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THANH THANH CONG – BIEN HOA JOINT STOCK COMPANY

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

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Tay Ninh, date..............................2021

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

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS

FOR THE FISCAL YEAR 2020 - 2021

(Regarding the approval on promulgation of Regulations on organization and operation of Board of Directors in replacement of the current regulations)

- *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 Regulations on organization and operation of Board of Directors 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 Regulations on organization and operation of Board of Directors attached to Resolution No. 04c/2018/NQ-HDQT dated April 20th, 2021 of Thanh Thanh Cong – Bien Hoa JSC ("**Current Regulations on BOD organization and operation**"),*
- *Pursuant to The Minute of General Meeting of Shareholders No. ...../2021/BB-DHDCD dated 2021,*

RESOLVE

Article 1. Approval on promulgation of the to Regulations on organization and operation of Board of Directors in replacement of the Current Regulations. The details of the

Regulations on organization and operation of Board of Directors 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

Recipient:

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

HUYNH BICH NGOC

APPENDIX. THE REGULATIONS OF ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS

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

SOCIALIST REPUBLIC OF VIETNAM
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THE REGULATIONS OF ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS

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. Governing scope

These Regulations regulate the structure organization, operational principles, powers and obligations of the Board of Directors and members of the Board of Directors for the purpose of operation in accordance with the Law on Enterprises, the Company Charter and other provisions of relevant law.

Article 2. Applicable entities

Members of the Board of Directors, Committees of the Board of Directors and related individuals and units.

Article 3. Definition

1. In this Regulations, the following terms shall be construed as follows:
   a. Company: means Thanh Thanh Cong – Bien Hoa Joint Stock Company.
   b. Charter: means the Charter of Thanh Thanh Cong - Bien Hoa Joint Stock Company.
   c. GMS: means General Meeting of Shareholders.
   d. BOD: means the Board of Dircetors.
   e. CEO: means the General Director of the Company.
   f. Deputy CEO: means Deputy of Chief Executive Officer.
   g. Law on Enterprise: means Law on Enterprise No. 59/2020/QH14 was passed by the National Assembly on 17 June 2020.
   h. Law on Securities means Law on Securities No. 54/2019/QH14 was passed by the National Assembly on 26 November 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 and other executives (if any) as prescribed in the Charter.
   k. Executive Board: is the staff member assigned and authorized by the BOD / authorized person of the BOD to carry out activities approved by the BOD during the implementation of production and business activities of the Company.
   l. Related Person: means an individual or organization specified in Clause 46, Article 4 of the Law on Securities.
   m. BU: Means Business Unit. BU include companies specified in the Ruless on Management of Business Unit.
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 Rugulations) 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. The principles of organization and operation of the Boad of Directors

The organization and operation of the BOD must comply with the following principles:

1. The BOD works on the collective principle. Members of the BOD are personally responsible for their own work and jointly responsible to the GMS and before the law for resolutions and decisions of the BOD with respect to the development of the Company.
2. To perform the assigned rights and duties in an honest, careful and best manner in order to ensure the maximum legitimate interests of shareholders and the Company. At the same time, it is necessary to avoid conflicts of personal interests that may cause damage to the Company.
3. The BOD assigns the CEO the task of organizing and managing implementation of its resolutions and decisions.

CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS

Article 5. Rights and obligations of members of the BOD

1. Members of the BOD have full rights in accordance with the Law on Securities, relevant laws and the Charter, including the right to be provided with information and documents on the financial status and business operations of the Company and of the entities in the Company.
2. Members of the BOD have the rights and obligations stipulated in the Charter and the following rights and obligations:
   a. To perform their own tasks in an honest and diligent manner in the best interests of the shareholders and the Company;
   b. To fully attend meetings of the BOD and to express opinions on the matters discussed, directly discuss and participate in voting or send an opinion sheet to participate in voting (in case of absence at the meeting) to decide on issues under the content of the meeting, personal responsibility before the law, before the GMS and before the BOD for their opinions;
   c. To report on a timely and full manner to the BOD amounts of remuneration received from subsidiaries, affiliates and other organizations;
   d. To report to the BOD at the nearest meeting transactions between the Company or a subsidiary or another company in which the Company controls more than fifty (50) percent of the charter capital and a member of the BOD or a related person of such member; or transactions between the Company and a company in which a member of the BOD is a founding member or a manager of the enterprise within the most recent three (3) years prior to the transactions;
   e. To disclose information upon trading of share certificates of the Company in accordance with law;
   f. Research and evaluate the situation and results of operations, contribute ideas to the development of mission directions and annual, quarterly and monthly business plans.
   g. Assigned by the BOD to be in charge of one or a number of activities of the BOD, authorized to decide and sign a number of documents related to the areas in charge of activities.

h. Report to the State Securities Commission and disclose information on transactions related to shares of the Company between that member and related persons in accordance with the law.

3. In addition to the rights and obligations mentioned in Clauses 1 and 2 of this Article, the independent members of the BOD must prepare an assessment report on the operation of the BOD.

Article 6. Right to be provided with information of members of the BOD

1. Members of the BOD have the right to request the CEO, the Deputy CEO, or other managers in the Company to provide information and documents on the financial status and business operations of the Company and of the entities in the Company.

2. The manager receiving such request must provide information and documents in time, fully and accurately at the request of a member of the BOD. The sequence and procedures for requesting and providing information are stipulated in the Charter.

Article 7. Term of office and number of members of the BOD

1. The number of members of the BOD shall be at least three (03) and at most eleven (11). The specific number of members of the BOD in each period shall be decided by the GMS.

2. The term of office of members of the BOD shall not exceed five (05) years. A member of the Board may be re-elected for an unlimited number of times. An individual shall be elected to be an independent member of the BOD for no more than 02 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.

4. The number of independent members of the BOD is determined according to the provisions of Clause 4, Article 276 of Decree 155/2020/ND-CP. The rights, obligations, and methods of organization and co-ordination of activities of independent members of the BOD are determined in accordance with the law, the Charter, the internal regulations on corporate governance, and this Rules.

Article 8. Criteria and conditions for acting as member of the BOD

1. A member of the BOD must satisfy the following criteria and conditions:

   a. Not falling into the categories of entities stipulated in 17.2 of the Law on Enterprises.

   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 of the Company; or not being a person having worked for the Company, the parent company or any subsidiary of the Company for at least the three (3) consecutive 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; or a manager of the Company or its subsidiary;

d. Not being a person directly or indirectly owning at least one (1) percent 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 five (5) consecutive preceding years, except in the case of appointment for two (2) consecutive terms;

3. An independent member of the BOD must notify the BOD of his or her failure to satisfy all the criteria and conditions stipulated in clause 2 above; 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 nearest GMS or must convene a meeting of the GMS to elect an additional or a replacement independent member of the BOD within six (6) months from the date of receipt of the notice from the relevant independent member of the BOD.

Article 9. Chairman of the BOD

1. The Chairman of the BOD is elected, removed or discharged by the BOD from among members of the BOD.
2. The Chairman of the BOD of the Company is not act concurrently as the CEO.
3. The Chairman of the BOD has the following rights and obligations:
    a. To prepare working plans and programs of the BOD

    b. To prepare the program, agenda and documents for meetings of the BOD; and to convene, preside over and chair meetings of the BOD;

    c. To organize for resolutions and decisions of the BOD to be passed;;

    d. To monitor the implementation of resolutions and decisions of the BOD;

    e. To chair meetings of the GMS;

    f. Other rights and obligations in accordance with the Law on Enterprises.
4. Where the Chairman of the BOD is absent or is not able to perform his or her duties, he or she must authorize in writing for the Permanent Vice Chairman of the BOD to exercise the rights and perform the obligations of the Chairman of the BOD. Where no person is authorized or the Chairman of the BOD is dead, lost, is temporarily detained in prison, serves a prison sentence, is subject to administrative measures in a compulsory drug rehabilitation establishment or compulsory educational establishment, absconds from his or her place of residence, has his or her capacity for civil acts restricted or lost, has cognitive difficulties or difficulties with behavioural control, or is prohibited by a court from assuming a certain position or practising or doing certain work then the remaining members shall select one of them to hold the position of the Chairman of the BOD on the principle of agreement by the majority of the remaining members until there is a new decision of the

BOD.

5. 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:
   a. To assist the convention of meetings of the GMS or of the BOD; to record minutes of meetings;
   b. To assist members of the BOD to exercise their assigned rights and perform their assigned obligations;
   c. To assist the BOD to apply and implement the corporate governance principles;
   d. 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;
   e. Other rights and obligations as stipulated in the regulations of law.

Article 10. Rights and obligations of the Vice Chairman(s) of the BOD

The Permanent Vice Chairman of the BOD or the Vice Chairman(s) of the BOD shall be elected, relieved of duty or dismissed by the BOD from among the members of the BOD. The Permanent Vice Chairman of the BOD or the Vice Chairman(s) of the BOD has the following rights and obligations:

1. Advise the Chairman of the BOD in corporate governance and assist the Chairman of the BOD in managing the activities of the BOD.
2. Assigned by the BOD to be in charge of one or a number of activities of the BOD, authorized to decide and sign a number of documents related to the areas in charge of activities.
3. Substitute for the Chairman of the BOD to convene and chair meetings of the BOD, manage the activities of the BOD and perform the functions of corporate governance in the absence of the Chairman of the BOD, provided that such replacement has been approved by the Chairman of the BOD authorizes in writing.

Article 11. Discharge, removal, replacement and addition of members of the BOD

1. A member of the BOD shall be disscharged by the GMS in the following cases:
   a. Failure to satisfy the criteria and conditions stipulated in the Law on Enterprises;
   b. Upon written notice of resignation which is approved;.
2. A member of the BOD shall be dismissed when failure to participate in activities of the BOD for six (6) 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 Clause 1 and 2 of this Article.
4. The BOD must convene a meeting of the GMS to elect additional members of the BOD in the following cases:
   a. The BOD must convene a meeting of the GMS within sixty (60) days from the date on which the number of members is reduced by more than one third (1/3) of the number stipulated in Clause 1 Article 7 of this Rules;

b. The number of independent members of the BOD is reduced and does not ensure the percentage stipulated in Clause 4 Article 7 of this Rules;

c. Except for the cases stipulated in sub-clauses (a) and (b) above, the GMS shall elect new members to replace members of the BOD who have been removed or discharged at the next meeting.

Article 12. Method of election, discharge or removal of members of the BOD

1. The election and nomination of persons to the BOD shall be carried out as follows:

a. Shareholders, groups of shareholders satisfy the conditions specified in the Charter have the right to self-nomination, nominate candidates for the BOD and must notify the BOD at least 03 working days before the date of the meeting or the date for returning the opinion form to the Company to addition election of member of the BOD.

b. Based on the number of members of the BOD according to the decision of the GMS, a shareholder or group of shareholders specified at Point a, Clause 1 of this Article is entitled to nominate one or several people as a candidate for the BOD but must not exceed the maximum allowed limit nominate according to the Charter. Where the number of candidates for the BOD is still insufficient via self-nomination, nomination, the current BOD may nominate more candidates or organize the nomination in accordance with the Charter of the Company. The nomination of candidates of the current BOD must be clearly announced prior to the voting by the GMS on election of members of the BOD in accordance with the laws.

2. Method of 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 this Charter.

b. 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 Regulations and submitted to the GMS for approval before the election.

c. 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 Clause 4, Article 7 of this Regulations, 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).

d. 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 Regulations. 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.

3. Discharge or removal of members of the BOD shall be decided by the GMS in accordance with the voting principles.

Article 13. Notice of election, discharge or removal of members of the BOD

1. If candidates for the BOD have been identified, the Company must announce information about such candidates at least ten (10) days prior to the opening date of the GMS on its website in order for shareholders to seek information about such candidates before voting. Candidates for the BOD must undertake in writing that the announced personal information is truthful and accurate, and must undertake to implement their duties honestly, prudently and in the best interests of the Company if they are elected as members of the BOD. The announced information relating to candidates for the BOD comprises:
   a. Full name and date of birth.
   b. Professional qualifications;
   c. Working history;
   d. Other managerial positions (including positions of the BOD, other management titles of other companies);
   e. Interests relevant to the Company and its related parties;
   f. Other information (if any) in accordance with laws
2. The results of election, discharge or removal of members of the BOD shall be notified in accordance with the provisions guiding information disclosure.

CHAPTER III. BOARD OF DIRECTORS

Article 14. Organizational Structure Board of Directors

The organizational structure of the BOD includes:

1. 01 (Once) Chairman of the BOD.
2. 01 (Once) Permanent Vice Chairman of the BOD.
3. (Other) Vice Chairman of the BOD (maybe or not belongs to decision of the BOD each period).
4. Members of the BOD.

Article 15. Roles and functions of the Board of Directors

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 authority of the GMS.
2. Corporate governance functions of the BOD
   a. Orientation, goal planning and set out solutions and policies for the development of the Company and its members in the medium and long term and in each period.

b. Directing the development and approval of the annual business - financial plan.

c. Directing the development and promulgation of a system of regulatory documents from the concretization of the laws, in order to create an appropriate legal corridor to regulate all activities of the Company according to its competence.

d. Directing and supervising the organization and implementation of development goals, strategies and business plans of the Company and its members in each financial year.

e. Building and improving the organizational structure-operating mechanism in accordance with the development requirements of the Company and its members in each period

f. Building, developing and managing the resources of framework staff and planning staff for the positions under the appointment authority of the BOD, and directing the Executive Board to build human resources to meet the development requirements of the Company.

3. Management functions of the BOD

a. On behalf of the GMS, manage the Company, supervise the executive activities of the CEO and other Executives in complying with the law, complying with regulations and the situation of organizing the implementation of the Resolutions and Decisions of the BOD.

b. Monitor and manage shareholders - stocks - shares - assets of the Company, including the process of transferring share capital.

c. Closely monitor and manage the use of the Company's Funds. Managing investment capital of the Company in each period. Based on the request of the members of the BOD or the CEO, the BOD may decide on solutions to regulate these funds in a safe and effective manner.

d. Monitor, manage and ensure that the process of using capital sources for procurement, construction and upgrading of fixed assets of the Company is done transparently, effectively and in accordance with the law and the Charter.

e. Directly receive and handle issues reported by the representative of the Company's capital at the members.

Article 16. Rights and obligations of the Board of Directors

1. The rights and obligations of the BOD are stipulated by the law, the Charter and the decision of the GMS. Specifically, the BOD has the following powers and duties:

a. To make decisions on strategy, medium-term developmental plans and annual business plan 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 the Law on Enterprises;

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 development, marketing and technology;

h. To decide on investment or sale of assets valued at less than 70% of the total value of assets recorded in the latest financial statement of the Company;

i. To approve contracts for purchase, sale, loan, lending and other contracts of the Company, except for the cases under the authority of the General Meeting of Shareholders includes Clause 3, Article 167 of the Law on Enterprises; point d, Clause 1; point h, k Clause 3, Article 14; Clause 8 Article 35; point b Clause 9 Article 35 of the Charter;

j. To elect, remove or discharge the Chairman of the BOD; To appoint, remove and sign contracts, terminate contracts with the CEO and other important managers at the request of the CEO; To make decisions on the salary, remuneration, bonus and other benefits of such managers; To appoint representatives authorized to participate in the Members' Council or the General Meeting of Shareholders in other companies and decide on their remuneration and other benefits of such person;

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

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

m. To approve agenda and contents of documents for the meetings of the GMS, convening the meeting of the GMS or to obtain opinions in order for the GMS to pass a resolution;

n. To submit audited 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 decide to issue Regulations on organization and operation of the BOD, internal regulations on corporate governance after the GMS approved; To decided to issue the Regulations of organization and operation of the Audit Committee under the BOD, the Regulations on information disclosure of the Company;

q. To decide on investments that are not included in the business plan or investments that exceed 10% of the value of the annual business plan and budget but are not under the authority of the GMS;

r. Review and handle violations that cause damage to shareholders and the Company for positions appointed by the BOD;

s. Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other provisions of law and the Charter.

2. The BOD approve resolutions and decisions by voting at the meeting, collecting opinions in writing or in other forms prescribed by the Charter. Each member of the BOD has one vote.

3. In case a resolution or decision passed by the BOD is contrary to the provisions of law, the resolution of the GMS, or the Charter, causing damage to the Company, the members who approve the adoption of such resolution or decision must jointly and individually responsible for such resolutions and decisions and must compensate the Company for damage; Members who object to the adoption of the above resolution are exempt from liability. In this case, shareholders of the company have the right to request the Court to suspend the implementation or annul the aforesaid resolution or decision.

Article 17. Rights and tasks of the Board of Directors on approving and signing transaction contracts

1. The BOD approve contracts and transactions with a value of less than 35% of the total asset value recorded in the latest financial statement and is not a transaction that results in the total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total value of assets recorded in the most recent financial statement between the Company and one of the following entities:
   a. Members of the BOD, CEO, other executives and related persons of these subjects;
   b. Shareholders, authorized representatives of shareholders owning more than 10% of the total common share capital of the company and their related persons;
   c. Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.
2. The important contents of contracts and transactions mentioned in Clause 1 of this Article as well as the relationships and interests of members of the BOD and related persons of members of the BOD must be reported to the BOD. The BOD approve these contracts and transactions by the majority of votes of members of the BOD who have no relevant interests.

Article 18. Responsibilities of the Board of Directors in convening an Extraordinary General Meeting of Shareholders

1. The BOD must convene an extraordinary GMS in the following cases:
   a. The BOD considers it necessary for the benefit of the Company;
   b. When the number of remaining members of the BOD is less than the minimum number of members prescribed by law;
   c. When the number of remaining independent members of the BOD is less than the minimum number of members as prescribed by law;
   d. A shareholder or group of shareholders specified in Clause 3, Article 11 of the Charter requests to convene the GMS by means of a written recommendation. The written request to convene must clearly state the reason and purpose of the meeting, be signed by all relevant shareholders, or the written request must be made in multiple copies and must contain sufficient signatures of the relevant shareholders. ;
   e. Other cases as prescribed by law.
2. The BOD must convene a meeting of the GMS within 60 (sixty) days from the date on which the number of remaining members of the BOD is as specified at Point b, Clause 1 of the Article; The BOD must convene a meeting of the GMS within 90 (ninety) days from the date on which the number of independent members of the BOD remains as specified at Point c, Clause 1 of this Article or the request is received as prescribed at Point d, Clause 1

of this Article. This provision does not apply to the case where independent members of the BOD no longer meet the conditions specified in Clause 3, Article 155 of the Law on Enterprises, then the BOD has the right to choose to perform one of the prescribed actions. specified in Clause 3, Article 155 of the Law on Enterprises.

3. The convenor of the meeting of the GMS must perform the following tasks:
   a. Make a list of shareholders entitled to attend to the meeting of the GMS;
   b. Provide information and settle complaints related to the list of shareholders;
   c. Preparing the agenda and contents of the meeting of the GMS;
   d. Determine the time and place to hold the meeting of the GMS;
   e. Prerepare documents for the meeting of the GMS and the Draft Resolution of the meeting of the GMS according to the proposed content of the meeting; list and details of candidates in case of election of members of the BOD;
   f. Notify and send notice of the meeting of the GMS to all shareholders entitled to attend the meeting;
   g. Other works for the congress.

Article 19. Committees of the Board of Directors

1. The Board of Directors may set up Committees to support the activities of the BOD, such as Nominations and Compensation Committee, the Strategy Committee, the Audit Committee and others. The BOD decided the number of members each Committee.
2. The BOD shall detail the establishment of the Committee, the responsibilities of each Committee, and the responsibilities of its members. The Committee's activities must comply with the regulations of the BOD. Resolutions of the Committee take effect only when a majority of members attend and vote for approval at the meeting of the Committee.

CHAPTER IV. THE MEETING OF THE BOARD OF DIRECTORS

Article 20. Procedures for holding the meetings of the Board of Directors

1. The Chairman of the BOD is elected at the first meeting of the BOD within 07 (seven) working days from the end of the election of that BOD. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case more than one member has the highest and equal number of votes or votes, the members elect according to the majority rule to choose one of them to convene a meeting of the BOD.
2. The BOD must meet at least once a quarter and may hold an extraordinary meeting.
3. Contents of the regular meeting include:
   a. Assess the situation and results of the previous period's activities, approve and discuss measures to direct the implementation of this period's work plan.
   b. Discuss and decide on issues related to the implementation of the Company's long-term development goals under the authority of the BOD.
   c. Approving new or supplemented or amended regulations and regulations falling under

the authority of the BOD to decide and issue.

d. Discuss and decide on other issues related to the responsibilities and authority of the BOD.

4. Cases of convening an extraordinary meeting of the BOD:

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

a. At the request of an independent member of the BOD;

b. At the request of the CEO or at least 05 other managers;

c. At the request of at least 02 members of the BOD;

d. There is a request from an independent auditing company to audit 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 proposal specified in Clause 4 of this Article must be made in writing, clearly stating the purposes, issues to be discussed and decisions within the authority of the Board of Directors.

5. The Chairman of the BOD must convene a meeting of the BOD within 07 (seven) working days from the date of receipt of the request specified in Clause 4 of this Article. In case of failure to convene a meeting of the BOD at the request, the Chairman of the BOD shall be responsible for the damage caused to the Company; the applicant has the right to replace the Chairman of the BOD to convene a meeting of the BOD.

6. The Chairman of the BOD is responsible for convening the meeting of the BOD, preparing the agenda, time and place of the meeting. 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.

7. The Chairman of the BOD or the convenor of the meeting of the BOD 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 BOD may be sent in the form of a letter of invitation, or by telephone, fax, electronic mail or other method stipulated in the Charter and guaranteed to reach the contact address of each member of the BOD as registered with the Company.

Article 21. Conditions for conducting and methods of voting in a meeting of the Board of Directors

1. Conditions for conducting the meeting of the BOD:

a. Meetings of the BOD for the first time are only conducted when at least ¾ (three quarters) of the total members of the BOD attend the meeting.

In case there are not enough members to attend the meeting as prescribed, the meeting must be re-convened within 07 (seven) days from the intended date of the first meeting. A re-convened meeting shall be conducted if more than ½ (half) of the members of the

BOD attend the meeting.

b. A member of the BOD is considered to attend and vote at the meeting in one of the following cases:

   i. Attend and vote directly at the meeting;

   ii. Authorize others to attend the meeting and vote according to the provisions of Article 27 of the Charter;

   iii. Attend and vote through video conferences, electronic voting or other electronic methods;

   iv. Send votes to the meeting via mail, fax, email. In case of sending voting ballots by mail, the ballots must be enclosed in a sealed envelope and must be delivered to the Chairman of the BOD at least 1 hour before the opening. Voting cards are only opened in the presence of all attendees.

2. Methods of voting and passing the decision in a meeting of the BOD:

   a. The BOD passes the decision by voting at the meeting, collecting opinions in writing or in other forms depending on specific conditions and issues. Except for the provisions at point b of this Clause, each member of the BOD or an authorized person directly present as an individual at the meeting of the BOD shall have one vote;

   b. A member of the BOD is not allowed to vote on contracts or transactions that bring benefits to that member or people related to that member in accordance with the law. A member of the BOD shall not be included in the minimum number of delegates required to be present to be able to hold a meeting of the BOD on decisions for which such member does not have the right to vote;

   c. According to the provisions of Point d of this Clause, when an issue arises in a meeting of the BOD related to the extent of the interests of a member of the BOD or to the voting rights of a member that is not resolved by the voluntary waiver of the voting rights of that member of the BOD, such matters shall be referred to the Chairperson and the judgment of the Chairperson concerning all other members of the BOD shall be final decision, unless the nature or extent of interests of the member of the BOD concerned has not been properly disclosed;

   A member of the BOD who benefits from a contract specified in Clause 9 Article 35 of the Charter will be considered to have an interest in that contract.

   d. Resolutions or decisions 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.

3. Members of the BOD must attend all meetings of the BOD. A member may authorize another person to attend the meeting and vote if approved by a majority of the members of the BOD.

Article 22. Minutes of meetings and resolutions of the Board of Directors

1. Meetings of the BOD must be recorded in minutes and may be sound recorded, recorded and stored in other electronic forms. Minutes must be made in Vietnamese and may also be made in a foreign language, including the following principal contents:

   a. Name, head office address, enterprise code number;

b. Meeting time and place;

c. Purpose, agenda and content of the meeting;

d. Full name of each member attending the meeting or authorized person to attend the meeting and how to attend the meeting; full names of members not attending the meeting and reasons;

e. The issue is discussed and voted on at the meeting;

f. Summarize the statements of opinions of each member attending the meeting in the order of developments of the meeting;

g. Voting results, clearly stating the members agreeing, disagreeing and abstaining;

h. The issue has been passed and the proportion of votes passed;

i. Full name and signature of the Chairperson and the person recording the minutes, except for the case specified in Clause 2 of this Article.

2. In case the Chairperson, the person recording the minutes refuses to sign the meeting minutes, but if all other members of the BOD attend the meeting to sign and have all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1 of this Article, this minutes shall take effect.

3. The Chairperson, the person recording the minutes and the people signing the minutes must be responsible for the truthfulness and accuracy of the content of the minutes of the meeting of the BOD.

4. Minutes of meetings of the BOD must be made in Vietnamese and may be added in English. In case there is a difference between the content of the meeting minutes between Vietnamese and English, the Vietnamese language shall prevail.

5. Minutes of meetings of the BOD and documents used in the meeting must be kept at the head office of the Company.

CHAPTER V. REPORT, DISCLOSURE BENEFITS

Article 23. Annual report

1. The BOD report to the GMS the results of operations according to Point c, Clause 2, Article 14 of the Charter and must contain the following contents:

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

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

   c. Report on transactions between companies, subsidiaries, companies in which the Company holds control over 50% or more of the Charter capital with members of the BOD and related persons of such members; Transactions between the Company and the company in which a member of the BOD is a founding member or a manager of the enterprise during the last 3 years before the transaction date.

   d. Activities of independent members of the BOD and results of independent members' evaluation of the activities of the BOD.

   e. Activities of the Audit Committee under the BOD.

f. Activities of other committees under the BOD.

g. Monitoring results for the CEO.

h. Monitoring results for other operators.

i. Future plans.

2. The reports specified in Clause 1 of this Article shall be kept at the head office of the Company in accordance with the law

Article 24. Remuneration, bonus and other benefits of members of the Board of Directors

1. The company has the right to pay remuneration and bonues members of the BOD according to business results and efficiency.
2. Members of the BOD are entitled to work remuneration and bonuses according to business results and efficiency. Remuneration for work is calculated according to the number of working days required to complete the duties of a member of the BOD and the remuneration per day. The BOD estimates the remuneration for each member on the principle of consensus. The total remuneration and bonus of the BOD shall be decided by the GMS at the annual meeting.
3. The remuneration of each member of the BOD is included in the Company's business expenses in accordance with the law on corporate income tax, shown in a separate section in the Company's annual financial statements and must be report to the GMS at the annual meeting.
4. Members of the BOD hold executive positions (including the position of Chairman, Permanent Vince Chairman or Vice Chairman), or members of the BOD work on committees of the BOD, or perform other jobs that is outside the normal scope of duties of a member of the BOD according to the opinion of the BOD, which may be additionally paid in the form of a lump sum, salary, commission, percentage of profits, or in the form of otherwise as decided by the BOD.
5. Members of the BOD have the right to be paid all travel, accommodation, meals and other reasonable expenses that they have to pay when performing their responsibilities as a member of the BOD, including expenses incurred in attending meetings of the BOD or Committees of the BOD or the meeting of the GMS.
6. Members of the BOD may purchase liability insurance by the Company after approval of the GMS. This insurance does not cover the liability of members of the BOD related to violations of the law and the Charter

Article 25. Disclosure of related interests

Unless otherwise provided for in the Charter, the disclosure of interests and related persons of the Company shall comply with the following provisions:

1. Members of the BOD must declare related interests to the Company, including:

   a. Name, enterprise identification number, head office address, business lines of the company in which they own capital contribution or shares; rate and time of owning such contributed capital or shares.

   b. Name, enterprise identification number, head office address, line of business of the company in which their related persons jointly own or separately own a contributed capital or a share of more than 10% of the charter capital;

2. The declaration specified in Clause 1 of this Article must be made within 07 (seven) working days from the date on which the relevant interest arises; The amendments and supplements must be declared to the Company within 07 (seven) working days from the date of the corresponding amendments and supplements.
3. Members of the BOD in their own name or in the name of others to perform any work in any form within the scope of the Company's business must explain the nature and content of such work to the BOD and only be implemented when approved by the majority of the remaining members of the BOD; if implement without declaration or without the approval of the majority of members of the BOD, all income from such activities belongs to the Company.

CHAPTER VI. RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 26. Relationship with Shareholders

1. The BOD and members of the BOD need to establish, maintain and maintain a good regular relationship with the shareholders of the Company, as shown by the publication of the Company's periodic financial statements, by the regular provision of information that can be provided and especially by ensuring the annual performance of the Company.
2. The BOD should ensure transparency in management and administration of all aspects of the Company's activities, be exemplary in the performance of obligations in accordance with the Charter and always have a respectful attitude towards shareholders. shareholders, even those with the most modest number of shares.
3. The Chairman of the BOD and the BOD need to promptly and transparently handle the shareholders' recommendations, clearly and consistently explain the shareholders' questions, and participate in the prompt settlement of complaints and recommendations. shareholders (if any) is also a method to maintain and maintain a good relationship between the BOD and shareholders.

Article 27. Relationship between members of the Board of Directors

1. The relationship between the members of the BOD is a cooperative relationship, the members of the BOD are responsible for informing each other about related issues in the process of handling their assigned work.
2. In the process of handling work, the member of the BOD who is assigned the main responsibility must actively coordinate in handling, if there is a problem related to the field of responsibility of another member of the BOD. In case there are still differences of opinion between members of the BOD, the member who is responsible for the main responsibility shall report to the Chairman of the BOD for consideration and decision according to his/her competence, or organize a meeting or collect opinions of the members of the BOD in accordance with the provisions of the BOD, laws, Charter and these Regulations.
3. In case there is a reassignment between members of the BOD, the members of the BOD must hand over related work, records and documents. This handover must be made in writing and reported to the Chairman of the BOD on such handover

Article 28. Relationship with the CEO and the Executive Board

1. As the corporate governance body, the BOD is responsible for researching and designing a streamlined organizational structure, arranging personnel in a reasonable manner, taking measures to monitor, direct, and supervise scientifically, there are regulations on periodically evaluating personnel in each field of work in a clear and transparent way.
2. The BOD must hold meetings to discuss and discuss with the CEO, the Executive Board and must regularly visit and work with the members (if any) to perform the functions of leadership and inspection and supervision of the BOD, listen and promptly handle recommendations related to guidelines, mechanisms and policies within their competence.
3. The BOD must promptly and fairly in directing the handling of violations in the operation process, thereby maintaining and maintaining discipline, and protecting the reputation of the Company before customers and shareholders.
4. Unless otherwise provided by law, the BOD may authorize junior staff and/or the Executive Manager to handle affairs on behalf of the Company

Article 29. Relationship with the Audit Committee

1. The relationship between the BOD and the Audit Committee is a cooperative relationship. The working relationship between the BOD and the Audit Committee follows the principles of equality and independence, while closely coordinating and supporting each other in the process of performing their duties.
2. When receiving the inspection minutes or general reports of the Audit Committee, the BOD is responsible for reviewing and directing relevant departments to develop plans and make timely corrections

Article 30. Relationship with Trade Unions

1. The BOD creates financial and time-funded conditions so that the Executive Committee of the grassroots Trade unions and divisional Trade unions have conditions to well perform their functions of educating, gathering and leading the Trade union members.
2. The BOD authorizes the CEO to sign a labor agreement with the Executive Committee of the Trade Union, there is a mechanism to represent the Executive Board of the Trade Union at the grassroots level and the division to participate in the Annual Bonus Council, and it is also necessary to build establish a mechanism for the Executive Committee of the grassroots Trade Union to participate in monitoring the reasonable use of the Bonus and Welfare Fund extracted from the Company's annual profit after tax.
3. The BOD creates conditions and opportunities to listen to the voice of the Executive Committee of the grassroots Trade union, representing the legitimate will and aspirations of the majority of Trade union members and employees working at the Company.

FOR AND ON BEHALF OF THE BOD
CHAIRWOMAN OF THE BOD

HUYNH BICH NGOC