SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

THANH THANH CONG - BIEN HOA JOINT STOCK COMPANY

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

TABLE OF CONTENTS

CHAPTER I.
GENERAL PROVISIONS

Article 1. Scope

This regulation stipulates the contents on the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the Chief Executive Officer; the order and procedures for the General Meeting of Shareholders; nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Chief Executive Officer and other activities as prescribed in the Company Charter and other current provisions of law.

Article 2. Regulated entities

The members of the Board of Directors, the Chief Executive Officer, other Executives and related persons managing the Company's operations.

Article 3. Definitions

1. For the purpose of this regulation, the terms below are construed as follows:
   a. Company: refers to Thanh Thanh Cong - Bien Hoa Joint Stock Company.
   b. GMS: refers to the General Meeting of Shareholders of the Company.
   c. BOD: refers to the Board of Directors of the Company.
   d. CEO: refers to the Chief Executive Officer of the Company.
   e. VP: refers to the Vice President of the Company.
   f. BOM: including the Chief Executive Officer and Vice Presidents of the Company.
   g. Law on Enterprises: refers to Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020.
   h. Law on Securities: refers to Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019.
   i. Manager: refers to managers of the Company, including the Chairman (Chairlady) of the BOD, member of the BOD, CEO.
   j. Executive: refers to the Company's management personnel, including the Chief Executive Officer, Vice Presidents, and the Chief Accountant.
   k. Related person: refers to an individual or organization as defined in Clause 46, Article 4 of the Law on Securities.
   l. Executive Board: refers to a group of some/all Executives.
   m. Major shareholder: refers to a shareholder owning five percent (5%) or more of the total number of voting shares of the Company.
   n. Charter: refers to the Charter of the Company.
   o. Working days: refers to working days of the week, excluding Saturdays, Sundays and legal holidays.
2. In this regulation, references to one or more provisions or legal documents shall include any amendments, supplements, or replacements thereof.
3. The headings (chapters and articles of this regulation) are provided for convenience of reference and shall not affect the substance of this regulation.
4. Words or terms defined in the Law on Enterprises (if not conflict with the subject matter or context) shall have the same meanings in this regulation.

Article 4. Corporate governance principles

The development and promulgation of this regulation aims to ensure that the Company is effectively oriented and controlled for the benefit of shareholders and related people of the Company based on corporate governance principles including:

1. To ensure compliance with the provisions of the Charter and relevant laws;
2. To ensure an effective corporate governance structure;
3. To ensure the legitimate rights and benefits of shareholders;
4. To ensure fair treatment among shareholders;
5. To ensure the role of those with benefits related to the Company;
6. To ensure publicity and transparency in the Company's operations.

CHAPTER II.
GENERAL MEETING OF SHAREHOLDERS

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

1. The GMS, comprising all shareholders with voting rights, is the highest decision-making department of the Company.
2. The GMS has the following rights and obligations:
    a. To approve the development orientation of the Company;
    b. To make decisions on the types of shares and the total number of shares of each type which may be offered for sale; to make decisions on the annual dividend rate of each type of shares;
    c. To elect, dismiss, or remove members of the BOD;
    d. To make decisions on investing or selling assets with a value of 70% or more of the total value of assets recorded in the Company's latest financial statements;
    e. To make decisions on amendment and supplement the Charter;
    f. To approve the annual financial statements;
    g. To make decisions on redemption of more than 10% of the total number of shares sold of each type;
    h. To consider and deal with violations by members of the BOD that cause losses to the Company and its shareholders;
    i. To make decisions on re-organization, dissolution of the Company and appoint a liquidator;
    j. To make decisions on the budget or total remuneration, bonuses and other benefits of the BOD;
    k. To approve the Internal Regulations on corporate governance; Regulations on the organization and operation of the BOD;
    l. To approve the list of independent auditing companies; to make decisions on the independent auditing company to conduct inspections of the Company's operations, and to dismiss the independent auditor when necessary;
    m. Other rights and obligations in accordance with the law and the Charter.

3. Unless otherwise provided by law, the GMS has the right to delegate or assign authority to the BOD, the CEO, and/or other entities to perform one or more responsibilities and powers within its authority for the best interests of the Company. The delegation or assignment of authority shall be reflected in a resolution, clearly specifying the entity, the scope, duration, and conditions of the delegation or assignment.

Article 6. Procedures for convening the General Meeting of Shareholders

1. The BOD shall convene an annual or extraordinary GMS in accordance with the provisions of the Law on Enterprises and the Charter. In case the BOD fails to convene an extraordinary GMS within the time limit prescribed in the Charter, shareholders or groups of shareholders owning 5% or more of the total number of common shares shall have the right to replace the BOD in convening a GMS in accordance with the provisions of the Charter.

2. The order and procedures for convening annual or extraordinary meetings of the GMS shall comply with the provisions of the Charter.

   If necessary, the Company may apply modern technology to organize the GMS (annual or extraordinary) through online meetings or a combination of in-person and online meetings according to the decision of the BOD. The order and procedures for convening online meetings of the GMS or a combination of in-person and online meetings are conducted in the same way as those for convening in-person meetings.

3. The convener of the GMS shall perform the following tasks:

   a. To prepare a list of eligible shareholders to attend the GMS. The list of eligible shareholders to attend the GMS shall be prepared no more than 10 days before the meeting invitation announcement is sent. The Company shall disclose information regarding the preparation of the list of eligible shareholders to attend the GMS at least 20 days before the last registration date.

   b. To provide information and deal with complaints relating to the list of shareholders.

   c. To prepare the program and agenda of the meeting.

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

   e. To prepare documents for the meeting and to draft resolutions of the GMS in accordance with the proposed agenda of the meeting; the list and details of candidates in the case of election of members of the BOD.

   f. To send a meeting invitation announcement to each eligible shareholder to attend the meeting.

   g. Other works serving the meeting.

4. Announcement of closing the list of eligible shareholders to attend the GMS.

   a. The Company shall disclose information on the expected last registration date for exercising shareholders' rights to attend the GMS at least 20 (twenty) days before the last registration date. The Company shall report and submit all documents as legal basis related to the last registration date to the Viet Nam Securities Depository and Clearing Corporation, the Ho Chi Minh Stock Exchange, and report to the State Security Commission of Vietnam.

   b. The Company shall prepare a list of shareholders based on data from the Viet Nam Securities Depository and Clearing Corporation no more than 10 (ten) days before the date of sending the announcement of convening the GMS.

5. Announcement about convening the GMS:

   The announcement of the GMS shall be sent to all shareholders by a method that ensures it reaches the shareholders' mailing addresses, and shall be disclosed on the Company's website, the State Securities Commission of Vietnam, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener shall send a meeting invitation announcement to all shareholders on the List of eligible Shareholders to attend the meeting at least twenty-one (21) days before the opening date (from the day on which the invitation is validly sent). The meeting agenda and documents relevant to the issues to be voted on at the GMS shall be posted on the Company's website and the meeting invitation announcement shall specify the website address and links to all documents for shareholders to access, including:

a. The meeting agenda and documents used in the meeting.

b. List and details of applicants (in case of known candidates) when electing members of the BOD;

c. Voting cards;

d. Draft resolutions for each issue on the agenda;

Shareholders or groups of shareholders stipulated in Clause 3, Article 11 of the Charter have the right to propose matters to be included in the meeting agenda of the GMS. Proposals shall be in writing and shall be sent to the Company at least 03 (three) working days before the opening date of the GMS. The proposals shall specify full name, mailing address, nationality, and legal document number for individual shareholders; name, business registration number or serial number of the organizational legal document, and head office address for organizational shareholders, quantity of each type of shares owned by the shareholder and the proposed issues.

6. In case the convener of the GMS rejects the proposal mentioned in Clause 6 of this Article, a written response and explanation shall be provided at least 02 days before the opening day. The convener of the GMS may only reject the proposal according to the provisions in Clause 5, Article 17 of the Charter.

Article 7. Registration method to attend the General Meeting of Shareholders

1. Shareholders can confirm their attendance at the GMS by the following ways: To send attendance confirmation (according to the form attached in the meeting invitation announcement or downloaded from the Company's website) via email or fax or send by post within the time limit stated in the meeting invitation announcement.

2. Shareholders who are entitled to attend the GMS as prescribed by law may directly attend or authorize one or more individuals or organizations to attend. In case there is more than one authorized representative, the number of shares of each representative shall be specifically determined. The authorization for individuals or organizations to attend the GMS as prescribed in Clause 2 of this Article shall be made in writing. The authorization document shall be made in accordance with the provisions of civil law and shall clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content, scope, and duration of authorization, and the signatures of the authorizing party and the authorized party.

   The authorized individuals, organizations shall present the authorization letter when registering to attend the meeting.

3. The voting card of the authorized participant within the scope of authorization shall remain valid in the case of one of the following circumstances:

   a. The authorized person has died, has limited civil act capacity or has lost civil act capacity;

   b. The authorized person has revoked the authorization appointment;

   c. The authorized person has revoked the authority of the person performing the authorization.

4. Before the opening of the meeting, the Company shall carry out the shareholder registration procedure and shall keep doing it until all eligible shareholders have registered.
5. Shareholders or authorized participants who arrive after the meeting has opened may still register and have the right to vote immediately after registration. In this case, the Chairperson is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents on which previously voted remains unchanged.
6. In case the Company organizes the GMS (annual or extraordinary) through online meetings, or a combination of in-person and online meetings, the BOD will issue and disclose the corresponding meeting and voting regulations.

Article 8. Conditions for conducting the General Meeting of Shareholders

1. A meeting of the GMS shall be conducted when the number of shareholders attending represents more than fifty (50) per cent of the total number of the voting shares.
2. When a meeting is not able to be conducted for the first time because the conditions stipulated in clause 1 of this Article are not satisfied, the second meeting invitation announcement shall be sent within sixty (60) days from the date of the intended opening of the first meeting. The second meeting of the GMS shall be conducted when the number of attending shareholders represents thirty-three (33) per cent of the total number of voting share or above.
3. If the second meeting is not able to be conducted because the conditions stipulated in clause 2 of this Article are not satisfied, the third meeting invitation announcement shall be sent within sixty (60) days of the date of the intended opening of the second meeting. The third meeting of the GMS shall be conducted irrespective of the total number of voting shareholders attending the meeting.
4. Only the GMS may make decisions on any changes of the agenda accompanying the meeting invitation announcement as stipulated in clause 3 Article 17 of the Charter.

Article 9. Procedure of voting, counting vote and approving resolutions at the GMS

1. Voting procedure:
   a. When the shareholders register, the Company will issue each shareholder or authorized participant 01 (one) voting card, on which is recorded the registration number, full name of the shareholder, full name of the authorized participant and the number of votes of the shareholder. The GMS discusses and votes on each issue on the agenda. Voting is conducted by voting for approval, disapproval and abstention.
   b. To facilitate shareholders, the Company may use computer programs, software, and information technology services in voting. The Company will provide specific instructions on implementation when applying these forms.
   c. In case the Company organizes the GMS (annual or extraordinary) through online meetings or a combination of in-person and online meetings, shareholders shall vote by electronic voting or other electronic forms according to the Meeting and Voting Regulations issued by the BOD.
2. Vote counting procedure:
   a. The GMS elects a Vote Counting Board or a Vote Counting Supervisor (if any) consisting of one or more people at the request of the Chairperson of the meeting to conduct the vote counting or supervise the vote counting (if any).
   b. The Vote Counting Board conducts the counting of votes of shareholders attending the GMS.
3. Announcing vote counting result:
   a. The Vote Counting Board will collect the votes of approval, disapproval, and abstentions

and report the vote counting results to the Chairperson for disclosure before the closing of the meeting.

b. The vote counting results shall be recorded in meeting minutes and fully signed by the members of the Vote Counting Board.

4. Conditions for ratification of resolutions of the GMS:

   a. Resolutions of the GMS on the following issues, if approved by voting at the meeting, shall be approved by shareholders representing at least 65% of the total number of votes of all shareholders attending and voting at the meeting:

      (i) To make decisions on the type of shares and the total number of shares of each type;

      (ii) To change business lines, occupations and fields;

      (iii) To change the Company's management structure;

      (iv) Investment projects or sale of assets with a value equal to or greater than 70% of the total value of assets recorded in the Company's most recent financial statements;

      (v) Reorganization or dissolution of the Company;

   b. Except for the cases mentioned in Point a of this Clause and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises, the resolution of the GMS shall be approved by voting at the meeting when more than 50% of the total voting number of shareholders presenting at the meeting approve.

   c. The resolution of the GMS, if approved by collecting written opinions, including the issues specified in Item (i), Item (ii), Item (iii) Point a Clause 4 of this Article, shall be approved by more than 50% of the total number of shareholders with voting rights.

Article 10. Meeting minutes and resolutions of the General Meeting of Shareholders

1. The Chairperson shall appoint one or more people to act as meeting secretaries and to prepare minutes for the GMS.

2. The GMS shall be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes shall be prepared in Vietnamese and may be prepared in a foreign language with the following main contents:

   a. Company name, head office address, business registration number;

   b. Meeting time, location;

   c. Meeting agenda and meeting contents;

   d. Full name of the chairperson and secretaries;

   e. Summary of the meeting proceedings and opinions expressed at the GMS on each issue in the meeting agenda;

   f. Number of shareholders and total of voting number, appendix of the list of shareholders registered, representatives of shareholders with the corresponding number of shares and votes;

   g. Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approval, disapproval and abstention votes; corresponding percentage of total votes of shareholders attending the meeting;

   h. Issues approved and corresponding percentage of approved votes;

   i. Full name and signature of the chairperson and secretaries.

   In case (i) the chairperson or secretaries or (ii) all chairperson and secretaries refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the BOD attending the meeting and contain full content as prescribed in this clause. The meeting minutes shall clearly state whether (i) the chairperson or secretaries or (ii) all chairperson and secretaries refuse to sign the meeting minutes.

3. The minutes of the GMS shall be completed and approved before the meeting closes. The Chairperson and the Secretaries or other signatories of the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the meeting minutes contents.

4. The meeting minutes and the resolutions of the GMS prepared in Vietnamese and foreign languages shall have the same legal effect. In case of any difference in content between the minutes in Vietnamese and foreign languages, the content in the Vietnamese version shall prevail.

5. The meeting minutes and the resolutions of the GMS approved shall be posted on the Company's website and disclosed in accordance with the law within twenty-four (24) hours from the approving time.

6. The meeting minutes, the appendix of the list of shareholders registered to attend the meeting, the resolutions of the GMS approved and related documents enclosed with the meeting invitation announcement shall be stored at the Company's head office.

Article 11. Procedures for ratifying resolutions of the GMS by questionnaire survey

1. The BOD is entitled to carry out questionnaire survey to ratify a resolution of the GMS to approve matters within the authority of the GMS as stipulated in the Charter when it is considered necessary for the company's interests. Carrying out the questionnaire survey includes matters stipulated in Clause 2, Article 147 of the Law on Enterprises.

2. The BOD shall prepare the questionnaires, the draft resolution and explaining documents and send them to all voting shareholders at least 10 days before the deadline for submission of the questionnaires. Questionnaires and documents shall be sent in accordance with the provisions of Clause 5, Article 6 of this regulation and the Charter.

3. Preparing (finalizing) the list of voting shareholders to send questionnaires shall be carried out as follows:

    a. The Company shall disclose information on the expected last registration date for exercising shareholders' rights to carry out questionnaire survey at least 10 (ten) days before the last registration date. The Company shall report and submit all documents as legal basis related to the last registration date to the Vietnam Securities Depository and Clearing Corporation, the Stock Exchange where the Company's shares are listed or registered for trading, and report to the State Securities Commission of Vietnam in accordance with the law.

    b. The Company shall prepare a list of shareholders based on data from the Vietnam Securities Depository and Clearing Corporation no more than 10 (ten) days before the date of sending relevant documents to carry out questionnaire survey.

4. A questionnaire shall contain the following main contents:

    a. Company name, head office address, business registration number;

    b. Purpose of the survey;

    c. If the shareholder is an individual: full name, mailing address, nationality, legal document number; If the shareholder is an organization: name, business registration number or legal document number of the organization or full name, mailing address, nationality, legal document number of the organization's representative; quantity of each type of shares and number of votes of the shareholder.

    d. The issues that need voting;

    e. The options including approval, disapproval, abstention;

    f. Deadline for submission of the answered questionnaire;

g. Full name and signature of the Chairman (Chairlady) of the BOD.

5. The answered questionnaires shall be signed by the individual shareholder, the authorized representative or the legal representative of the organizational shareholder.

6. Shareholders may send answered questionnaires to the company by post, fax or email as follows:

   a. An answered questionnaire sent by post shall be placed in a closed envelope which shall not be opened before vote counting time;

   b. An answered questionnaire sent by fax or email shall be kept confidential until the vote counting time;

   c. Answered questionnaires that are submitted after the deadline or opened before vote counting time (for those sent by post) or revealed (for those sent by fax or email) shall be considered invalid.

   d. Questionnaires that are not submitted shall not be counted as votes.

7. The BOD shall organize vote counting and issue a vote counting record in the presence of the shareholders that are not holding any managerial position in the company. The vote counting record shall have the following information:

   a. Company name, head office address, business registration number;

   b. Purposes and the issues that need voting;

   c. Quantities of voters, votes casted, valid votes and invalid votes, voting method and a list of voters;

   d. Quantities of approving votes, disapproving votes and abstentions on each issue;

   e. Ratified decisions and corresponding ratio of approving votes;

   f. Full names and signatures of the Chairman (Chairlady) of the BOD, vote counting supervisors and vote counters.

   The members of the BOD, vote counters and vote counting supervisor are jointly responsible for the accuracy and honesty of the vote counting record; for the losses caused by the decisions that are ratified due to inaccurate or dishonest vote counting.

8. The vote counting record and the resolution shall be posted on the company's website and disclosed as prescribed within twenty-four (24) hours from the date of vote counting completion.

9. The answered questionnaires, the vote counting record, the ratified resolutions and relevant documents enclosed with the answered questionnaires shall be retained at the company's headquarters.

10. A resolution that is ratified through questionnaire survey in accordance with the provisions of Point c, Clause 4, Article 9 of this Regulation has the same value as those ratified at the GMS.

Article 12. Procedure of objecting to the resolution of the General Meeting of Shareholders

1. Within ninety days from the receipt of the resolution or minutes of the GMS or the vote counting record, the shareholder or group of shareholders mentioned in Clause 3, Article 11 of the Charter is entitled to request the court or an arbitral tribunal to consider invalidating the resolution in part or in full in the following cases:

   a. The procedures for convening the GMS and issuing decisions or carrying out questionnaire surveys seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the cases specified in Clause 6 Article 20 of the Charter;

b. The contents of the resolution violate the law or the Charter.

2. Shareholders who have voted against the resolution on the reorganization of the Company or the change of the rights and obligations of shareholders as stipulated in the Company Charter have the right to request the Company to redeem their shares. The request shall be in writing, clearly stating the name and address of the shareholder, quantity of each type of shares, the intended selling price, and the reason for requesting the Company to redeem. The request shall be sent to the Company within 10 days from the date the GMS approve the resolution on the issues stipulated in this Clause.

3. The Company shall redeem shares at the request of the shareholder as stipulated in Clause 1 of this Article at the average market price within a period of time decided by the BOD but not exceeding 180 days from the date of receiving the request. In case of failure to reach an agreement on the price, the parties may request a valuation organization to determine the price. The Company shall introduce at least 03 valuation organizations for the shareholder to choose from and that choice shall be the final decision.

CHAPTER III.
THE BOARD OF DIRECTORS

Article 13. Roles, rights and obligations of the Board of Directors

1. The BOD is the managing department of the Company, it has full authority to make decisions in the name of the Company and to exercise the rights and fulfil the obligations of the Company, except for those within the authority of the GMS.

2. The rights and obligations of the BOD are stipulated by laws, the Company Charter and by the GMS. Specifically, the BOD has the following powers and obligations:

   a. To make decisions on strategies, medium-term development plans and annual business plans of the Company;

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

   c. To make decisions on sale of certain types of unsold authorized shares; To make decisions on other methods of raising capital;

   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 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 statements of the Company;

   i. Approving contracts for the purchase, sale, borrowing, lending, and other transactions of the Company, except for contracts and transactions that fall under the decision-making authority of the GMS according to Clause 3, Article 167 of the Law on Enterprises; points d, h, k of Clause 1; points b of Clause 7, Clause 8 of Article 35, and point b of Clause 9 of Article 35 of the Charter.

   j. To elect, dismiss, remove the Chairman (Chairlady) of the BOD; to appoint, dismiss, and sign contracts or terminate contracts with the CEO and other key managers according to request of the CEO; to make decisions on salaries, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in the Members'

Council or GMS of other companies, and to make decisions on the level of remuneration and other benefits of such persons;

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

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

m. To approve the agenda and contents of documents for the meetings of the GMS; to convene the GMS or to carry out ratifying resolutions by questionnaire survey.

n. To submit the 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 dividends payment or for dealing with losses incurred in the business operations.

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

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

r. 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;

s. Canceling or amending the decisions of the CEO if these decisions cause or potentially cause a conflict of interest, are not in the best interests of the Company, or violate legal provisions, the Charter, or the internal regulations of the Company.

t. Issuing resolutions requiring the CEO to implement matters within the CEO's authority according to the direction and guidance of the BOD.

3. The BOD shall report to the GMS on the results of its activities in accordance with Point c, Clause 2, Article 14 of the Charter and shall contain the following matters:

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

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

   c. Report on any transaction between the company, a subsidiary company or a company in which Company has the controlling right of above 50% charter capital with members of the BOD and any related person of such members; any transaction between the company and a company in which a member of the BOD is a founding member or a manager in the last three (3) years prior to the time of such transaction.

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

   e. Evaluation of the management and operation of the Company by the Executive Board.

   f. Activities of the Audit Committee and other committees under the BOD.

   g. Results of supervision of the CEO and other executives.

   h. Future plans.

4. Unless otherwise provided by law, the BOD may delegate or assign authority to the Chairman (Chairlady) of the Board, Board members, the CEO, other executives, Committees under the Board, or other entities to perform some or all the responsibilities and powers within their

jurisdiction. The delegation or assignment shall be in the best interest of the Company, be expressed in a resolution, and clearly specify the entities involved, the content, duration, and conditions of the delegation or assignment. Entities to whom authority is delegated or assigned by the BOD are not allowed to further delegate or assign that authority to other individuals or entities, unless approved by the BOD.

5. Members of the BOD are responsible for being careful, honest and avoiding conflicts of interest and are responsible for damages and compensation as prescribed in Articles 34, 35 and 36 of the Charter.
6. Members of the BOD are entitled to provide specific information as follows:
   a. To be provided with information and documents on the financial situation and business activities of the Company and its units.
   b. To have the right to request the CEO, VP, and other Managers in the Company to provide information and documents on the financial situation and business activities of the Company and its units. The manager is required to provide timely, complete and accurate information and documents as requested by the members of the BOD.

Article 14. Quantity and terms of Board members

1. The BOD shall have at least three (03) and no more eleven (11) members. The specific number of BOD members in each period shall be decided by the GMS.
2. The term of a BOD member shall not exceed five (05) years; a BOD member may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Company's BOD for no more than two consecutive terms.
3. The structure of the BOD of the Company shall ensure the minimum number of independent members in accordance with Clause 4, Article 276 of Decree 155/2020/NĐ-CP and at least one-half (1/2) of the total number of members of the BOD shall be non-executive members.
4. In case all members of the BOD end their terms at the same time, such members shall continue to be members of the BOD until new members are elected to replace them and take over the work.

Article 15. Requirements to be members of the Board of Directors

1. Requirements to be members of the BOD:
   a. Not being one of the people specified in Clause 2 Article 17 of the Law on Enterprises;
   b. Having professional qualifications and experience of business administration or in the company's business line and not necessarily being shareholders of the Company;
   c. Members of the BOD of the Company may concurrently be members of the BOD of other companies;
   d. Not consulting, working, investing, contributing capital or being a manager or executive at other companies with similar business lines to the Company;
   e. Not being members of the BOD, member of the Member Council or holding a management or executive position at other companies which also operating in the agricultural sector;
   f. Not owning 5% or more of the charter capital at other companies operating in the agricultural sector;
   g. Members of the BOD and related persons do not own 5% or more of the charter capital at another company operating in the agricultural sector;
   h. Related person of member of the BOD is not a manager or executive at another company operating in the agricultural sector;
   i. Not concurrently serving as a member of the BOD at more than 5 other companies; and

j. Not having any disputes with the Company, or with the Manager or Executive of the Company, including existing disputes or disputes in the last 3 years.

For clarity, the term "other companies" in this clause does not include the Company's subsidiaries and affiliates.

2. In addition to the requirements specified in Clause 1 of this Article, independent members of the BOD shall also meet the following standards and conditions:

   a. Not being a person currently working for the Company, its parent company or subsidiaries; not being a person working for the Company, its parent company or subsidiaries for at least the previous 03 consecutive years;

   b. Not being a person receiving salary or remuneration from the Company, except for allowances that members of the BOD are entitled to receive according to regulations;

   c. Not being a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, biological sibling is a major shareholder of the Company, a manager of the Company or its subsidiaries;

   d. Not being a person who directly or indirectly owns at least 01% of the total number of voting shares of the Company;

   e. Not being a person who has been a member of the BOD or the Supervisory Board of the Company for at least the previous 05 consecutive years, except for the case of being appointed for 02 consecutive terms;

3. An independent member of the BOD shall notify the BOD if he/she no longer satisfies the requirements specified in Clause 2 of this Article and is obviously no longer an independent member from the day on which a condition is not satisfied. The BOD shall notify the disqualification of this member at the nearest GMS or convene the GMS to elect a new independent member within 06 months from the day on which the notification is received from the member.

Article 16. Procedure of candidacy, nomination and election of members of the Board of Directors

1. The nomination and candidacy of candidates for the BOD shall be carried out as follows:

   a. Shareholders, groups of shareholders satisfying the conditions specified in the Charter, have the right to nominate candidates for the BOD and notify the BOD of such nomination, candidacy at least 03 (three) working days before the opening date of the GMS or the date of submitting the questionnaires to elect members of the BOD.

   b. Based on the number of members of the BOD decided by the GMS, shareholders or groups of shareholders specified in Point a, Clause 1 of this Article have the right to run for and/or nominate one or several candidates for the BOD without exceeding the maximum number of candidates entitled to nominate according to the Charter. In case the number of candidates for the BOD through nomination and candidacy is still insufficient, the incumbent BOD shall introduce additional candidates or organize nominations according to the decision of the BOD. The nomination of additional candidates by the incumbent BOD shall be clearly announced before the GMS votes to elect members of the BOD in accordance with the provisions of law.

   c. When the candidates for the BOD have been determined, the Company shall announce information related to the candidates at least 10 days before the opening date of the GMS on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the BOD shall have a written commitment to the honesty and accuracy of the published personal information and shall commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the BOD. Information related to the candidates for the BOD to be announced includes:

i. Full name, date of birth;

ii. Professional qualifications;

iii. Working experience;

iv. Other management positions (including the position of the BOD, other management positions of other companies);

v. Benefits related to the Company and its related parties;

vi. Information about the companies in which the candidate is holding the position of a member of the BOD, other management positions and benefits related to the company (if any); and

vii. Other information (if any) as prescribed by law.

2. Electing procedure:

a. The election shall be carried out by voting according to the ownership ratio or the cumulative voting method. Before the GMS or questionnaire survey to elect members of the BOD, the BOD will decide on the voting method to elect members of the BOD in accordance with the provisions of the Charter.

   If the election is conducted by cumulative voting, each shareholder or authorized representative has a total number of votes corresponding to the total number of shares owned or the total number of shares represented multiplied by the number of elected members of the BOD, and the shareholder has the right to accumulate all his or her total votes for one or several candidates.

   The cumulative voting method shall be established by the BOD in the Election Regulations.

b. The elected members of the BOD shall be determined by counting the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members of the BOD is sufficient (ensuring the minimum ratio of Independent Members) as prescribed in the Charter. The elected members shall have at least 01 (one) vote. To ensure the minimum number of independent members of the BOD according to Clause 1, Article 24 of the Charter, independent candidates of the BOD shall be selected first (calculated from high to low for independent candidates only). After selecting enough independent members of the BOD, the selection of the remaining members of the BOD shall be calculated from the number of votes from high to low (including the remaining non-independent and independent Board candidates).

c. In case there are 02 (two) or more candidates with the same number of votes for the final member of the BOD, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria in the Election Regulations. If there are not enough members of the BOD or independent members, the GMS will re-elect until there are enough members.

d. The Chairman (Chairlady) of the BOD shall be elected, dismissed, or removed from among the members of the BOD. The Chairman (Chairlady) of the BOD cannot concurrently be the CEO.

e. If the Chairman (Chairlady) of the BOD resigns, is no longer a member of the BOD or is dismissed or removed, the BOD shall elect a replacement within 30 (thirty) days from the date of receipt of the resignation letter, the date the Chairman (Chairlady) of the BOD is no longer a member of the BOD or is dismissed or removed.

Article 17. Dismissal, removal, and addition of members to the Board of Directors

1. A member of the BOD shall be dismissed in the following cases:

a. Not meeting the requirements to be a member of the BOD as prescribed by the Law on Enterprises, the Charter, this Regulation and the Regulations on the organization and operation of the BOD;

b. Handing in a resignation and is accepted.

2. A BOD member shall be dismissed if he/she does not participate in the activities of the BOD for 06 consecutive months, except in cases of force majeure.

3. A BOD member shall automatically cease to be a BOD member when:

a. The term of office ends;

b. He/she dies or is declared dead by the court;

c. He/she is declared missing by the court;

d. He/she is declared to have lost civil act capacity by the court;

e. He/she is declared to have difficulty in cognition or behavior control by the court; or

f. He/she is declared to have limited civil act capacity by the court;

g. Other cases in accordance with legal regulations.

4. When necessary, the GMS shall decide to replace members of the BOD; dismiss or remove members of the BOD other than in the cases specified in Clauses 1 and 2 of this Article.

5. The BOD shall convene an extraordinary GMS to elect additional members of the BOD when the number of the BOD members is reduced by more than 1/3, and/or the number of independent members remaining is less than the minimum quantity as prescribed by law, and other cases specified in the Charter.

Article 18. Announcement of election, dismissal, removal of members of the BOD

1. The election, dismissal and removal of the BOD members shall be disclosed in accordance with the provisions of law on information disclosure on the stock market.

2. When there is a request to elect additional or replace members of the BOD in accordance with the Charter and legal provisions, the BOD shall issue a notice on this matter at a reasonable time so that shareholders and/or groups of shareholders who meet the conditions prescribed in the Charter can run for election or nominate candidates for the BOD member.

Article 19. Remuneration and other benefits of the BOD members

1. Members of the BOD are entitled to remuneration and bonuses based on business results and efficiency. The remuneration is calculated based on the number of working days required to complete the duties of the BOD and the daily remuneration. The BOD estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonus of the BOD is decided by the GMS at the annual meeting.

2. The remuneration of each member of the BOD is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and shall be reported to the GMS at the annual meeting.

3. Members holding executive positions (including the position of Chairman (Chairlady) or Vice Chairman (Vice Chairlady)), or a member working in Boards, Committees or units/departments supporting the Board of Directors' operations, or performing other tasks that, in the opinion of the BOD, are outside the scope of the normal duties of a BOD member, may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits, or in other forms as decided by the BOD.

4. Members of the BOD are entitled to be reimbursed for all travel, food, accommodation and other reasonable expenses that they have incurred in performing their responsibilities as

members of the BOD, including expenses incurred in attending meetings of the BOD or Board Committees, Boards, Committees, units/departments supporting the Board of Directors' operations or the GMS.

Article 20. Procedures for organizing meetings of the BOD

1. The BOD shall hold meetings in accordance with the conditions and procedures prescribed in the Charter and Regulations on the organization and operation of the BOD.
2. The BOD shall meet at least once a quarter and may hold extraordinary meetings.
3. Cases of convening extraordinary meetings of the BOD:

   The Chairman (Chairlady) of the BOD shall convene an extraordinary meeting of the BOD in one of the following cases:

   a. There is a request from an independent member of the BOD;

   b. There is a request from the CEO or at least 05 other managers;

   c. There is a request from at least 02 members of the BOD;

   d. There is a request from an independent auditing company which audits the Company's financial statements to discuss the audited financial statements;

   e. When the BOD deems it necessary for the benefit of the Company.

   The request specified in Clause 3 of this Article shall be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the BOD.
4. The Chairman (Chairlady) of the BOD shall convene a meeting of the BOD within 07 working days from the date receiving the request specified in Clause 3 of this Article. In case the BOD meeting is not convened as requested, the Chairman (Chairlady) of the BOD shall be responsible for any losses incurred by the Company; the person requesting shall have the right to replace the Chairman (Chairlady) of the BOD in convening the BOD meeting.
5. The Chairman (Chairlady) of the BOD shall be responsible for convening meetings of the BOD, preparing the agenda, time and place of the meeting. If necessary, the Chairman (Chairlady) of the BOD may authorize another member of the BOD to perform this responsibility and shall be responsible for such authorization.
6. The Chairman (Chairlady) of the BOD or the person convening the BOD meeting shall send a meeting invitation at least 02 (two) working days before the meeting date. The meeting invitation shall specify the time and place of the meeting, the agenda, and the issues to be discussed and decided. The meeting invitation shall be accompanied by documents used at the meeting and the members' voting cards.

   Announcement of the BOD meetings may be sent by invitation, telephone, fax, electronic means or other method ensuring that it reaches the mailing address of each member of the BOD registered with the Company.
7. The BOD has the right to collect the BOD members' opinions by carrying out questionnaires survey, email or through the Company's information system according to the conditions and procedures issued by the BOD.
8. The BOD has the right to invite others to attend the BOD meeting. Those invited to attend the BOD meeting have the right to discuss and express opinions but not to vote.

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

1. Conditions for holding a BOD meeting:

   a. The first BOD meeting shall only be held when at least 3/4 (three-quarters) of the BOD members or more attend the meeting.

In case the number of members attending the meeting is not sufficient as prescribed, the meeting shall be reconvened within 07 (seven) days from the date of the first meeting. The reconvened meeting shall be held if more than ½ (half) of the BOD members attend the meeting.

b. A BOD member is considered to attend and vote at the meeting if he/she falls into one of the following cases:

   i. Attending and voting directly at the meeting;

   ii. Authorizing another BOD member to attend the meeting and vote in accordance with Article 27 of the Charter;

   iii. Attending and voting via online conference, electronic voting or other electronic forms;

   iv. Sending voting cards to the meeting via mail, fax, or email. In case of sending the voting card by post, the voting card shall be contained in a sealed envelope and shall be delivered to the Chairman (Chairlady) of the BOD at least 01 hour before the opening. The voting card may only be opened in the presence of all attendees.

2. Method of voting and approving resolutions of the BOD:

   a. The BOD shall approve decisions by voting at meetings, collecting written opinions or other forms depending on the specific conditions and issues. Except prescribed in Point b of this Clause, each member of the BOD or authorized person present in individual at the BOD meeting shall have one vote;

   b. A member of the BOD shall not vote on contracts or transactions that benefit that member, or his/her related person as prescribed by law. The BOD member shall not be counted in the minimum number of delegates required to be present to hold a meeting of the BOD on decisions on which that member does not have the right to vote;

   c. Pursuant to Point d of this Clause, a member with related interests shall not be allowed to vote, except in cases when the nature or scope of the interests of the related BOD member has not been properly disclosed;

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

   d. Resolutions and decisions of the BOD shall be adopted if approved by a majority of members present at the meeting and having the right to vote; in case of equal votes, the final decision shall belong to the side with the opinion of the Chairman (Chairlady) of the BOD or the person authorized by the Chairman (Chairlady) of the BOD. In case the Chairman (Chairlady) of the BOD does not have the right to vote and the number of votes is equal, the matter shall not be adopted.

Article 22. Minutes and resolutions of Board of Directors meetings

1. The Chairman (Chairlady) of the BOD meeting shall appoint one person to record the meeting minutes. The minutes recorder shall record the proceedings of the BOD meeting in a complete, detailed and clear manner and may record the meeting to ensure the accuracy of the content, proceedings and results of the meeting.

   The minutes of the BOD meeting shall be detailed and clear, including the full name and signature of the Chairman (Chairlady) and the minutes recorder and other contents as prescribed in Clause 1, Article 158 of the Law on Enterprises. The contents approved by the majority of the members attending the meeting in the minutes shall be made into an approved Resolution. The minutes of the BOD meeting and documents used in the meeting shall be kept at the company's headquarters as prescribed by law.

2. In case (i) the chairperson or the minutes recorder or (ii) both the chairperson and the minutes recorder refuse to sign the meeting minutes, but if signed by all other members of the BOD

attending the meeting and containing all the contents as prescribed in Clause 1, Article 158 of the Law on Enterprises (except for the content of Full name, signature of the chairperson and the minutes recorder), the minutes shall be valid.

3. The minutes of the BOD meetings shall be prepared in Vietnamese and may be prepared in English. In case the content of the meeting minutes is different between Vietnamese and English, Vietnamese shall prevail.

4. The Company is responsible for notifying the resolutions and decisions of the BOD in accordance with the provisions of law.

Article 23. Committees of the Board of Directors

1. The BOD may establish Committees to support its operations, including the Human Resources Committee, the Sustainable Development Committee, the Audit Committee, and other Boards, Committees, or units/departments supporting the Board of Directors' operations. The quantity, term, standards, and membership conditions of each Board, Committee, or unit/department shall be decided by the BOD.

2. The BOD shall specify in detail the establishment and issuance of regulations on the organization and operation of Boards, Committees, and support units/departments, including but not limited to the responsibilities of each Board, Committee, support units/departments, the responsibilities of members of Boards, Committees, support units/departments, organizational structure, meeting and voting methods, decision-making methods, remuneration, evaluation, and other issues related to the operations of Boards, Committees, and support units/departments. The operations of the Committees shall comply with the regulations of the BOD.

Article 24. Audit Committee

1. The structure, composition, standards of the Audit Committee members; rights and obligations; candidacy, nomination of Audit Committee members, meetings of the Audit Committee and operating expenses shall comply with the provisions of law and shall be stipulated in the Charter on the organization and operation of the Audit Committee approved by the BOD.

2. Other issues related to the organization and operation of the Audit Committee shall be decided by the BOD in accordance with the provisions of law.

Article 25. Person in charge of company governance

1. The BOD appoints at least 01 Person in charge of corporate governance to support corporate governance at the Company. The Person in charge of corporate governance may concurrently hold the position of Company Secretary. The dismissal of the Person in charge of corporate governance shall be decided by the BOD.

2. The BOD shall notify the appointment and dismissal of the Person in charge of corporate governance in accordance with the provisions of law.

3. The Person in charge of corporate governance shall not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

4. The Person in charge of corporate governance shall have the following rights and obligations:

    a. To advise the BOD on organizing meetings of the GMS in accordance with regulations and on relevant work as between the Company and shareholders.

    b. To prepare meetings of the BOD, of the GMS as requested by the BOD.

    c. To advise on procedures of meetings.

    d. To attend all meetings.

e. To advise on procedures for formulating resolutions of the BOD in compliance with law.

f. To provide financial information, copies of the BOD meeting minutes and other information to members of the BOD and of the Audit Committee.

g. To supervise and report to the BOD on information disclosure activities of the Company.

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

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

j. Other rights and obligations as stipulated by law.

Article 26. Corporate Secretary

When necessary, the BOD may decide to appoint a Corporate secretary. The Corporate secretary has the following rights and obligations:

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

CHAPTER IV.
EXECUTIVE BOARD

Article 27. Requirements of being Executive Board member

1. The CEO shall fully meet the requirements prescribed by the Law on Enterprises and the Charter. The CEO has the roles, responsibilities, rights and obligations as prescribed by the Charter.
2. Requirements for being a VP:
   a. Having full civil capacity and not being prohibited from managing an enterprise;
   b. Being a person with professional qualifications in the field of business activities of the Company, having the capacity to organize, direct and perform well the assigned work in the assigned field;
   c. Having a bachelor's degree or higher;
   d. Other requirements as prescribed by the BOD at each time in accordance with the Company's operating situation.
3. Requirements for being Chief Accountant:
   a. Not being one of the subjects prohibited from working as accountants as prescribed in Article 52 of the Law on Accounting;
   b. Having moral qualities, professional ethics, honesty, awareness of compliance and protection of rights, policies, financial and economic management regimes according to the provisions of law and regulations of the Company;
   c. Having bachelor of professional qualifications and accounting skills or higher, have at least 02 (two) years of practical work experience in the accounting profession and have a chief accountant certificate according to the provisions of law on accounting;

d. Other requirements as prescribed by the BOD from time to time in accordance with the Company's operating situation.

4. Other executives of the Company shall meet specific standards corresponding to each appointment position as prescribed by the BOD, have the necessary capacity and diligence to operate the Company's operations and organization to achieve the set goals.

Article 28. Procedures for appointment, dismissal and removal

1. Procedures for appointing members of the Executive Board:

   a. The BOD appoints a member of the BOD or hires another person as the CEO for a term of no more than 05 (five) years based on the written advice of the Human Resources Committee and reports in the nearest meeting to the GMS on this appointment.

   b. The BOD selects and appoints the Executives upon the proposal of the CEO and the advice of the Human Resources Committee under the BOD (if any).

   c. The CEO selects and appoints other executive positions not under the authority of the BOD (if any).

   d. The salary, benefits and other terms in the labor contract for the CEO are decided by the BOD, and the labor contract for the Executives appointed by the BOD will be decided by the BOD after consulting with the CEO. Information on the salary, allowances and benefits of the CEO shall be reported at the annual GMS and stated in the Annual Report, Financial Statements of the Company.

   e. The CEO decides on the salary, benefits and other terms of the employment contract for other Executives not under the appointment authority of the BOD (if any).

2. Procedures for dismissal, removal and transfer of Executive Board members:

   a. The level with the authority to appoint a position has the authority to dismiss, remove and transfer that position.

   b. A member of the Executive Board may be dismissed or removed in the following cases:

      i. No longer meeting the requirements prescribed by the Company, the Charter and legal regulations;

      ii. Handing a resignation to the BOD (or the CEO if the position is appointed by the CEO) and approved;

      iii. His/her labor contract expires without any renewal;

      iv. Violating labor discipline to the extent that the disciplinary measure of dismissal shall be applied according to the provisions of the Company's labor regulations and labor laws; or

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

      The BOD (or the CEO if that position is appointed by the CEO) has the right to transfer a member of the Executive Board to another position that is more suitable to his/her professional qualifications, capacity and strengths as well as the actual situation of the Company, whether at the same level or at a lower level, provided that this transfer is not contrary to the provisions of the labor contract and the provisions of law.

7. Announcement of appointment, dismissal, removal and transfer of members of the Executive Board:

   a. The appointment, dismissal, removal and transfer of members of the Executive Board will be notified to that member by directly delivering the decision to that person and notifying all officers and employees in an appropriate form selected by the BOD (or the CEO if that position is appointed by the CEO) (if necessary).

b. The appointment, dismissal, removal of the CEO and other Managers shall be disclosed in accordance with the provisions of law.

CHAPTER V. PROCEDURES FOR COORDINATION BETWEEN THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD

Article 29. Procedures of convening, inviting, and announcing meeting results between the Board of Directors and the Board of Management

1. Members of the BOM (not members of the BOD) may be summoned to attend meetings of the BOD when necessary. In this case, the Chairman (Chairlady) of the BOD or the convener shall send a meeting invitation and accompanying documents to the BOM as for members of the BOD. The BOM is obliged to directly attend or send a representative to attend the meeting of the BOD according to the meeting invitation.

   Members of the BOM attending the meeting may participate in discussions and advise the BOD but do not have the right to vote. The Chairman (Chairlady) of the BOD will send the Resolution of the BOD to the CEO within 07 (seven) days after the end of the meeting.

2. When necessary, the CEO may invite some members of the BOD to attend meetings of the BOM to advise on related issues. Invitations are sent to the BOD members as for the BOM members. The CEO shall send the results of this meeting to the BOD within 07 (seven) days after the end of the meeting.

3. The CEO has the right to request the Chairman (Chairlady) of the BOD to convene an extraordinary meeting of the BOD in accordance with Clause 3, Article 20 of this Regulations when deemed necessary to have the BOD's approval on matters within its decision-making authority among regular meetings of the BOD.

Article 30. Issues that the CEO needs to report and provide information to the Board of Directors

1. The CEO shall submit to the BOD for approval of a detailed business plan for the following fiscal year on the basis of satisfying the requirements of the appropriate budget as well as the annual financial plan as prescribed in the Charter.

2. To prepare the Company's long-term, annual and quarterly budgets (hereinafter referred to as the budget) to serve the Company's long-term, annual and quarterly management activities according to the business plan. The annual budget (including the balance sheets, business production report and expected cash flow report) for each fiscal year shall be submitted to the BOD for approval and shall include the information specified in the Company's regulations.

3. To be responsible to the BOD for the performance of assigned duties and powers and shall report to relevant agencies when requested.

Article 31. Coordination of control, operation and supervision activities among members of the Board of Directors and the Executive Board

Members of the BOD and the Executive Board will regularly discuss work and provide information to each other in the spirit of cooperation, support, and create favorable conditions for each other to work for the benefit of the Company.

CHAPTER VI.
EVALUATION OF REWARDS AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE BOARD

Article 32. Performance evaluation procedure

1. The performance assessment of members of the BOD and the Executive Board shall be carried out in accordance with the Company's regulations and one or some or all of the following methods (if any):
   a. Self-assessment;
   b. Performance assessment every 6 months;
   c. Annual performance assessment which shall be conducted at the end of the year;
   d. Organizing an extraordinary poll and vote of confidence;
   e. Other methods selected by the BOD from time to time.
2. The BOD shall conduct performance assessments of its members and positions appointed by the BOD.
3. The CEO shall conduct performance assessments of positions appointed by him/her.
4. The assessment results shall be used as information for the emulation and reward process in accordance with the Company's regulations.

Article 33. Performance evaluation standards

The standards for evaluating the performance of the BOD members and the Executive Board members are based on the following standards, including:

1. Results of assigned work including the level of completion, volume, quality, efficiency of individual work and the development, performance of the Unit.
2. Management ability, style, attitude in work management, anti-bureaucracy, corruption, waste.
3. Solidarity, coordination within the Unit, among Units and level of trust with employees.
4. Sense of learning to improve qualifications, honesty, openness in work, sense of organization, discipline, sense of responsibility in assigned work and current position.
5. Ethical qualities, lifestyle, awareness, ideology of compliance with the Company's Charter, regulations and laws.
6. Other standards from time to time.

Article 34. Evaluation classification

1. Based on the evaluation results, the classification of the BOD members and the Executive Board members is classified as:
   a. Excellently completing assigned tasks.
   b. Well completing assigned tasks.
   c. Completed assigned tasks.
   d. Not completed assigned tasks.
2. Evaluation documents of the BOD members and the Executive Board members shall be kept at the Company.

Article 35. Rewards and Discipline

1. Rewards:

a. Members of the BOD and members Executive Board with achievements in the management and operation of the Company and other assigned tasks will be considered for rewards by the Competent Authority according to the Company's current regulations.

b. The forms of rewards, order and procedures for rewards will be implemented according to the Company's emulation and reward regulations at each time.

2. Discipline:

a. Members of the BOD, members of the BOM and Executives who violate the provisions of law, the Charter and other regulations of the Company while performing assigned tasks will be subject to disciplinary action according to the Company's regulations and the provisions of law, depending on the nature, level and consequences of the violation.

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

c. Disciplinary principles, forms of disciplinary violations, procedures for handling disciplinary violations will be implemented according to the internal labor regulations and other relevant regulations of the Company and legal regulations.

CHAPTER VII.
TERMS OF IMPLEMENTATION

Article 36. Effective Date

1. If any provision of this Regulation conflicts with the provisions of the Charter or the law, the provisions of the Charter or the law shall prevail.

   In case there are provisions of law related to the Company's operations that have not been mentioned in this Regulation or in case there are new provisions of law that are different from the provisions of this Regulation, the provisions of such law shall naturally apply and regulate the Company's operations.

2. This Regulation takes effect from the date of approval by the GMS and is published on the Company's website. This Regulations replace the previously issued Corporate Governance Regulations (if any).

3. The BOD shall consider, develop, replace, cancel or abolish this Regulation and submit it to the GMS for approval.

ON BEHALF OF
GENERAL MEETINGS OF SHAREHOLDERS
CHAIRPERSON

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

DANG HUYNH UC MY