THANH THANH CONG – BIEN HOA JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Tay Ninh, _____/____/2018.

RULE

MEMBER OF THE BOARD OF DIRECTORS

GENERAL MEETING OF SHAREHOLDERS IN THE FISCAL YEAR 2017-2018

- *Pursuant to Enterprise Law No. 68/2014/QH13 (“Law Enterprise 2015”) and instruction documents;*
- *Pursuant to Company Charter of Thanh Thanh Cong – Bien Hoa Joint Stock Company (“Charter”);*

Article 1. Scope of regulation

The rule includes regulation of members of the Board of Directors (BOD) election of Thanh Thanh Cong - Bien Hoa Joint Stock Company at the General Meeting of Shareholders in the fiscal year 2017 - 2018

Article 2. Object of election

1. Shareholders owning voting shares and authorized representatives of shareholders owning voting shares.
2. The list of shareholders owning voting shares shall be at the closing date of list to organize the General Meeting of Shareholders in accordance with the provisions of law.

Article 3. Criteria and conditions of nomination for member of BOD

Candidates of member of BOD shall be meet regulation at Clause 1, Article 151 of Enterprise Law, Company Charter and instruction documents.

Article 4. General principles of election

Electoral principles: direct elections and secret ballots.

1. Election method:

a. Election of members of the Board of Directors is conducted by secret ballot.

b. The right to vote is calculated according to the number of owned shares. The results shall be rounded up the number of voting shares of the shareholders attending the meeting.

c. Each shareholder has the total number of votes corresponding to the total number of voting shares (including shares owned by him / herself and authorized share) multiplied by the number of elected members of BOD. Specific formulas as following:

Total votes	=	Total voting shares	X	Number of elected member of BOD

Shareholders may allot the total number of votes for one or a number of candidates that they trust.

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The vote checking committee is nominated and approved by the Chairman of General Meeting of Shareholders. Members of vote checking committee should not be in the list of candidates for BOD member.

Article 5. Required number of BOD member: 01 person.

Article 6. Ballot

1. List of elected candidates for BOD: Composed of the full name of each candidate and arranged in the alphabetical order. The list of elected candidates is shown on the ballot.
2. Ballot:

a) Ballot form:

- Ballot is printed consistently.
- Each ballot is sstamped by the Company
- Having the signature of the shareholder.

b) Ballot matter:

On each ballot, the following content:

- Code of shareholders
- Total number of shares; Total number of votes. A ballot shows voting right corresponding to the number of shares held by the shareholder.
- List of candidates.

c) Receiving ballot and how to write ballot:

- Ballot receipt: When the shareholders come to attend the meeting, the shareholders register to attend the meeting with the organization and receive the ballot right at the registration table.
- Shareholders must carry out the following steps:
  - Determine the total number of voting shares.
  - Fill in the number of voting shares for each candidate in the box of the candidate on the ballot.
- In case the elector is an authorized representative (with authorization paper), the authorized person shall have the full number of voting shares corresponding to the number of voting shares owned by authorizer.
- In case of wrong recording, the shareholder shall request the vote checking committee to change another ballot.

d) Cases of invalid ballot:

- It is not a ballot issued by the organization without stamp of the company.
- Ballot is not signed by shareholders or authorized representatives and filled in according to the regulation above.
- Ballot is damaged, erased, scraped off, added other contents.

- Ballot which, in combination, the number of voting shares filled by shareholders is greater than the number of voting shares that the shareholder has.
- The number of candidates to be elected is greater than the number of members to be elected.
- Ballot shall be sent to the vote checking committee after the vote has ended and the ballot box has been sealed.

Article 7. The principle of voting and vote checking

1. The vote checking committee shall check the ballot box at the place where the AGM is conducted;
2. Voting begins when the ballot paper is issued and the ballot check is completed and closed when the last shareholder votes in the ballot box;
3. The vote checking must be conducted right after the vote ends;
4. The vote checking result shall be made in writing and announced by the Head of vote checking comittee before the AGM.

Article 8. Principles for determining the winner of a member of BOD.

1. The winner of a member of the Board of Directors shall be determined by the number of ballots counted from high to low, starting from the candidate with the highest number of votes until meeting the required number of BOD member.
2. Additional election shall be made in the following cases:

a) In case where there are candidates who reach equal number of votes but need to be reduced in order to reach the number of elected members as prescribed, the persons who own or represent more shares shall be selected. If the number of owned shares or owned by representatives is the same or the candidates with equal number of votes do not own shares, then they will be re-elected among them.

b) If the number of members of BOD is not enough, the General Meeting of Shareholders shall proceed to continue the election among the remaining candidates until the number of members prescribed.

Article 9. Making and publicizing vote checking form

1. After ballot checking, the vote checking committee must prepare a vote checking form.
2. The content of the vote counting minutes shall include the following principal contents: the total number of shareholders attending the meeting, the total number of voting shareholders; The number of votes of shareholders participating in the vote compared to the total number of votes of shareholders attending the meeting (by the method of cumulative voting); Number and ratio of valid votes and invalid votes; number and ratio of votes for each candidate.
3. Announcing vote checking form at AGM.

The results of this election will be valid immediately at General Meeting of Shareholders of Thanh Thanh Cong - Bien Hoa Joint Stock Company on November 15th, 2018.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

PHAM HONG DUONG