratic centralism and decides by majority.
    b) Instruct the General Meeting to discuss and vote on issues in the agenda of the General Meeting and related matters during the General Meeting.
    c) Have the right to postpone the General Meeting of Shareholders with enough subscribers to attend and move to another time or change the meeting place in the following cases:
        (i) The meeting place does not have enough seats for all attendees;

(ii) The means of information at the meeting place do not guarantee participants to participate, discuss and vote;

(iii) Some participants in the meeting have behaved in a manner that obstruct or disturb the order, threaten to cause the General Meeting not to proceed in a fair and legal manner.

d) Resolve problems arising (if any) during the General Meeting.

e) The decision of the Chair about the order, procedures or events arising outside the agenda of the General Meeting will be the highest judgment.

3. The Secretariat takes responsibilities as follow:

a) Fully and honestly record all the contents of the General Meeting and issues approved by the shareholders, including matters reserved at the General Meeting;

b) Receive shareholders' suggestions;

c) Draft minutes of meetings and resolutions on issues approved at the General Meeting;

d) Carry out the support work as assigned by the Chair.

Article 8. Order of conducting the General Meeting

1. The General Meeting shall be conducted when the number of attending shareholders represents at least 51% of the total number of voting shares.

2. How to conduct the General Meeting:

a) The General Meeting will discuss and approve the contents stated in the agenda of the General Meeting of Shareholders;

b) The decision of the General Meeting shall be approved at the meeting when it is approved by the number of shareholders representing 51% or more of the total number of approval votes of all attending shareholders, except for cases specified at Point c of this Clause. .

c) For the following issues, the number of shareholders representing 65% or more of the total number of approval votes of all shareholders attending the meeting:

(i) Making decision on the type of shares and the total number of shares of each type to be offered for sale;

(ii) Changing lines of business;

(iii) Reorganization and dissolution of the Company;

(iv) Changing the organizational structure of the Company;

(v) Making decision on investment or sales of assets valued equal to or greater than 70% of the total value of assets recorded in the latest audited financial statement of the Company.

3. Minutes of the General Meeting of Shareholders: All items in the meeting must be recorded by the secretariat. The minutes is prepared and approved before the closing of the General Meeting and kept in accordance with regulations.

4. In order to ensure the right to vote, during the meeting, the shareholders limit out, in case shareholders need to go out, they must carry out procedures to authorize the Chair of the delegation on behalf of shareholders to attend and vote at the General Meeting, in case of non-performance of the authorization, shall be deemed to have automatically agreed the Chair to vote on his / her behalf at the General Meeting.

Article 9. Voting approval for issues of the General Meeting

All issues of the agenda of the General Meeting are adopted by voting publicly by all shareholders by voting cards (except for issues approved by secret ballot). Each shareholder attending the meeting will be granted a Voting card. The voting card includes the registration number, the full name of the shareholder, the full name of the authorized representative and the number of votes of the shareholder.

1. Shareholders vote by voting in public ballots or voting in the ballot in the form of secret ballot.
2. Shareholders, representatives of shareholders are entitled to attend the General Meeting of Shareholders shall have the right to vote on matters falling under the authority of the General Meeting of Shareholders, the voting right corresponding to the number of shares owned and the number of authorized shares.
3. The General Meeting shall discuss and vote on issues in the program content. Voting is conducted by specifying the number of approval votes, then determining the number of disapproval votes, ultimately determining the number of votes that have no opinion. The result of the vote counting is made and announced right before the closing of the General Meeting.

Article 10. Electing members of the Board of Directors

The principles and methods of election are set out in the Regulations on election of the Board of Directors.

ON BEHALF OF BOARD OF DIRECTORS

CHAIRMAN

PHAM HONG DUONG

This document is simply a translation which is for informational purposes only and is not a substitute for the official policy. If any questions arise related to the accuracy of the information contained in the translation, please refer to the Vietnamese version of the document. Any discrepancies or differences created in the translation are not binding and have no legal effect for compliance or enforcement purposes