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CHARTER

THAI BINH CEMENT JOINT STOCK COMPANY

THAI BINH, JUNE 2025

TABLE OF CONTENTS

INTRODUCTION	1
I. DEFINITIONS OF TERMS IN THE CHARTER	1
<i>Article 1. Definition</i>	<i>1</i>
II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION AND OPERATION TERM OF THE COMPANY	2
<i>Article 2. Name, form, head office, branch, representative office, business location and operation term of the Company.....</i>	<i>2</i>
<i>Article 3: Legal representative of the Company</i>	<i>3</i>
III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY	3
<i>Article 4. Business lines and operational objectives of the Company</i>	<i>3</i>
<i>Article 5. Scope of business and operation; principles of organization and operation; Party and political organizations</i>	<i>4</i>
IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS.	4
<i>Article 6. Charter capital, shares.....</i>	<i>4</i>
<i>Article 7. Stock Certification.....</i>	<i>5</i>
<i>Article 8. Other Securities Certificates</i>	<i>5</i>
<i>Article 9. Transfer of shares</i>	<i>6</i>
V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL.....	6
<i>Article 10. Organizational structure of management, administration and control...6</i>	
VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS	6
<i>Article 11. Rights of shareholders.....</i>	<i>6</i>
<i>Article 12. Obligations of shareholders</i>	<i>8</i>
<i>Article 13. General Meeting of Shareholders (GMS)</i>	<i>9</i>
<i>Article 14. Rights and obligations of the General Meeting of Shareholders</i>	<i>11</i>
<i>Article 15. Authorization to attend the General Meeting of Shareholders</i>	<i>12</i>
<i>Article 16. Change of rights.....</i>	<i>13</i>
<i>Article 17. Convening of the General Meeting of Shareholders, Meeting Agenda, and Notice of the General Meeting of Shareholders.....</i>	<i>14</i>
<i>Article 18. Conditions for conducting the General Meeting of Shareholders.....</i>	<i>15</i>
<i>Article 19. Format of conducting meetings and voting at the GMS</i>	<i>16</i>
<i>Article 20. Conditions for resolutions and decisions of the GMS to be approved ..18</i>	
<i>Article 21. Competence and method of collecting shareholders' opinions in writing to approve resolutions and decisions of the General Meeting of Shareholders.....</i>	<i>19</i>
<i>Article 22. Resolutions and Minutes of the General Meeting of Shareholders</i>	<i>21</i>
<i>Article 23. Request for annulment of resolutions and decisions of the GMS.....</i>	<i>21</i>
VII. THE BOARD OF DIRECTORS	22
<i>Article 24. Nomination and self-nomination of members of the Board of Directors</i>	<i>22</i>
<i>Article 25. Composition and period of members of the Board of Directors</i>	<i>23</i>
<i>Article 26. Rights and obligations of the Board of Directors.....</i>	<i>24</i>
<i>Article 27. Remuneration, bonuses and other benefits of members of the Board of Directors</i>	<i>26</i>
<i>Article 28. Chairman and Vice Chairman of the Board of Directors.....</i>	<i>26</i>
<i>Article 29. Meetings of the Board of Director</i>	<i>27</i>
<i>Article 30. Subcommittees of the Board of Directors.....</i>	<i>29</i>

Article 31. Person in charge of corporate governance	30
VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES	30
Article 32. Organization of the management apparatus	30
Article 33. Company Executives	31
Article 34. Appointment, dismissal, duties and powers of the General Director	31
IX. THE BOARD OF CONTROLLERS	32
Article 35. Nomination and candidacy of members of the Board of Controllers:...	32
Article 36. Member of the Board of Controllers.....	33
Article 37. The Head of the Board of Controllers.....	33
Article 38. Rights and obligations of the Board of Controllers.....	34
Article 39. Board of Controllers Meeting.....	34
Article 40. Salaries, remuneration, bonuses and other benefits of members of the Board of Controllers.....	35
Article 41. Duty of care of Board Members, Members of the Board of Controllers, General Director and other executives	35
Article 42. Duty of Loyalty and Avoidance of Conflicts of Interest	35
Article 43. Approval of contracts and transactions between the company and related persons	36
Article 44. Liability for damages and compensation	37
XI. THE RIGHT TO ACCESS THE COMPANY'S BOOKS AND RECORDS ..	37
Article 45. The right to access the company's books and records.....	37
XII. EMPLOYEES AND TRADE UNIONS.....	38
Article 46. Employees and trade unions.....	38
XIII. DISTRIBUTION OF PROFITS	38
Article 47. Profit Distribution.....	38
XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEARS AND ACCOUNTING SYSTEMS	39
Article 48. Bank Account	39
Article 49. Reserve fund to supplement charter capital	39
Article 50. Fiscal Year.....	39
Article 51. Accounting regime	39
XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITIES FOR INFORMATION DISCLOSURE	40
Article 52. Yearly, semi-annual and quarterly financial statements	40
Article 53. Annual Report.....	40
XVI. AUDIT OF THE COMPANY	40
Article 54. Audit	40
XVII. SEAL OF COMPANY	41
Article 55. Seal of the company.....	41
XVIII. DISSOLUTION OF THE COMPANY	41
Article 56. Dissolution of the company	41
Article 57. Liquidation.....	41
XIX. SETTLEMENT OF INTERNAL DISPUTES	42
Article 58. Internal dispute resolution.....	42
XX. SUPPLEMENTING AND AMENDING THE CHARTER.....	42
Article 59. Supplementing and amending the Charter	42
XXI. EFFECTIVE DATE	42
Article 60. Effective Date.....	42
Chairwoman.....	43

INTRODUCTION

This Charter was adopted pursuant to a valid Resolution of the General Meeting of Shareholders with the reference no. ... dated

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Definition

1. In this Charter, the following terms shall be construed as follows:

- a) **"Charter capital"** means the total par value of shares sold or registered for purchase upon establishment of the Company and specified in Article 6 of this Charter;
- b) **"Voting capital"** means share capital, whereby the owner has the right to vote on matters falling under the decision-making competence of the General Meeting of Shareholders;
- c) **"Law on Enterprises"** means the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its amendments and supplements;
- d) **"Securities Law"** means the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and its amendments and supplements;
- e) **"Date of establishment"** means the date on which Thai Binh Cement Joint Stock Company is granted the Business Registration Certificate for the first time;
- f) **"Enterprise executive"** means the General Director, Deputy General Director, Chief Accountant and other executives under the provisions of this Charter;
- g) **"Enterprise manager"** means a manager of the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other managerial positions as prescribed in this Charter;
- h) **"Related persons"** are individuals or organizations specified in Clause 23, Article 4 of the Law on Enterprises, Clause 46, Article 4 of the Law on Securities;
- i) **"Shareholder"** means an individual or organization that owns at least one share of the Company;
- j) **"Founding shareholder"** means a shareholder who owns at least one ordinary share and signs the list of founding shareholders of the company;
- k) **"Major shareholder"** means a shareholder specified in Clause 18, Article 4 of the Law on Securities;
- l) **"Operation term"** means the operation time of the Company specified in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company by resolution;
- m) **"Stock Exchange"** means the Vietnam Stock Exchange and its subsidiaries;
- n) **"Vietnam"** means the Socialist Republic of Vietnam;

o) **"General Meeting of Shareholders"** means the General Meeting of Shareholders of Thai Binh Cement Joint Stock Company, which is the highest decision-making body of Thai Binh Cement, including all shareholders with voting rights;

p) **"Board of Directors"** means the Board of Directors of Thai Binh Cement Joint Stock Company;

q) **"Board of controllers"** means the Board of controllers of Thai Binh Cement Joint Stock Company.

2. Other terms in this Charter interpreted in current legal documents have the same meanings as in such legal documents.

3. In these Terms, references to one or several other provisions or documents include amendments, supplements or replacement texts. Words or terms defined in the Civil Code, the Enterprise Law, the Securities Law and other legal documents have the same meanings as in such legal documents.

4. Headings (Sections, Articles) are used for the convenience of understanding the content and do not affect the content of this Regulation.

5. Words or terms already defined in the Law on Enterprises, the Securities Law (if they do not conflict with the subject matter or context) shall have the same meanings in this Charter.

II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION AND OPERATION TERM OF THE COMPANY

Article 2. Name, form, head office, branch, representative office, business location and operation term of the Company

1. Company Name

- Vietnamese name: THAI BINH CEMENT JOINT STOCK COMPANY
- English name: THAI BINH CEMENT JOINT STOCK COMPANY
- Transaction name: THAI BINH CEMENT JOINT STOCK COMPANY
- Abbreviation: TBX

2. The company is a joint stock company with legal status in accordance with the current laws of Vietnam.

3. Registered office of the Company:

- Address: No. 1 – Quach Dinh Bao Street, Tien Phong Ward, Thai Binh City, Thai Binh Province.
- Phone: 036 647 505
- Fax: 036 647 506
- Email: info@ximangthaibinh.vn
- Website: www.ximangthaibinh.vn

4. The Company may establish branches and representative offices in the area of business to carry out its operational objectives in accordance with the decisions of the Board of Directors and to the extent permitted by law.

The company currently has 01 branch, which is a branch of Thai Binh Cement Joint Stock Company;

Address: Dong Lam Commune – Tien Hai District – Thai Binh Province;

Branch code: 1000283494-001.

5. Unless terminated before the deadline in accordance with Article 56 of these Charters, the term of operation of the Company shall commence from the date of incorporation and shall be indefinite.

Article 3: Legal representative of the Company

The company has 01 (one) legal representative who is the General Director.

Rights and obligations of the legal representative as prescribed in Articles 12 and 13 of the Law on Enterprises.

III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 4. Business lines and operational objectives of the Company

1. The Company's business lines are:

- Production of cement, lime and gypsum. Details: Cement production (code 2394).
- Production of concrete and cement and gypsum products (code 2395).
- Wholesale of other materials and installation equipment in construction (code 4663).
- Retail of hardware, paints, glass and other installation equipment in construction in specialized stores (code 4752).
- Production and trading of products from non-metallic minerals (code 2390).

In other business areas, the Board of Directors is authorized to decide by the General Meeting of Shareholders. In this case, the Board of Directors must report to the General Meeting of Shareholders at the annual or extraordinary session immediately thereafter to supplement the Charter of the Company and the Company permitted to do business when registering the supplementation of the business line code with the competent state agency.

2. The Company's operational objectives:

Thai Binh Cement Joint Stock Company was established to mobilize and use capital effectively in the production and trading of building materials, ordinary Foclang cement products, white Foclang cement, a number of other types of cement and other business lines as prescribed in Clause 1 of this Article. ensuring jobs for employees, gradually improving their lives and increasing dividends for shareholders, contributing to the state budget, building the Company to develop more and more.

Article 5. Scope of business and operation; principles of organization and operation; Party and political organizations

1. The company is allowed to plan and conduct all business activities according to the business lines specified in the Business Registration Certificate and this Charter and has registered and notified changes in the registration contents to the business registration authority and announced on the National Enterprise Registration Portal. in accordance with the provisions of the current law and take appropriate measures to achieve the Company's objectives.

2. The company may conduct business activities in other fields that are not prohibited by law and approved by the General Meeting of Shareholders or the Board of Directors.

3. Thai Binh Cement Joint Stock Company operates on the principles of voluntariness, democratic equality and in accordance with the laws of the State of Vietnam.

4. The Company's shareholders jointly contribute capital, enjoy dividends, manage and bear risks corresponding to their contributed capital and are responsible for the Company's debts within the scope of their contributed capital.

5. Thai Binh Cement Joint Stock Company is not responsible for any debts and obligations of the activities of shareholders participating outside the Company.

6. The organization of the Communist Party of Vietnam in the Company operates in accordance with the Constitution and laws of the Socialist Republic of Vietnam, the Party Charter and other regulations of the Communist Party of Vietnam.

7. Trade Union organizations and other socio-political organizations in the Company operate in accordance with the Constitution and laws of the Socialist Republic of Vietnam.

8. The Board of Directors and the CEO are obliged to create all favorable conditions for Party organizations and social organizations to operate effectively in order to increase the strength and efficiency of the Company's production and business.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS.

Article 6. Charter capital, shares.

1. The charter capital of the Company is 15,102,800,000 VND (Fifteen billion one hundred and two million eight hundred thousand even VND).

The total charter capital of the Company is divided into 1,510,280 shares with a par value of 10,000 VND/share.

2. The company can change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The shares of the Company on the date of adoption of this Charter include only ordinary shares.

4. The company may issue other types of preference shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.

5. The name, address, number of shares and other information about the founding shareholders in accordance with the provisions of the Law on Enterprises will be stated in the attached appendix. This Addendum is a part of this Charter.

6. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their common share ownership ratio in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares of shareholders who do not register to buy all of them will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to entities under such conditions and in such manner as the Board of Directors deems appropriate, but may not sell such shares under conditions more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

7. The Company may purchase shares issued by the Company itself (including redeemable preference shares) in the ways prescribed by current law. The common shares acquired by the Company are treasury shares and the Board of Directors may be offered for sale in a manner consistent with the provisions of this Charter and the Law on Securities and relevant guiding documents.

8. The company may issue other types of securities when approved in writing by the General Meeting of Shareholders and in accordance with the provisions of the law on securities.

Article 7. Stock Certification

1. Shareholders who have fully paid for the purchase of newly issued shares of the Company are granted stock certificates or are entitled to an increase in the number of shares owned in the securities trading account in accordance with the provisions of law corresponding to the number of shares and types of shares owned.

2. Stocks are securities that confirm the owner's legitimate rights and interests in a part of the issuer's share capital. Stocks must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises.

3. Within ten (10) days from the date of submission of a complete dossier of application for transfer of share ownership as prescribed by the Company or within twenty (20) days from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan (or other time limit as prescribed in the issuance terms), the owner of the number of shares shall be granted a stock certificate. The share owner does not have to pay the Company the cost of printing the share certificate.

4. In case the shares are lost, damaged or destroyed in other forms, the shareholders shall be re-granted shares by the Company at the request of such shareholders. Shareholders' proposals must include the following contents:

a) Information about stocks that have been lost, damaged or destroyed in other forms;

b) Undertake to take responsibility for disputes arising from the re-issuance of new shares.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates of the Company (except for offering letters, provisional certificates and similar documents), shall be issued with the

seal and signature of the Company's legal representative, unless otherwise provided by the terms and conditions of issuance.

Article 9. Transfer of shares

1. All shares may be freely transferred unless otherwise provided by this Charter and the law. Stocks listed and registered for trading on the Stock Exchange/Securities Trading Center will be transferred in accordance with the provisions of the law on securities and securities market, regulations and regulations of the Stock Exchange/Securities Trading Center.

2. Shares that have not been fully paid are not allowed to be transferred and enjoy related benefits such as the right to receive dividends, the right to receive issued shares to increase share capital from equity, the right to buy newly offered shares and other benefits as prescribed by law.

3. In the event of the death of a shareholder, the heirs or managers of the deceased's estate will be acknowledged by the Company as the sole beneficiaries of the shares, but this provision does not relieve the deceased shareholder's assets from any liability attached to any shares held by him/her.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 10. Organizational structure of management, administration and control

The organizational structure of management, administration and control of the Company includes:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Board of controllers;
4. Chief Executive Officer.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of shareholders

1. Shareholders are the owners of the Company, with corresponding rights and obligations according to the number of shares and the type of shares they own. Shareholders are only responsible for debts and other property obligations of the Company within the amount of capital contributed to the Company.

2. Ordinary stock holders have the following rights:

- a) Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms prescribed by the company's Charter and law. Each ordinary share has one voting vote;
- b) Receive dividends at the rate decided by the General Meeting of Shareholders;
- c) To freely transfer their shares to other persons, except for cases otherwise provided for by this Charter and law;

- d) To be given priority to buy newly offered shares corresponding to the proportion of ordinary shares owned by each shareholder in the Company;
- e) To review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information;
- f) To review, lookup, extract or copy company's charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
- g) In case the Company is dissolved or bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company after the Company has paid the debts as prescribed;
- h) To request the Company to repurchase their shares in the cases specified in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same type gives shareholders equal rights, obligations and benefits. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;
- j) To have full access to periodic and unusual information published by the Company in accordance with the provisions of law;
- k) To protect their legitimate rights and interests; propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
- l) Other rights as prescribed in this Charter and law.

3. Shareholders or groups of shareholders holding more than 5% of the total number of ordinary shares have the following rights:

- a) To request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises or convene the General Meeting of Shareholders under Clause 4, Article 140 of the Law on Enterprises when the Board of Directors and the Board of Controllers fail to convene the General Meeting of Shareholders in accordance with the provisions of law and this Charter;
- b) To review, look up and extract the minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Controllers, contracts and transactions must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the Company's business secrets;
- c) To request the Board of controllers to examine each specific issue related to the management and administration of the company's operations when deemed necessary. The request must be expressed in writing; must have full name, permanent residence address, nationality, number of people's identity card, passport or other lawful personal identification for individual shareholders; name, permanent residence address, nationality, number of establishment decision or business registration number for shareholders being organizations; the number of shares and the time of share registration of each shareholder, the total number of shares of the whole group of shareholders and

the percentage of ownership in the total number of shares of the company; issues to be inspected, purpose of inspection;

d) To propose the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than (03 working days) before the opening date. The proposal must clearly contain the name of the shareholder, the number of each type of shares of the shareholder, the issue of the proposal to be included in the meeting agenda;

e) Other rights are specified in this Charter and in accordance with law.

4. Shareholders or groups of shareholders holding more than 10% of the total ordinary shares have the right to nominate persons to the Board of Directors or the Board of Controllers. The nomination of persons to the Board of Directors and the Board of controllers shall be carried out as follows:

a) Ordinary shareholders who form groups nominating persons to the Board of Directors and the Board of controllers must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders.

b) Based on the number of members of the Board of Directors and the Board of Controllers, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders to be candidates for the Board of Directors and the Board of Controllers. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Board of Controllers and other shareholders.

Article 12. Obligations of shareholders

Shareholders have the following obligations:

1. To comply with the Company's Charter and the Company's internal management regulations; comply with Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

2. To pay fully and on time the amount for the number of shares committed to purchase as prescribed;

3. To provide the correct address when registering to buy shares;

4. It is not allowed to withdraw the contributed capital in ordinary shares from the Company in any form, except for the case of repurchase of shares by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and a person with related interests in the Company must be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damages incurred.

5. To keep confidential all information provided by the Company in accordance with the Company's Charter and law; only use the information provided to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.

6. To attend the meeting of the General Meeting of Shareholders and exercise the right to vote through the following forms:

- a) To attend and vote directly at the meeting;
 - b) To authorize other individuals and organizations to attend and vote at meetings;
 - c) To attend and vote through online conference, electronic voting or other electronic forms;
 - d) To send the voting ballot to the meeting by mail, fax, email.
7. To fulfill other obligations as prescribed by current law.
8. To take personal responsibility when committing one of the following acts in the name of the company in any form:
- a) Violating the law;
 - b) conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
 - c) Paying off debts that are not due in the face of possible financial risks to the company.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Company. The Annual General Meeting of Shareholders is held once a year. The General Meeting of Shareholders must hold an annual meeting within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select a suitable meeting venue in the territory of Vietnam. In case the General Meeting of Shareholders is held at multiple meeting points at the same time, the meeting place of the General Meeting shall be determined to be the place where the Chairman of the Board of Directors presides. The Annual General Meeting of Shareholders decides on matters in accordance with the law and the Company's Charter, especially through the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, conflicting audit opinions or rejection, the Company must invite the representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above have the responsibility to attend the Annual General Meeting of Shareholders of the Company.

3. The Company must hold the General Meeting of Shareholders at least once a year. The Annual General Meeting of Shareholders shall not be held in the form of collecting written opinions.

4. The Annual General Meeting of Shareholders discusses and approves the following issues:

- a) The company's annual business plan;

- b) Annual financial statements;
- c) The report of the Board of Directors on the administration and operation results of the Board of Directors and each member of the Board of Directors;
- d) Report of the Board of Controllers on the company's business results, operation results of the Board of Directors and the General Director;
- e) Report on self-assessment of operation results of the Board and Controllers;
- f) The dividend level for each share of each type;

5. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) Annual balance sheets, quarterly or semi-annual reports, or audit reports of the fiscal year reflecting the loss of half of the charter capital;
- c) When the number of remaining members of the Board of Directors or the Board of Controllers is less than the minimum number of members as prescribed by law or reduced by more than one-third of the number of members specified in the Charter;
- d) Shareholders or groups of shareholders specified in Clause 3, Article 11 of this Charter shall request the convening of the General Meeting of Shareholders with a written petition. The written petition for convening must clearly state the reason and purpose of the meeting, be signed by relevant shareholders or the written petition can be made in multiple copies to have enough signatures of all relevant shareholders;
- e) At the request of the Board of Controllers, if the Board of Controllers has reason to believe that the members of the Board of Directors or senior management officers are in serious breach of their obligations under Article 165 of the Law on Enterprises, or the Board of Directors acts or intends to act outside its jurisdiction;
- f) Other cases as prescribed by law and the company's charter.

6. Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the remaining members of the Board of Directors, independent members of the Board of Directors or members of the Board of Controllers as prescribed at Point c, Clause 5 of this Article or receive the request specified at Points d and e, Clause 5 of this Article.

b) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 6 of this Article, within thirty (30) days thereafter, the Board of Controllers must replace the Board of Directors to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises.

c) In case the Board of Controllers fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 6 of this Article, the shareholders and groups of shareholders specified at Point d, Clause 5 of this Article have the right to replace the Board of Directors or the Board of Controllers to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 4, Article 140 of the Law on Enterprises.

In this case, the shareholder or group of shareholders convening a meeting of the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders if deeming it necessary. All expenses for convening and conducting the General Meeting of Shareholders will be refunded by the company. This expense does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing a meeting of the General Meeting of Shareholders shall comply with the provisions of Clause 5, Article 140 of the Law on Enterprises.

Article 14. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and obligations:

a) To adopt the Company's development orientation; Long-term development plan, annual business plan of the Company;

b) To approve the Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors, independent members of the Board of Directors; Report of the Board of Controllers on the Company's business results, operating results of the Board of Directors and the General Director; Self-assessment report on the performance of the Board of Controllers and members of the Board of Controllers;

c) To decide on the type of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;

d) To make decision on the number of members of the Board of Directors and the Board of Controllers; Elect, dismiss and remove members of the Board of Directors and members of the Board of Controllers; To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Board of Controllers;

e) To make decision on investment or sale of assets, purchase of assets valued at 50 % or more of the total value of assets stated in the latest financial statements of the Company;

f) To make decision on amendment and supplementation of the company's charter;

g) To approve the annual financial statements;

h) To make decision to repurchase more than 10% of the total sold shares of each type;

i) To consider and handle violations committed by members of the Board of Directors, members of the Board of Controllers causing damage to the Company and the Company's shareholders;

j) To make decision on reorganization, division, separation, merger, transformation and dissolution of the Company;

k) To approve the Internal Governance Regulation; Regulation on operation of the Board of Directors and the Board of Controllers;

l) To approve the list of approved auditing firms; decide on auditing firms that are approved to inspect the Company's operations, dismiss independent auditors when deeming necessary teachers;

m) To approve the following transactions:

- Grant loans or guarantees to members of the Board of Directors, members of the Board of Controllers, General Directors, other managers who are not shareholders and related individuals and organizations of these subjects.

In case of granting loans or guarantees to relevant organizations of members of the Board of Directors, members of the Board of Controllers, General Directors and other managers of which the Company and such organization are companies in the same group or companies operating in a group of companies, including parent companies - subsidiaries, the Board of Directors shall decide on the approval of these transactions;

- A transaction with a value of 20% or more or a transaction resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of 20% or more of the total asset value stated in the latest financial statement between the Company and one of the following subjects:

- + Members of the Board of Directors, members of the Board of Controllers, General Director, other managers and related persons of these subjects;

- + Shareholders and authorized representatives of shareholders owning more than 10% of the total ordinary share capital of the company and their related persons;

- + Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises;

- Contracts, loan transactions or sale of assets with a value greater than 20% of the total value of assets stated in the latest financial statements between the company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.

n) To approve the Internal Regulation on corporate governance, the Regulation on the operation of the Board of Directors, the Regulation on the operation of the Board of Controllers;

2. All resolutions and issues that have been included in the agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 15. Authorization to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of shareholders being organizations may directly attend the meeting or authorize one or several other individuals or organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises. In case more than one authorized representative individual or organization is appointed, the number of shares and the number of votes of each representative individual or organization must be specified.

2. The authorization for an individual or representative organization to attend the General Meeting of Shareholders under Clause 1 of this Article must be made in writing according to the company's form, including the following contents: name of the authorized shareholder, name of the authorized individual or organization, number of

authorized shares, contents of authorization, scope of authorization, duration of authorization, and must be signed according to the following provisions:

- a) In case an individual shareholder is an authorized person, it must have the signatures of such shareholder and the authorized person attending the meeting;
- b) In case the authorized representative of a shareholder is an organization that is an authorizing person, it must bear the signatures of the authorized representative, the legal representative of the shareholder and the authorized person attending the meeting;
- c) In other cases, the signatures of the legal representative of the shareholder and the person authorized to attend the meeting must be obtained.
- d) The person authorized to attend the General Meeting of Shareholders must submit a written authorization before entering the meeting room. In case of re-authorization, the meeting attendee must additionally present the original authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. In case the lawyer signs the letter of appointment of a representative on behalf of the authorizer, the appointment of a representative in this case shall only be considered valid if the letter of appointment of a representative is presented together with the letter of authorization to the lawyer or a valid copy of such letter of authorization (if it has not been previously registered with the Company).

4. Except for the cases specified in Clause 3 Hereby, the voting ballots of the authorized persons attending meetings within the scope of authorization shall still be valid when one of the following cases occurs:

- a) The authorizer has died, has limited civil act capacity or has lost civil act capacity;
- b) The authorizer has canceled the appointment of authorization;
- c) The authorizer has revoked the authority of the person performing the authorization.

This clause shall not apply in case the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 16. Change of rights

1. The change or cancellation of special rights associated with a type of preference shares takes effect when approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents that adversely change the rights and obligations of shareholders owning preference shares may only be approved if it is approved by the number of preference shareholders of the same type attending the meeting owning 75% or more of the total preference shares of that type or 75% of the total shares owned by preference shareholders of the same type the preferential portion of that type or more shall be approved in case of approval of the resolution in the form of written consultation.

2. The holding of a meeting of shareholders holding a class of preference shares to approve the change of the above rights is only valid when there are at least two (02) shareholders (or their authorized representatives) and hold at least one-third (1/3) of the

par value of the issued shares. In case there are not enough delegates as mentioned above, a re-meeting shall be held within the next thirty (30) days and the holders of shares of that type (regardless of the number of persons and number of shares) who are present in person or through their authorized representatives shall be deemed to have the required number of delegates. At the meetings of shareholders holding the above-mentioned preferential shares, the holders of shares of that type who are present in person or through their representatives can request a secret ballot and each person when voting by secret ballot has one ballot for each share owned by that type. Each share of the same type has equal voting rights at the above-mentioned meetings.

3. The procedure for conducting such separate meetings shall be similar to the provisions of Articles 18, 19, and 20 of this Charter.

4. Unless the terms of the share issuance provided otherwise, the special rights attached to the classes of shares have preferential rights in respect of some or all of the matters relating to the distribution of the Company's profits or assets will not be changed when the Company issues additional shares of the same type.

Article 17. Convening of the General Meeting of Shareholders, Meeting Agenda, and Notice of the General Meeting of Shareholders

1. The Board of Directors convenes the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 5, Article 13 of this Charter, or the General Meeting of Shareholders is convened in the cases specified in Clause 6, Article 13 of this Charter.

2. The convener of the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders who are eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b) Prepare the meeting agenda, the content of the general meeting and documents as prescribed in accordance with the laws and regulations of the Company;

c) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;

d) Determine the time and place of the congress;

e) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

f) Other tasks for the congress.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by the method of ensuring that the contact address of shareholders is reached, and at the same time published on the website of the Company and the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a

notice of invitation to the meeting to all shareholders on the List of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (counting from the date on which the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to issues to be voted on at the general meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the meeting of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the path to all meeting documents for shareholders to access, including:

- a) The meeting program and documents used in the meeting;
- b) List and detailed information of candidates in case of election of members of the Board of Directors or members of the Board of Controllers;
- c) Voting ballots;
- d) Draft resolutions for each issue in the meeting agenda.

4. Shareholders or groups of shareholders mentioned in Clause 3, Article 11 of this Charter have the right to propose and propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals and recommendations must be made in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. Proposals and proposals must include the full names of shareholders, the number and type of shares held by such persons, and the contents of proposals and proposals to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject proposals and proposals related to the 4 of this Article in the following cases:

- a) Proposals and petitions sent on time or insufficiently, with improper contents or in contravention of the provisions of Clause 4 of this Article;
- b) At the time of the proposal or proposal, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 3, Article 11 of this Charter;
- c) Proposals and recommendations are not within the decision-making competence of the General Meeting of Shareholders.
- d) Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the tentative agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

7. The General Meeting of Shareholders has the right to change the meeting agenda sent together with the notice of invitation to the meeting as prescribed in Clause 3, Article 17 of this Charter.

Article 18. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents at least 51% or more of the total number of votes. .

2. In case the first meeting fails to meet the conditions specified in Clause 1 of this Article within thirty minutes from the time of fixing the opening of the general meeting or a longer period decided by the general meeting convener, the general meeting convener shall cancel the meeting. The notice of invitation to the second General Meeting of Shareholders shall be sent within thirty (30) days from the date of the planned convening of the First General Meeting of Shareholders. The second convened General Meeting of Shareholders shall be conducted only when there are members attending the meeting who are shareholders and authorized representatives representing 33% or more of the total number of votes.

3. In case the second general meeting cannot be conducted due to the failure to meet the conditions specified in Clause 2 of this Article within thirty minutes from the time of fixing the opening of the congress or a longer period decided by the general meeting convener, the convener cancels the meeting. The notice of invitation to the Third General Meeting of Shareholders must be sent within twenty (20) days from the date on which the second general meeting is planned, and in this case, the general meeting shall be conducted regardless of the total number of votes of the shareholders attending the meeting.

Article 19. Format of conducting meetings and voting at the General Meeting of Shareholders

1. On the day of the General Meeting of Shareholders, before the opening of the meeting, the Company must carry out the procedures for shareholders to register the registration must carried out until all the shareholders who have the right to attend the meeting have registered in the following order:

a) For conducting shareholder registration, the Company will provide each shareholder or authorized representative with the right to vote a voting ballot, on which the registration number, full name of the shareholder and the number of voting votes of that shareholder are inscribed. The General Meeting of Shareholders discusses and votes on each issue in the program. The vote shall be conducted by voting in favor, disapproval and no opinion. At the Congress, the number of votes in favor of the resolution is collected first, the number of votes against the resolution is collected later, and finally the total number of votes in favor or disapproval is counted for decision. The results of the vote counting will be announced by the Chairman immediately after the vote counting is conducted. The Vote Counting and Supervision Committee shall be elected by the General Meeting of Shareholders at the request of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of shareholders who are organizations or authorized persons to attend the General Meeting of Shareholders late have the right to register and then have the right to participate and vote at the general meeting immediately after registration. The presiding judge is not responsible for stopping the general meeting so that shareholders are late to register and the validity of the voting conducted before the late shareholders will not be affected.

2. The election of the chairman, secretary and vote counting committee is prescribed as follows:

a) The Chairman of the Board of Directors shall preside over or authorize other members of the Board of Directors to preside over the meeting of the General Meeting

of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to work, the remaining members of the Managing Board shall elect one of them to chair the meeting on the principle of majority. In case the chairman cannot be elected, the Head of the Executive Board of Controllers shall let the General Meeting of Shareholders elect the chairman of the meeting among the participants and the person with the highest vote to chair the meeting;

b) Except for the case specified at Point a of this Clause, the signatory shall convene a meeting of the General Meeting of Shareholders for the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes to preside over the meeting;

c) The chairperson shall appoint one or several persons to act as the secretary of the meeting;

d) The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairman of the meeting.

3. The Chairperson is the person who has the right to decide the order, procedures and events arising outside the program of the General Meeting of Shareholders.

4. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly define and detail the time for each issue in the content of the meeting agenda.

5. The Chairman of the General Meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.

a) Arrange seats at the meeting venue of the General Meeting of Shareholders;

b) Ensure the safety of everyone present at the meeting places;

c) Create conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. The applicable measures can be the issuance of an entry permit or the use of other forms of choice.

6. Shareholders or persons authorized to attend meetings after the meeting has been opened are still registered and have the right to participate in voting immediately after registration; In this case, the validity of the previously voted contents does not change.

7. The convener or chairman of the meeting of the General Meeting of Shareholders has the following rights:

a) Request all participants to be subject to inspection or other lawful and reasonable security measures;

b) Request the competent authority to maintain the order of the meeting; expelling those who do not comply with the chairman's executive authority, deliberately disrupt the order, obstruct the normal progress of the meeting, or fail to comply with the requirements for security checks out of the General Meeting of Shareholders.

8. The Presiding Chairman of the General Meeting of Shareholders has the right to postpone the meeting with a sufficient number of people registering to attend the

meeting within 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:

- a) The meeting venue does not have enough convenient seating for all participants;
- b) The information media at the meeting venue does not ensure that shareholders attending the meeting participate, discuss and vote;
- c) Some participants obstruct or disrupt the order, risking that the meeting cannot be conducted fairly and legally.

9. In case the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attending members to replace the chairperson who runs the meeting until the end of the meeting; all resolutions, Decisions adopted at that meeting shall take effect.

10. The convener of the General Meeting of Shareholders may request shareholders or authorized representatives to attend the General Meeting of Shareholders to be subject to inspection or security measures as the convener deems appropriate. In case any shareholder or authorized representative refuses to comply with the above-mentioned inspection regulations or security measures, the convener may, after careful consideration, refuse or expel the aforementioned shareholder or representative from participating in the General Meeting.

11. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms in accordance with the law.

Article 20. Conditions for resolutions and decisions of the General Meeting of Shareholders to be approved

1. Except for the case specified in Clause 2, 3, 4 of this Article, resolutions and decisions of the General Meeting of Shareholders shall be approved when they are approved by the number of shareholders owning 51% or more of the total number of votes of all shareholders attending the meeting.

2. Resolutions and decisions of the General Meeting of Shareholders related to the following contents shall be approved if they are approved by the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting, except for the cases specified in Clauses 1 and 3 of this Article:

- a) Amending and supplementing the Charter;
- b) Type of shares and total number of shares of each type; type of shares and number of shares to be offered;
- c) The change of business lines, trades and domains;
- d) The change the organizational structure of the company's management;
- e) Merger, reorganization, reorganization and dissolution of the company;

f) Projects on investment or purchase of assets or sale of the Company's assets with a value of 50% or more of the total value of assets stated in the Company's latest financial statements.

3. In case of approval of a resolution in the form of written consultation, the resolution of the General Meeting of Shareholders shall be approved if it is approved by the number of shareholders owning at least 75% of the total number of votes of all shareholders with the right to vote in favor.

4. Resolutions of the General Meeting of Shareholders passed equal to 100% of the total number of voting shares are legal and effective even if the order and procedures for convening and approving such resolutions violate the provisions of the Law on Enterprises and the company's charter.

5. The resolution of the General Meeting of Shareholders must be notified to the shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date of adoption; In case the Company has a website, the submission of the Resolution may be replaced by posting it on the Company's website.

Article 21. Competence and method of collecting shareholders' opinions in writing to approve resolutions and decisions of the General Meeting of Shareholders

The competence and format of collecting shareholders' opinions in writing to approve resolutions and decisions of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve resolutions and decisions of the General Meeting of Shareholders at any time if it deems it necessary for the benefit of the company.

2. The Board of Directors must prepare The opinion polls for collecting written opinions, draft decisions and resolutions of the General Meeting of Shareholders and documents explaining the draft decisions and resolutions and send them to all shareholders with voting rights at least 10 days before the deadline for returning ballot for collecting written opinions. The opinion collection form enclosed with the draft decision and explanatory documents must be sent by the method of ensuring that the permanent residence address of each shareholder can be reached. The request and method of sending ballot for collecting written opinion and the enclosed documents shall comply with the provisions of Clause 3, Article 17 of this Charter.

3. The opinion polls must contain the following principal contents:

a) Name, address of the head office, number and date of issuance of the business registration certificate, place of business registration of the company;

b) Purpose of collecting opinions;

c) Full name, permanent residence address, nationality, number of identity card, passport or other lawful personal identification of the individual shareholder; name, permanent residence address, nationality, establishment decision number or business registration number of the shareholder or authorized representative of the shareholder being an organization; the number of shares of each type and the number of voting votes of shareholders;

d) Issues that need to be consulted to approve decisions;

e) The voting plan includes approval, disapproval and no opinion on each issue for which opinions are collected;

- f) The deadline for submitting the completed written ballot to the Company;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the answered ballot for collecting written opinions to the Company by mail, fax or e-mail according to the following regulations:

a) In case of sending the letter or answered written opinions poll, it must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the company must be contained in a sealed envelope and no one is allowed to open it before the vote is counted.

b) Opinions collection forms sent to the company after the time limit specified in the contents of the written opinions ballot or which have been opened in case of sending letters and disclosed in case of sending fax or e-mail are invalid. The written opinions ballot that are not sent back shall be considered as votes not participating in voting.

c) Shareholders may send written opinions polls to the Company via: Mail, fax or email. In case of sending fax or email, the written opinions ballot sent to the Company must be kept confidential until the time of vote counting.

5. The Board of Directors counts votes and makes a record of vote counting under the witness of the Board of controllers or shareholders who do not hold the company's managerial position. The vote counting record must contain the following principal contents:

a) Name, address of the head office, number and date of issuance of the business registration certificate, place of business registration.

b) Purposes and issues that need to be consulted to approve resolutions and decisions;

c) The number of shareholders with the total number of voting votes that have participated in voting, distinguishing the number of valid and invalid votes and the method of sending the voting papers, enclosed with an appendix to the list of shareholders participating in voting;

d) The total number of votes in favor, disapproval and no opinion on each issue;

e) The approved issue and the corresponding approval rate;

f) Full names and signatures of the Chairman of the Board of Directors, the vote counting person and the vote counting supervisor.

Members of the Board of Directors, vote counters, and vote counting supervisors must be jointly and severally responsible for the truthfulness and accuracy of the vote counting minutes; jointly and severally responsible for damages arising from the decisions passed due to untruthful and inaccurate vote counting.

6. Minutes of vote counting and resolutions must be sent to shareholders within fifteen (15) days from the date of completion of vote counting. The sending of vote counting minutes and resolutions can be replaced by posting on the Company's website within 24 hours from the end of the vote count.

7. The reply to the opinion poll, the vote counting record, the full text of the approved resolution and the relevant documents enclosed with written opinions ballot must be kept at the company's head office.

8. The decision shall be adopted in the form of a written consultation of shareholders with the same validity as the decision adopted at the General Meeting of Shareholders.

Article 22. Resolutions and Minutes of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be recorded in audio or other electronic forms. The minutes must be made in Vietnamese, may be additionally made in foreign languages and contain the following principal contents:

- a) Name and address of the head office, enterprise identification number;
- b) Time and place of the General Meeting of Shareholders;
- c) Meeting agenda and meeting contents;
- d) Full name of the chairman and secretary;
- e) Summarize the meeting and comments at the General Meeting of Shareholders on each issue on the agenda;
- f) The number of shareholders and the total number of votes of the shareholders attending the meeting, the appendix to the list of registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and number of votes;
- g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid votes, invalid, in favor, against and without opinions; the corresponding ratio to the total number of votes of shareholders attending the meeting;
- h) The approved issues and the corresponding percentage of approved votes;
- i) Full name and signature of the chairman and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, this minutes shall take effect if they are signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed in this Clause. The minutes of the meeting clearly state that the chairman and secretary refused to sign the minutes of the meeting.

2. The minutes of the meeting of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons who sign the minutes of the meeting must be jointly and severally responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes made in Vietnamese and foreign languages shall have the same legal effect. In case there is a difference in the contents of the minutes in Vietnamese and in a foreign language, the contents of the minutes in Vietnamese shall apply.

4. The resolution, the minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the minutes (if any) and relevant documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the market securities market and must be kept at the head office of the Company.

Article 23. Request for annulment of resolutions and decisions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution or the minutes of the meeting of the General Meeting of Shareholders or the minutes of the vote counting

results of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 3, Article 11 of this Charter, members of the Board of Directors, The General Director and the Board of controllers shall have the rights to request a Court or Arbitration body to review and annul the resolution, decision or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's charter, except for the case specified in Clause 4, Article 20 of this Charter.

2. In case the decision of the General Meeting of Shareholders is annulled under the decision of the Court or the Arbitrator, the convener of the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within 60 days following the orders and procedures prescribed by law or this Charter.

VII. THE BOARD OF DIRECTORS

Article 24. Nomination and self-nomination of members of the Board of Directors

1. In case the candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must make a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors announced includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other managerial positions (including the position of the Board of Directors of other companies);
- e) Interests related to the Company and its related parties;
- f) The company is responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares may nominate candidates for the Board of Directors in accordance with the company's Charter. Shareholders holding voting shares have the right to pool the number of voting rights of each person together to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the voting shares may nominate one (01) member; from 20% to less than 30% may nominate two (02) members; from 30% to less than 50% have rights to nominate three (03) members; from 50% to less than 65% shall nominate four (04) members and if 65% or more may nominate a sufficient number of candidates.

3. In case the number of candidates for the Board of Directors nominated and self-nominated is still insufficient, the incumbent Board of Directors shall introduce additional candidates or organized nomination as prescribed in the company's Charter, the Internal company governance Regulation and the operational Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders voting to elect members of the Board of Directors in accordance with law.

4. Members of the Board of Directors must meet the standards and conditions specified in Clause 1, Article 155 of the Law on Enterprises and the following conditions:

- Having full civil act capacity, not being subject to any prohibitions on the enterprise management as prescribed by law;

- Members of the Board of Directors must have specialized management qualifications in engineering, economics, finance, law, etc. in accordance with the nature of the Company's operation. If a male member is over 50 years old, he must have an intermediate-level diploma in a specialized field or higher. Particularly for male member of under 50 years old, female member of under 45 years old must have an university degree and at least 3-year management experience.

5. Independent member of the Board of Directors must meet the standards and conditions specified in Clause 2, Article 155 of the Law on Enterprises.

6. A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors of another company.

Article 25. Composition and period of members of the Board of Directors

1. The number of members of the Board of Directors is five (05).

2. The term of office of a member of the Board of Directors shall not exceed five (05) years; members of the Board of Directors may be re-elected for an unlimited number of terms. In case all members of the Board of Directors end their term at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over their duties.

3. The structure of the Board of Directors is as follows: The total number of non-executive members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors. The Company minimizes members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

4. The number of independent members of the Board of Directors of the Company is at least 01 member.

5. A member of the Board of Directors will no longer be a member of the Board of Directors in case he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Law on Enterprises and the following cases:

- a) Such member is not eligible to be a member of the Board of Directors under the provisions of the Law on Enterprises or is prohibited by law from being a member of the Board of Directors;

- b) Such member that sends a written letter of resignation to the head office of the Company;

c) Such member has a mental disorder and another member of the Board has professional evidence showing that member is no longer capable of conduct;

d) Such member has been absent from meetings of the Board of Directors for six consecutive months without force majeure reasons, during which the Board of Directors did not grant permission for such absence and has resolved that the position of such member is vacant;

e) Such member is dismissed as a member of the Board of Directors under the decision of the General Meeting of Shareholders.

6. The appointment of members of the Board of Directors must be notified and disclosed in accordance with the provisions of law on information disclosure on the securities market.

7. Members of the Board of Directors are not required to be shareholders of the Company.

Article 26. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority to represent the Company in deciding and exercising its rights and obligations, except for those rights and obligations under the authority of the General Meeting of Shareholders.

2. The Board of Directors is responsible for supervising the General Director and other managers.

3. The Board of Directors has the following rights and obligations:

a) To decide on strategies, medium-term development plans and production and business plans and annual budgets; To determine operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;

b) To recommend the types of shares and the total number of shares authorized to be offered for each type; To make proposals for the issuance of bonds, convertible bonds, and warrants allowing the holders to purchase shares at a predetermined price;

c) To make decision on sale of unsold shares within the number of shares entitled to offer for sale of each type; To make decision on mobilization of additional capital in other forms; To decide on the offering price of bonds, stocks and convertible securities;

d) To make decision on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

e) To decide on investment plans and investment projects within their competence and limits as prescribed by law;

f) To decide on solutions for market development, marketing and technology;

g) Investments that are not part of the business plan and budget or investments that exceed 20% of the annual business plan and budget value;

h) To elect, dismiss or remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts for the position of the General Director or other important managers; to decide on salaries, remunerations, bonuses and other benefits of such managers; to appoint authorized representatives to participate in the

Members' Council or the General Meeting of Shareholders in public other companies, to decide on the level of remuneration and other benefits of such persons;

i) To supervise and direct the General Director and other managers in the daily business of the Company;

j) To make decision on organizational structure, internal management regulations of the Company, decision on establishment of subsidiaries, establishment and termination of operation of branches, representative offices and capital contribution and purchase of shares of other enterprises, except for transactions under the competence of the General Meeting of Shareholders specified in Article 14 of this Charter.

k) Except for the case where the transaction must be approved by the General Meeting of Shareholders, the Board of Directors shall, from time to time, decide on the implementation, amendment and cancellation of major contracts of the Company (including contracts for purchase, sale, merger, acquisition of companies and jointing).

l) To make appointment and dismissal of persons authorized by the Company as commercial representatives and lawyers of the Company.

m) To decide on the borrowing of debts and the performance of mortgages, guarantees, guarantees and indemnities of the Company.

n) To approve programs and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to approve the resolution;

o) To submit audited annual financial statements to the General Meeting of Shareholders;

p) To propose the level of dividends to be paid; decide on the time and procedures for dividend payment or handling losses incurred in the course of business;

q) To make proposal on the restructuring, reorganization and dissolution of the Company; request for bankruptcy of the Company;

r) To make decision on promulgation of the Operational Regulations of the Board of Directors, Internal corporate governance Regulation after being approved by the General Meeting of Shareholders; to decide to promulgate the Regulation on operation of the Audit Committee under the Board of Directors, the Regulation on information disclosure of the company;

s) To settle the Company's complaints against the executives and managers as well as to decide on the appointment of the Company's representative to handle matters related to legal proceedings against such executives and managers;

t) To decide on the valuation of non-monetary assets contributed to the Company in connection with the issuance of the Company's shares or bonds, including gold, land use rights, intellectual property rights, technology and technological know-how.

4. The Board of Directors must report to the General Meeting of Shareholders on the results of the operation of the Board of Directors in accordance with the provisions of the Law on Securities.

Article 27. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors (excluding alternate authorized representatives) shall receive remuneration and rewards for their work as members of the Board of Directors. The remuneration for work is calculated according to the number of working days necessary to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on a unanimous basis. The total remuneration and bonus of the Board of Directors will be decided by the General Meeting of Shareholders at the Annual Meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed in a separate section in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting. The total amount of remuneration paid to the members of the Board of Directors must be detailed in the Company's annual report.

4. A member of the Board of Directors who holds an executive position (including the position of Chairman or Vice Chairman), or a member of the Board of Directors who serves on subcommittees of the Board, or performs other duties which, in the opinion of the Board, are outside the scope of the ordinary duties of a member of the Board, may be paid additional remuneration in the form of a lump-sum remuneration on a one-time basis, salary, commission, percentage of profit, or in another form at the discretion of the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement of all travel, board, lodging, and other reasonable expenses incurred by them in the performance of their duties as members of the Board, including expenses incurred in attending meetings of the Board, or subcommittees of the Board of Directors or the General Meeting of Shareholders.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the responsibilities of members of the Board of Directors in relation to violations of laws and the company's charter.

Article 28. Chairman and Vice Chairman of the Board of Directors

1. The Chairman and Vice Chairman of the Board of Directors shall be elected, dismissed or removed from office by the Board of Directors among the members of the Board of Directors.

2. The Chairman of the Board of Directors must not concurrently serve as the General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

a) To formulate the agenda and activity plan of the Board of Directors;

- b) To prepare programs, contents and documents for the meeting; to convene, preside over and be the chair person of meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
- e) To convene and preside over the meeting of the General Meeting of Shareholders;

4. The Vice Chairman of the Board of Directors has the same rights and obligations as the Chairman in case of authorization by the Chairman or the Chairman's absence, but only in case the Chairman has notified the Board of Directors that he or she is absent. In case both the Chairman and the Vice Chairman are unable to perform their duties for any reason, they must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors and the Board of Directors. In the event that there is no authorized person or the Chairman of the Board of Directors has died, is missing, is being held in custody, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education institution, has fled their place of residence, is restricted or has lost civil act capacity, has cognitive or behavioral difficulties, or has been prohibited by the Court from holding positions, practicing professions, or performing certain jobs, the remaining members shall elect one among themselves to act as the Chairman of the Board of Directors based on the principle of majority approval of the remaining members, until a new decision is made by the Board of Directors.

5. Between the two meetings of the Board of Directors, the Chairman of the Board of Directors or the Vice Chairman of the Board of Directors (in case the Chairman of the Board of Directors is absent) shall act on a standing basis on behalf of the Board of Directors to direct and handle urgent matters arising in the absence of a resolution of the Board of Directors, and to supervise the activities of the General Director, other managerial officers, and the overall business operations of the Company.

6. In case the Chairman of the Board of Directors or the Vice Chairman of the Board of Directors resigns or is removed or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the letter of resignation or removal or dismissal.

Article 29. Meetings of the Board of Director

1. The first meeting of the term of office of the Board of Directors to elect the Chairman of the Board of Directors and make other decisions under its competence must be conducted within seven (07) working days after the end of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest and equal percentage of votes, the members shall vote on the principle of majority to elect one (01) person from them to convene a meeting of the Board of Directors.

2. The Chairman of the Board of Directors must convene regular meetings of the Board of Directors, formulate the agenda, time and place of the meeting at least five days before the scheduled date of the meeting. The Chairman may convene a meeting whenever necessary, but must meet at least once a quarter and may meet irregularly.

3. The Chairman convenes extraordinary meetings of the Board of Directors as deemed necessary for the benefit of the Company. In addition, the Chairman of the Board of Directors must convene a meeting of the Board of Directors without plausible reasons when one of the following subjects requests in writing clearly stating the purpose of the meeting and the issues to be discussed and decided under the competence of the Board of Directors:

- a) The general director or at least five other managers;
- b) Two or more members of the Board of Directors;
- c) The Board of Controllers or an independent member of the Board of Directors.

4. The Board of Directors' meetings specified in Clause 3 This article must be conducted within seven (07) working days from the date of receiving the request. In case the Chairman of the Board of Directors fails to convene a meeting as requested, the Chairman shall be responsible for the damage caused to the company; persons requesting to hold a meeting are referred to in the 3 This have the right to replace the Chairman to convene a meeting of the Board of Directors.

5. Meetings of the Board of Directors shall be conducted at the Company's registered address or other addresses in Vietnam or abroad at the decision of the Chairman of the Board of Directors and with the unanimous consent of the Board of Directors.

6. Notice of the meeting of the Board of Directors must be sent to the members of the Board of Directors at least five (05) days before the meeting is held, the members of the Board may refuse the notice of invitation to the meeting in writing and such refusal may have retroactive effect. The notice of the meeting of the Board of Directors must be made in Vietnamese and must be fully informed, specifying the agenda, time, place of the meeting, issues to be discussed and decided, enclosed with necessary documents on the issues to be discussed and votes for the members the Board of Directors attending the meeting and the votes for those members of the the Board of Directors who can not attend the meeting.

The notice in form of the invitation to the meeting shall be sent by post, telephone, fax, e-mail, electronic means or other means, provided that it is ensured to reach the contact address of each member of the Board of Directors as registered with the company.

7. The Chairman of the Board of Directors or the convener shall send the notice of invitation to the meeting and the enclosed documents to the members of the Board of controllers as to members of the Board of Directors. Members of the Board of controllers have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.

8. The first convened meetings of the Board of Directors shall be conducted only when at least three-quarters (3/4) of the total number of members of the Board of Directors attend the meeting. In case of insufficient number of members attending the meeting as prescribed, the meeting must be reconvened within seven (07) days from the date of the first scheduled meeting. A reconvened meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors attend the meeting.

9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;

b) Authorize other persons to attend the meeting and vote as prescribed in Clause 10 of this Article;

c) Attend and vote through online conferences, electronic voting or other electronic forms;

d) Send the voting ballot to the meeting by mail, fax or e-mail;

10. Every member must attend all Meeting of the Board of Directorss. Every member may authorize others to attend meetings and vote if approved by the majority of the members of the Board of Directors.

11. Voting.

a) Except for the provisions of point b, Clause 11 of this Article, each member of the Board of Directors or an authorized person attending a meeting of the Board of Directors shall have one vote;

b) A member of the Board of Directors shall not be entitled to vote on any contracts, transactions, or proposals in which such member or any person related to such member has an interest that conflicts or may conflict with the interests of the Company. Such member shall also not be counted towards the quorum required for a meeting of the Board of Directors when decisions are being made on matters in which the member is not entitled to vote.

c) In the event that an issue arises during a meeting of the Board of Directors concerning the extent of a member's interest or the voting rights of a member, and such issue is not voluntarily resolved by the member abstaining from voting, the matter shall be referred to the Chairperson of the meeting. The Chairperson's decision shall be final, unless the nature or extent of the concerned member's interest has not been adequately disclosed.

12. The Board of Directors shall adopt resolutions and make decisions on the basis of the approval of the majority of members of the Board of Directors attending the meeting (over 50%). In case the number of votes in favor and against is equal, the President's vote will be the decisive vote.

13. In the case where a voting ballot is sent to the meeting by mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least 01 before the opening of the meeting. The ballot shall only be opened in the presence of the attending members.

14. The Chairperson of the Board of Directors shall be responsible for delivering the minutes of the meetings of the Board of Directors to all members. Such minutes shall be considered conclusive evidence of the proceedings conducted at the meetings unless there is an objection to the contents is raise within ten (10) days from the date of delivery. The minutes of the Meeting of the Board of Directorss shall be prepared in Vietnamese and must be signed by all members of the Board of Directors who attended the meeting.

Article 30. Subcommittees of the Board of Directors

1. The Board of Directors may set up subordinate subcommittees to be in charge of development policies, personnel, salaries and bonuses, internal audit, and risk management. The number of members of the sub-committee decided by the Board of Directors shall be at least 03 people, including members of the Board of Directors and

external members. The activities of the sub-committee must comply with the regulations of the Board of Directors. The resolution of the subcommittee takes effect only when the majority of members attend and vote for approval at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current laws and the provisions of the company's Charter and internal regulations on corporate governance.

Article 31. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the company. The person in charge of corporate governance may concurrently serve as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate administration governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of company governance has the following rights and obligations:

a) Advise the Board of Directors in organizing the General Meeting of Shareholders as prescribed and related affairs between the Company and shareholders;

b) Prepare meetings of the Board of Directors, the Board of Controllers and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Controllers;

c) Advise on the procedures of meetings;

d) Attend meetings;

e) Advise procedures for making resolutions of the Board of Directors in accordance with law;

f) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Board of Controllers;

g) Supervise and report to the Board of Directors on the Company's information disclosure activities;

h) Act as a point of contact with parties with related interests;

i) Ensure information confidentiality of information in accordance with the provisions of law and the company's charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 32. Organization of the management apparatus

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the Company's daily business. The company has a General Directors, Deputy General Directors, a Chief Accountant and other managerial titles appointed by the Board of Directors. The General Director and Deputy General Director

may also be members of the Board of Directors. The appointment, revocation and dismissal of the above-mentioned titles must be approved by resolutions and decisions of the Board of Directors.

Article 33. Company Executives

1. The Company's executives include the General Director, Deputy General Director, Chief Accountant and other executives in accordance with the company's Charter.

2. At the request of the CEO and approved by the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the Company's management structure and regulations prescribed by the Board of Directors. The business operator must be responsible for supporting the Company to achieve the goals set out in its operations and organization.

3. The salary, remuneration, bonuses and other terms of the labor contract for the CEO and other managers will be decided by the Board of Directors after consulting with the CEO.

4. The salaries of executives shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed in a separate section in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 34. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors appoints a member of the Board of Directors or hires another person to be the General Director and will sign an employment contract that stipulates the salary, remuneration, benefits, and other terms related to the recruitment.

2. The General Director is the person who is responsible for the day-to-day management of the Company's business operations; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and under the law for the performance of the assigned rights and obligations.

3. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may expire based on the provisions of the labor contract. The General Director must meet the standards and conditions prescribed by law and the company's charter and are not allowed to be persons prohibited by law from holding this position.

4. The General Director has the following rights and obligations:

a) To Organize and implement resolutions and decisions of the Board of Directors and the General Meeting of Shareholders, business plans and investment plans and plans of the Company approved by the Board of Directors and the General Meeting of Shareholders;

b) To decide on matters related to the Company's day-to-day business that are not under the authority of the Board of Directors;

c) To decide on all matters that do not require a resolution of the Board of Directors, including the signing of financial and commercial contracts on behalf of the Company, and the organization and administration of the Company's day-to-day production and business activities in accordance with best management practices;

d) To propose the number and types of executives and managerial positions that the company needs to hire for the Board of Directors to appoint or dismiss when necessary in order to meet the activities as well as good management structures proposed by the Board of Directors, and advise the Board of Directors to decide on the salary level, remuneration, benefits and other terms of labor contracts of executives and managers under the appointing competence of the Board of Directors; To propose the plan for organizational structure, internal management regulations of the Company;

e) To appoint, remove and dismiss managerial positions in the Company, except for titles under the competence of the Board of Directors;

f) To decide on salaries and other benefits for employees in the Company, including managers under the appointing competence of the General Director;

g) To make labor recruitment;

h) To propose a plan to pay dividends or handle losses in business;

i) On October 31 of each year, the General Director must submit to the Board of Directors for approval the detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the five-year financial plan.

j) To propose measures to improve the Company's operation and management;

k) To prepare long-term, annual and monthly estimates of the Company (hereinafter referred to as estimates) for long-term, annual and monthly management activities of the Company according to business plans. The annual estimate (including the balance sheet, the report on production and business activities and the expected cash flow statement) for each fiscal year shall be submitted to the Board of Directors for approval and shall include the information specified in the Company's statutes;

l) To carry out all other activities in accordance with the provisions of this Charter and the Company's regulations, resolutions of the Board of Directors, labor contracts of the General Director and the law.

5. The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of the assigned duties and powers, and must report to these bodies upon request.

6. The Board of Directors may dismiss the General Director and appoint a new General Director to replace him when a majority of the members of the Board of Directors or more vote in favor (in this case, the vote of the General Director is not counted).

IX. THE BOARD OF CONTROLLERS

Article 35. Nomination and candidacy of members of the Board of Controllers:

1. The candidacy and nomination of members of the Board of Controllers shall be carried out similarly as prescribed in Clause 1, Article 24 of this Charter.

2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Controllers in accordance with the company's Charter. Shareholders holding shares with voting rights have the right to combine the number of voting rights of each person together to nominate candidates for the Board of Controllers. Shareholders or groups of shareholders holding from 10% to less than 30% of the voting shares may nominate one (01) member; from 30% to less than 50%, two (02) members shall be nominated; 50% or more will be nominated for a full number of candidates.

3. In case the number of candidates for the Board of Controllers through nomination and candidacy is not sufficient for the necessary number, the incumbent

Board of Controllers may nominate additional candidates or nominating organizations according to the provisions of the company's Charter, the Internal Regulation on corporate governance and the Regulation on operation of the Board of Controllers. The introduction of additional candidates by the incumbent Board of Controllers must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Controllers in accordance with law.

4. Members of the Board of Controllers must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and do not fall into the following cases:

- a) Working in the accounting and finance department of the Company;
- b) Being a member or employee of an independent auditing firm auditing the company's financial statements in the previous 03 consecutive years.

Article 36. Member of the Board of Controllers

1. The number of members of the Board of Controllers of the Company is three (03) members. The Board of Controllers must have more than half of its members permanently residing in Vietnam.

2. The members of the Board of Controllers are appointed by the General Meeting of Shareholders, the term of office of the Board of Controllers coincides with the term of office of the Board of Directors; The term of office of a member of the Board of Controllers shall not exceed 05 years and may be re-elected for an unlimited number of terms.

3. A member of the Board of Controllers shall be dismissed from office in the following cases:

a) Failing to meet the criteria and conditions for being a member of the Board of Controllers as prescribed in Clause 4, Article 35 of this Charter;

b) Having a written resignation and being approved;

4. A member of the Board of Controllers shall be dismissed in the following cases:

a) Failing to complete the assigned tasks and jobs;

b) Failing to perform his/her rights and obligations for 06 consecutive months, except for force majeure cases;

c) Repeatedly violating or seriously violating the obligations of members of the Board of Controllers in accordance with the Law on Enterprises and the company's charter;

d) Other cases according to the resolution of the General Meeting of Shareholders.

Article 37. The Head of the Board of Controllers

1. The Head of the Board of Controllers shall be elected by the Board of Controllers from among the members of the Board of Controllers; the election, removal and dismissal shall be according to the principle of majority. The Head of the Board of Controllers must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise.

2. Rights and obligations of the Head of the Board of Controllers:

a) To convene a meeting of the Board of Controllers;

b) To request the Board of Directors, the General Director and other executives to provide relevant information to report to the Board of Controllers;

c) To make and sign the report of the Board of Controllers after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Article 38. Rights and obligations of the Board of Controllers

1. The Board of Controllers has the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

- a) To recommend and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements;
- b) To be accountable to the shareholders for their supervisory activities
- c) To supervise the Company's financial situation, compliance with the law in the activities of members of the Board of Directors, General Directors and other managers;
- d) To ensure coordination with the Board of Directors, General Director and shareholders;
- e) In case of detecting violations of law or violations of the company's charter by members of the Board of Directors, the General Director and other executives of the enterprise, the Board of Controllers must notify in writing to the Board of Directors within 48 hours, requesting the violators to terminate the violations and take remedial measures;
- f) To formulate the Regulation on operation of the Board of Controllers and submit it to the General Meeting of Shareholders for approval;
- g) To make report at the General Meeting of Shareholders in accordance with the Law on Securities;
- h) To have the right to access the Company's dossiers and documents kept at the head office, branches and other locations; have the right to go to the working places of the Company's managers and employees during working hours;
- i) To have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide adequate, accurate and timely information and documents on the management, administration and business activities of the Company;
- j) To review of annual, six-month, and quarterly financial statements prior to submission to the Board;
- k) To review the company's report on internal administration systems before the Board of Directors approves it.

2. Members of the Board of Directors, the Chief Executive Officer and other managers and executives must provide all information and documents related to the Company's operations at the request of the Board of Controllers. The Company Secretary shall ensure that all copies of financial information, other information provided to the members of the Board of Directors and copies of the minutes of the Board of Directors meetings shall be made available to the members of the Board of Directors at the same time they are provided to the Board of Directors.

Article 39. Board of Controllers Meeting

1. The Board of Controllers must meet at least 02 times in a year, and the number of members attending the meeting is at least 2/3 of the members of the Board of Controllers. The minutes of the meeting of the Board of Controllers are made in detail and clearly. The person recording the minutes and the members of the Board of Controllers attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Board of Controllers must be kept in order to determine the responsibilities of each member of the Board of Controllers.

2. The Board of Controllers has the right to request members of the Board of Directors, the General Director and representatives of the auditing organization to be approved to attend meeting and answer issues that need to be clarified.

Article 40. Salaries, remuneration, bonuses and other benefits of members of the Board of Controllers

1. Members of the Board of Controllers shall be paid salaries, remuneration, bonuses and other benefits under decisions of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Board of Controllers.

2. Members of the Board of Controllers shall be paid expenses for meals, accommodation, travel, and expenses for use of independent consultancy services at reasonable levels. The total remuneration and expenses shall not exceed the total annual operating budget of the Board of Controllers approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salaries and operating expenses of the Board of Controllers shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant provisions of law and must be made into separate sections in the Company's annual financial statements.

X. OBLIGATIONS OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF CONTROLLERS, GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 41. Duty of care of Board Members, Members of the Board of Controllers, General Director and other executives

The members of the Board of Directors, members of the Board of Controllers, the General Director, and other delegated executives shall have the duty to perform their responsibilities, including their duties as members of committees of the Board of Directors, honestly and in a manner they reasonably believe to be in the best interests of the Company, and with the level of care that a prudent person in a similar position and under similar circumstances would exercise

Article 42. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Board of Controllers, General Directors and other managers must publicize relevant interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, members of the Board of Controllers, the Chief Executive Officer and managers are not allowed to use business opportunities that may benefit the Company for personal purposes; at the same time, they must not use the information obtained from their positions for personal self-interest or to serve the interests of other organizations or individuals. Members of the Board of Directors, members of the Board of Controllers, General Director, other managers and related persons of these members may only use the information obtained from their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Board of Controllers, the General Director and other managers are obliged to notify in writing to the Board of Directors and the Board of Controllers of transactions between the Company, its subsidiaries and other companies under the control of more than 50% of the charter capital of the public company with such entities or with related persons of such subjects

in accordance with law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.

4. Members of the Board of Directors, members of the Board of Controllers, General Directors, other managers and related persons of these subjects are not allowed to use or disclose to others inside information to carry out relevant transactions.

5. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Controllers, the General Director, other executives and individuals and organizations related to these subjects shall not be invalid in the following cases:

a) For transactions with a value less than or equal to 20% of the total value of assets stated in the latest financial statements, important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, members of the Board of Controllers, The General Director and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes in favor of the members of the Board of Directors who have no related interests;

b) For transactions with a value greater than 20% or transactions resulting in the transaction value arising within 12 months from the date of the first transaction with a value of 20 % or more of the total value of assets recorded in the latest financial statements, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, members of the Board of Controllers, General Directors and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

Article 43. Approval of contracts and transactions between the company and related persons

1. The General Meeting of Shareholders or the Board of Directors shall approve the following contracts and transactions between the company and related persons:

a) Shareholders and authorized representatives of shareholders being organizations owning more than 10% of the total ordinary shares of the company and their related persons;

b) Members of the Board of Directors, the General Director and their related persons;

c) Enterprises that members of the Board of Directors, Controllers, General Directors and other managers of the company must declare according to the provisions of Clause 2, Article 164 of the Law on Enterprises.

2. The Board of Directors shall approve contracts and transactions specified in Clause 1 of this Article with a value of less than 20% of the total value of assets stated in the latest financial statements. In this case, the representative of the company that signs the contract or transaction must notify the members of the Board of Directors and the Controller of the relevant subjects for such contract or transaction and enclose the draft contract or principal contents of the transaction. The Board of Directors shall decide on the approval of contracts and transactions within 15 days from the date of receipt of the

notice, members of the Board of Directors with interests related to the parties to the contract or transaction shall not have the right to vote.

3. The General Meeting of Shareholders approves the following contracts and transactions:

- a) Contracts and transactions other than those specified in Clause 2 of this Article;
- b) Contracts, loans, or sale of assets with a value greater than 10% of the total value of assets of the enterprise stated in the latest financial statements between the company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.

4. In case of approval of a contract or transaction as prescribed in Clause 3 of this Article, the representative of the company that signs the contract or transaction must notify the Board of Directors and the Controller of the relevant entities for such contract or transaction and enclose the draft contract or notice of the main contents of the transaction. The Board of Directors shall submit a draft contract or transaction or explain the main contents of the contract or transaction at the General Meeting of Shareholders or collect shareholders' opinions in writing. In this case, shareholders with interests related to the parties to the contract or transaction do not have voting rights.

5. Contracts and transactions shall be invalidated under court decisions and handled in accordance with law when they are signed in contravention of the provisions of this Article; the signatories of contracts or transactions, shareholders, members of the Board of Directors or the General Director concerned must jointly compensate for damages incurred and refund to the company the profits earned from the performance of such contracts or transactions.

6. The company must publicize relevant contracts and transactions in accordance with relevant laws.

Article 44. Liability for damages and compensation

1. Members of the Board of Directors, members of the Board of Controllers, the General Director and other executives who violate their obligations and duty of loyalty and duty of care fail to fulfill their obligations will be responsible for the damages caused by their violations.

2. The Company shall indemnify any person who is or was, or may become, a party to any claim, lawsuit, or legal proceeding (including civil and administrative proceedings, excluding cases initiated by the Company itself), provided that such person is or was a member of the Board of Directors, a member of the Board of Controllers, the General Director, another executive, an employee, or an authorized representative of the Company, and was or is acting under the Company's authorization, in good faith, with due care, and in the best interests of the Company, in compliance with applicable laws, and there is no evidence that such person has breached their duties.

3. The compensation costs include judgment costs, fines, and actual payable amounts (including attorney fees) incurred in resolving such matters within the limits permitted by law. The company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities

XI. THE RIGHT TO ACCESS THE COMPANY'S BOOKS AND RECORDS

Article 45. The right to access the company's books and records

1. Ordinary shareholders have the right to inspect the company's books and records, specifically as follows:

a) Ordinary shareholders have the right to review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; to consider, lookup, extract or copy the company's charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the right to consider, look up and extract the minutes and resolutions and decisions of the Board of Directors, annual and mid-year financial statements, reports of the Board of Controllers, contracts, transactions which have been approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In case the authorized representative of a shareholder or group of shareholders requests to inspect the company's books and dossiers, it must be enclosed with the power of attorney of the shareholder or group of shareholders represented by such person or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Board of Controllers, the Chief Executive Officer and other executives have the right to check and look up the Company's register of shareholders, the list of shareholders and other books and records of the Company for purposes related to their positions provided that this information must be kept confidential.

4. The company shall keep this Charter and amendments and supplements to the Charter, Business Registration Certificate, Enterprise Registration Certificate, regulations, documents proving asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, etc. minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Controllers, annual financial statements, accounting books and any other papers and documents as prescribed by law at the head office or another place provided that the shareholders and the business registration agency to be notified of the place where these papers and documents are stored.

5. The Company's Charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNIONS

Article 46. Employees and trade unions

1. The General Director shall prepare plans for approval by the Board of Directors on matters related to employee recruitment, termination, salaries, social insurance, benefits, rewards, and disciplinary actions applicable to both employees and company executives

2. The General Director shall prepare plans for approval by the Board of Directors on matters relating to the Company's relationship with trade union organizations, in accordance with best management standards, practices, and policies; the practices and policies set forth in this Charter; the Company's internal regulations; and applicable laws

XIII. DISTRIBUTION OF PROFITS

Article 47. Profit Distribution

1. The General Meeting of Shareholders shall decide the annual dividend payout rate and form of dividend payment from the Company's retained earnings

2. The Board of Directors may make interim dividend payments if it deems such payments to be appropriate based on the Company's profitability

3. The company does not pay interest on dividend payments or payments related to a class of stock.

4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of the dividend in the form of shares, and the Board of Directors shall be the body responsible for implementing such decision or resolution.

5. In case dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company has transferred the money in accordance with the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money transferred by the Company to this beneficiary shareholder. Dividend payments for stocks listed/registered for trading at the Stock Exchange/Securities Trading Center can be made through the Vietnam Securities Depository and Clearing Center and securities companies.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors adopts a resolution or decision to determine a specific date to close the list of shareholders. Pursuant to that date, persons who register as shareholders or holders of other securities are entitled to receive cash dividends or shares receiving notices or other documents.

7. Other issues related to profit distribution shall comply with the provisions of law.

XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEARS AND ACCOUNTING SYSTEMS

Article 48. Bank Account

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.

2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an overseas bank account in accordance with the provisions of law.

3. The Company conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks where the Company holds accounts.

Article 49. Reserve fund to supplement charter capital

Annually, the Company must deduct from its after-tax profit an amount into the reserve fund to supplement its charter capital in accordance with law. This deduction must not exceed 5% of the Company's after-tax profit and shall be deducted until the reserve fund is equal to 10% of the Company's charter capital.

Article 50. Fiscal Year

The Company's financial year begins on the first day of January every year and ends on the 31st day of December every year. The first fiscal year starts from the date of issuance of the Business Registration Certificate (or business license for conditional business lines) and ends on the 31st day of December immediately following the date of issuance of such Business Registration Certificate (business license).

Article 51. Accounting regime

1. The accounting regime used by the Company is the Vietnam Accounting System (VAS) or other accounting regimes approved by the Ministry of Finance.

2. The company prepares accounting books in Vietnamese. The Company will keep accounting records according to the type of business activities in which the Company participates in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to prove and account for the Company's transactions.

3. The company uses Vietnamese dong as the currency used in accounting. In case the company has economic operations arising mainly in a foreign currency, it may choose such foreign currency as the currency unit in its accounting, take responsibility for such choice before law and notify it to the direct tax administration agency.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITIES FOR INFORMATION DISCLOSURE

Article 52. Yearly, semi-annual and quarterly financial statements

1. The company must make an annual financial statement in accordance with the provisions of law as well as the regulations of the State Securities Commission and the report must be audited in accordance with the provisions of law. The company announces its audited annual financial statements in accordance with the law on information disclosure on the securities market and submits it to the competent state agency. The annual financial statement must include all reports, appendices and explanations in accordance with the law on corporate accounting. The annual financial statements must honestly and objectively reflect the Company's operation.

2. The company must prepare and publish the reviewed six-month financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit it to the competent state agency. Audited financial statements, six-month and quarterly reports must be published on the Company's website.

3. Interested shareholders are entitled to copy the audited annual financial statements, six-month and quarterly reports during the Company's working hours, at the Company's head office and pay a reasonable fee for the copying.

Article 53. Annual Report

The company must make and publish the Annual Report in accordance with the provisions of the law on securities and securities market.

XVI. AUDIT OF THE COMPANY

Article 54. Audit

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve the list of independent audit firms and authorize the Board of Directors to decide to select one of these entities to conduct audits of the Company's financial statements for the next financial year based on the terms and conditions agreed upon with the Board of Directors. The company will have to prepare and submit annual financial statements to the auditing firm after the end of the financial year.

2. The independent audit firm shall examine and certify the Company's annual financial statements, make an audit report and submit such report to the Board of Directors within two months from the end of the fiscal year.

3. The audit report is attached to the Company's annual financial statements.

4. Independent auditors who audit the Company's financial statements are invited to attend the meetings of the Company's General Meeting of Shareholders and are entitled to receive notices and other information related to the meetings of the General Meeting

of Shareholders and to express their opinions at the general meeting on matters related to the audit of the Company's financial statements the company's financial statements.

XVII. SEAL OF COMPANY

Article 55. Seal of the company

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form and contents of the seal of the Company, its branches and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with current law.

XVIII. DISSOLUTION OF THE COMPANY

Article 56. Dissolution of the company

1. The company may be dissolved or terminated in the following cases:

a) The Court declares the Company bankrupt in accordance with current law;
b) Ending the operation term stated in the company's charter without an extension decision;

c) Dissolve ahead of time according to the resolution or decision of the General Meeting of Shareholders;

d) The Enterprise Registration Certificate is revoked, unless otherwise provided for by the Law on Tax Administration;

e) Other cases prescribed by law.

2. The dissolution of the Company ahead of time (including the extended term) shall be decided by the General Meeting of Shareholders and the Board of Directors. This dissolution decision must be notified or approved by a competent authority (if mandatory) as prescribed.

Article 57. Liquidation

1. At least 06 months before the end of the Company's operation term or after the decision to dissolve the Company, the Board of Directors must establish a three-member Liquidation Committee. Two members are appointed by the General Meeting of Shareholders and one member is appointed by the Board of Directors from an independent auditing firm. The liquidation board will prepare its operating regulations. The members of the Liquidation Board can be selected from among the Company's employees or independent specialists. All costs related to liquidation will be prioritized by the Company in advance of the Company's other debts.

2. The liquidation board shall report to the business registration authority on the date of establishment and commencement of operation. From that point forward, the Liquidation Board will represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

3. The proceeds from the liquidation will be paid in the following order:

a) Liquidation costs;
b) Salary debts, severance allowances, social insurance and other benefits of employees under the signed collective labor agreements and labor contracts;
c) Tax debts;
d) Other debts of the Company;

e) The remainder after payment of all debts from items (a) to (d) above shall be distributed to shareholders. Preferred shares will be prioritized for payment in advance.

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 58. Internal dispute resolution

1. In case of disputes or complaints arising related to the Company's operations, the rights and obligations of shareholders under the provisions of this Charter, the Law on Enterprises, other legal provisions or agreements between:

- a) Shareholders with the Company; or
- b) Shareholders with the Board of Directors, the Board of Controllers, the General Director or other executives,

The parties involved will try to resolve that dispute through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute settlement and shall require each party to present practical elements and information related to the dispute within 30 working days from the date the dispute arises. In the event of a dispute involving the Board of Directors or the Chairman of the Board, either party may request the appointment of an independent expert to mediate the dispute resolution process. In the event that a conciliation decision is not reached within six (06) weeks from the commencement of the conciliation process or if the decision of the mediator is not accepted by the parties, either party may refer the dispute to arbitration or court.

2. The parties will bear their own costs related to the negotiation and mediation procedures. The payment of the costs of the Arbitration or the Court shall be made at the decision of the arbitral body or the Court.

XX. SUPPLEMENTING AND AMENDING THE CHARTER

Article 59. Supplementing and amending the Charter

1. The supplementation and amendment of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case there are provisions of law related to the Company's operation that have not been mentioned in this Charter or in case there are new provisions of law that are different from the provisions of this Charter, the provisions of such law shall naturally applied and govern the Company's operation.

XXI. EFFECTIVE DATE

Article 60. Effective Date

1. This Charter consists of 21 chapters and 60 articles, which were unanimously approved by the General Meeting of Shareholders of Thai Binh Cement Joint Stock Company on in Thai Binh, and the full text of the Charter was jointly ratified

2. The charter shall be made in 10 copies, of equal validity and must be kept at the head office of the Company and submitted to the competent state agencies (if necessary);

3. This Charter is the sole and official of the Company.
4. Copies or extracts of the Company's Charter must be signed by the Chairman of the Board of Directors or by at least one-half (1/2) of the total number of members of the Board of Directors to be valid.

On behalf of the Board of Directors

Chairwoman



Bui Thi Nguyen Hanh

THAI BINH CEMENT JOINT STOCK COMPANY
THAI BINH CEMENT JOINT STOCK COMPANY

DRAFT

**GOVERNANCE INTERNAL
REGULATIONS
OF CEMENT JOINT STOCK
COMPANY**

**INTERNAL GOVERNANCE REGULATIONS OF THAI BINH CEMENT
COMPANY**

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of Thai Binh Cement Joint Stock Company amended and supplemented for the time with the ref number... dated approved by the General Meeting of Shareholders;

Pursuant to the Resolution of the General Meeting of Shareholders the ref number... dated ;

The Board of Directors promulgates the Internal corporate governance Regulation of Thai Binh Cement Joint Stock Company;

The Internal corporate governance regulations on of Thai Binh Cement Joint Stock Company include the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope and regulated entities

1. Scope: Internal regulations on governance of Thai Binh Cement Joint Stock Company (the Company) stipulate the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; order and procedures for meeting the General Meeting of Shareholders; to nominate, nominate, elect, dismiss and remove members of the Board of Directors, the Board of Controllers, the General Director and other activities as prescribed in the company's Charter and other current provisions of law.

2. Regulated entities: This Regulation applies to members of the Board of Directors, the Board of Controllers, the General Director and related persons.

Article 2. Corporate Governance Principles

1. Ensure an effective and reasonable governance structure;

2. Ensure the operational efficiency of the Board of Directors and the Board of Controllers;
3. Ensuring the interests of enterprises.
4. Ensure the interests of the Company's employees.
5. Ensure the role of people with interests related to the Company.
6. The General Director controls the Company effectively.

Chapter II

GENERAL MEETING OF SHAREHOLDERS

Article 3. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Company.
2. The General Meeting of Shareholders has the following rights and obligations:
 - a) To adopt the Company's development orientation; Long-term development plan, annual business plan of the Company;
 - b) To approve the Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors, independent members of the Board of Directors; Report of the Board of Controllers on the Company's business results, operating results of the Board of Directors and the General Director; Self-assessment report on the performance of the Board of Controllers and members of the Board of Controller;
 - c) To decide on the type of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;
 - d) To make decision on the number of members of the Board of Directors and the Board of Controllers; Elect, dismiss and remove members of the Board of Directors and members of the Board of Controllers; To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Board of Controllers;
 - e) To make decision on investment or sale of assets, purchase of assets valued at 50% or more of the total value of assets stated in the latest financial statements of the Company;
 - f) To make decision on amendment and supplementation of the company's charter;
 - g) To approve the annual financial statements;
 - h) To make decision to repurchase more than 10% of the total sold shares of each type;
 - i) To consider and handle violations committed by members of the Board of Directors, members of the Board of Controllers causing damage to the Company and the Company's shareholders;
 - j) To make decision on reorganization, division, separation, merger, transformation and dissolution of the Company;

k) To approve the Internal Governance Regulation; Regulation on operation of the Board of Directors and the Board of Controllers;

l) To approve the list of approved auditing firms; decide on auditing firms that are approved to inspect the Company's operations, dismiss independent auditors when necessary;

m) To approve the following transactions:

- Grant loans or guarantees to members of the Board of Directors, members of the Board of Controllers, General Directors, other managers who are not shareholders and related individuals and organizations of these subjects.

In case of granting loans or guarantees to relevant organizations of members of the Board of Directors, members of the Board of Controllers, General Directors and other managers of which the Company and such organization are companies in the same group or companies operating in a group of companies, including parent companies - subsidiaries, the Board of Directors shall decide on the approval of these transactions;

- A transactions with a value of 20% or more of the total value of assets stated in the latest financial statements or transactions resulting in the total value of transactions arising within 12 months from the date of the first transaction with a value of 20% or more of the total value of assets recorded in the latest financial statements between the Company and one of the the following statue:

- + Members of the Board of Directors, members of the Board of Controllers, General Director, other managers and related persons of these subjects;

- + Shareholders and authorized representatives of shareholders owning more than 10% of the total ordinary share capital of the company and their related persons;

- + Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises;

- Contracts, loan transactions or sale of assets with a value greater than 20% of the total value of assets stated in the latest financial statements between the company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.

n) To approve the Internal Regulation on corporate governance, the Regulation on the operation of the Board of Directors, the Regulation on the operation of the Board of Controllers;

o) Other rights and obligations as prescribed by law and the Charter.

Article 4. Convening the General Meeting of Shareholders, programs, contents and invitation to the General Meeting of Shareholders

1. Convening the General Meeting of Shareholders

a) The Annual General Meeting of Shareholders is held once a year. The General Meeting of Shareholders must hold an annual meeting within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings.

b) The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 5, Article 13 of the Company's Charter.

c) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 1 of this Article, within thirty (30) days thereafter, the Board of Controllers must replace the Board of Directors to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises.

d) In case the Board of Controllers does not convene a meeting of the General Meeting of Shareholders as prescribed at Point c, Clause 1 of this Article, shareholders or groups of shareholders holding more than 5% of the total number of ordinary shares may replace the Board of Directors, the Board of Controllers shall convene a meeting of the General Meeting of Shareholders as prescribed in Clause 4, Article 140 of the Law on Enterprises.

2. The convener of the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b) Prepare the meeting agenda, contents of the general meeting and documents as prescribed in accordance with the law and the Company's regulations;

c) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;

d) Determine the time and place of the general meeting;

e) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

f) Other tasks in service of the general meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by the method of ensuring that the contact address of the shareholders is reached, and at the same time published on the website of the Company, the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the List of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (counting from the date on which the notice is duly sent or transmitted).

4. The agenda of the General Meeting of Shareholders, documents related to issues to be voted on at the general meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the meeting of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the path to all meeting documents for shareholders to access, including:

- a) The meeting program and documents used in the meeting;
- b) List and detailed information of candidates in case of election of members of the Board of Directors or members of the Board of Controllers;
- c) Voting ballots;
- d) Draft resolutions for each issue in the meeting agenda.
- e) Form of nomination of elected members of the Board of Directors or the Board of Controllers (if any).

5. Shareholders or groups of shareholders specified in Clause 3, Article 11 of the Company's Charter have the right to propose and recommend issues to be included in the agenda of the General Meeting of Shareholders. Proposals and recommendations must be made in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. Proposals and recommendations must include the full names of shareholders, the number and type of shares held by such persons, and the contents of Proposals and recommendations to be included in the meeting agenda.

6. The convener of the General Meeting of Shareholders has the right to reject proposals and proposals related to Clause 5 of this Article in the following cases:

- a) Proposals and petitions sent on time or insufficiently, with improper contents or in contravention of the provisions of Clause 5 of this Article;
- b) At the time of the proposal or recommendations, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 3, Article 11 of the Company's Charter;
- c) Proposals and recommendations not falling within the decision-making competence of the General Meeting of Shareholders.
- d) Other cases as prescribed by law and the Charter.

7. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 5 of this Article in the tentative agenda and contents of the meeting, except for the case specified in Clause 6 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

8. The General Meeting of Shareholders has the right to change the agenda of the meeting which has been sent together with the notice of invitation to the meeting as prescribed in Clause 3, Article 17 of the Company's Charter.

Article 5. Exercise of the right to attend the General Meeting of Shareholders and the authorization of representatives to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of shareholders being organizations may directly attend meetings or authorize one or several other individuals or organizations to attend meetings or attend meetings through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises. In case more than one authorized representative individual or organization is appointed, the number of shares and the number of votes of each representative individual or organization must be specified.

2. The authorization of an individual or representative organization to attend the General Meeting of Shareholders under Clause 1 of this Article must be made in writing according to the form of the company, including the following contents: name of the authorized shareholder, name of the authorized individual or organization, number of authorized shares, contents of authorization, scope of authorization, duration of authorization, and must be signed according to the following provisions:

a) In case an individual shareholder is an authorizing person, the signatures of such shareholder and the authorized person attending the meeting must be obtained;

b) In cases where the authorized representative of a corporate shareholder is the authorizing party, it must bear the signatures of the authorized representative, the legal representative of the shareholder and the proxy attending the meeting person attending the meeting;

c) In other cases, the signatures of the legal representative of the shareholder and the person authorized to attend the meeting must be obtained.

d) The person authorized to attend the General Meeting of Shareholders must submit a written authorization before entering the meeting room. In case of re-authorization, the meeting attendee must additionally present the original authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. In case the lawyer signs the letter of appointment of a representative on behalf of the authorizer, the appointment of a representative in this case shall only be considered valid if the letter of appointment of a representative is presented together with the letter of authorization to the lawyer or a valid copy of such letter of authorization (if it has not been previously registered with the Company).

4. Except for the case specified in Clause 3 of this Article, the voting ballots of persons authorized to attend meetings within the scope of authorization shall still be valid in one of the following cases:

a) The authorizer has died, has limited civil act capacity or has lost civil act capacity;

b) The authorizer has canceled the appointment of authorization;

c) The authorizer has revoked the authority of the person performing the authorization.

This clause shall not apply in case the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 6. Format of registration for attendance and conditions for conducting the General Meeting of Shareholders

1. Format of registration for attendance

a) On the day of the General Meeting of Shareholders, before the opening of the meeting, the Company must carry out the procedures for registration of shareholders and must carry out the registration until all the shareholders who have the right to attend the meeting are present to register.

b) Shareholders attending the General Meeting of Shareholders must bring the documents specified in the invitation letter to the General Meeting of Shareholders or the Company's notice to confirm their shareholder status.

c) Shareholders and authorized representatives of shareholders who are organizations or authorized persons to attend the General Meeting of Shareholders late have the right to register and then have the right to participate and vote at the general meeting immediately after registration. The presiding judge is not responsible for stopping the general meeting so that shareholders are late to register and the validity of the voting conducted before the late shareholders will not be affected.

2. Conditions for conducting the General Meeting of Shareholders

a) The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents at least 51% or more of the total number of votes.

b) In case the first meeting fails to meet the conditions specified at Point a, Clause 2 of this Article within thirty minutes from the time of fixing the opening of the general meeting or a longer period decided by the general meeting convener, the general meeting convener shall cancel the meeting. The notice of invitation to the second General Meeting of Shareholders shall be sent within thirty (30) days from the date of the planned convening of the First General Meeting of Shareholders. The second convened General Meeting of Shareholders shall be conducted only when there are members attending the meeting who are shareholders and authorized representatives representing 33% or more of the total number of votes.

c) In case the second general meeting is not conducted due to the failure to meet the conditions specified at Point b, Clause 2 of this Article within thirty minutes from the time of fixing the opening of the general meeting or a longer period decided by the general meeting convener; the convener cancels the meeting. The notice of invitation to the Third General Meeting of Shareholders must be sent within twenty (20) days from the date on which the second general meeting is planned, and in this case, the general meeting shall be conducted regardless of the total number of votes of the shareholders attending the meeting.

Article 7. Form of adopting resolutions by the General Meeting of Shareholders

1. The General Meeting of Shareholders adopt resolutions under its jurisdiction in the form of voting at the meeting or collecting written opinions. The Annual General Meeting of Shareholders shall not be held in the form of a written consultation.

2. The following issues shall be approved by voting at the General Meeting of Shareholders:

a) The company's annual business plan;

b) Annual financial statements;

c) The report of the Board of Directors on the administration and operation results of the Board of Directors and each member of the Board of Directors;

d) Report of the Board of Controllers on the company's business results, operation results of the Board of Directors and the General Director;

- e) Report on self-assessment of operation results of the Board of Controllers and Controllers;
- f) The dividend level for each share of each type;
- g) Reorganization or dissolution of the company.

Article 8. Methods of voting, counting votes and notification of vote counting results

1. How to vote:

a) When conducting shareholder registration, the Company will provide each shareholder or authorized representative with the right to vote a voting ballot, on which the registration number, full name of the shareholder and the number of voting votes of such shareholder shall be inscribed. The General Meeting of Shareholders discusses and votes on each issue in the program.

b) The vote shall be conducted by voting "in favor", "disapproval and no opinion". At the General meeting, the number of votes in favor of the resolution is collected first, the number of votes against the resolution is collected later, and finally the total number of votes in favor or disapproval is counted for decision, and the votes are counted by the vote counting committee.

2. Methods of counting votes and notifying the results of vote counting:

a) The vote counting and supervision committee shall be elected by the General Meeting of Shareholders at the request of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) The Vote Counting Committee shall count, synthesize and report the vote counting results of each issue right at the General Meeting of Shareholders after the vote counting is completed;

c) The result of the vote counting will be announced by the Chairperson immediately after the vote counting is conducted.

3. The Secretary of the General Meeting of Shareholders shall announce the draft resolution of the General Meeting of Shareholders after the results of the vote counting are reported at the General Meeting of Shareholders. The Chairman of the General Meeting of Shareholders asked for the voting opinions of the General Meeting of Shareholders before closing the meeting.

Article 9. Conditions for resolutions and decisions of the General Meeting of Shareholders to be approved

1. Except for the cases specified in Clauses 2, 3 and 4 of this Article, resolutions and decisions of the General Meeting of Shareholders shall be approved when they are approved by the number shareholders owning at least 51% of the total voting rights of all attending shareholders.

2. Resolutions and decisions of the General Meeting of Shareholders related to the following contents shall be adopted if they are approved by the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting, except for the cases specified in Clauses 1 and 3, 4 of this Article:

- a) To amend and supplement the Charter;
- b) Type of shares and total number of shares of each type; type of shares and number of shares to be offered;
- c) The change of business lines, trades and domains;
- d) The change the organizational structure of the company's management;
- e) Merger, reorganization, reorganization and dissolution of the company;
- f) Projects on investment or purchase of assets or sale of the Company's assets with a value of 50% or more of the total value of assets stated in the Company's latest financial statements.

3. In case of approval of a resolution in the form of written consultation, the resolution of the General Meeting of Shareholders shall be approved if at least 75% of the total number of votes of all shareholders with the right to vote in favor;

4. Resolutions of the General Meeting of Shareholders concerning any content that adversely changes the rights and obligations of preferred shareholders shall only be adopted if it is approved by preferred shareholders of the same type attending the meeting who own at least 75% of the total preferred shares of that type, or, in the case of adopting a resolution through written opinions, if approved by preferred shareholders of the same type who own at least 75% of the total preferred shares of that type.

5. Resolutions of the General Meeting of Shareholders passed equal to 100% of the total number of shares with voting rights are legal and effective even if the order and procedures for convening meetings and approving such resolutions violate the provisions of the Law on Enterprises and the company's Charter.

Article 10. How to oppose the resolution of the General Meeting of Shareholders

Shareholders who have voted not to approve the resolution on the reorganization of the company or change the rights and obligations of shareholders specified in the company's charter have the right to request the company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the price to be sold, and the reason for requesting the company to repurchase. The request must be sent to the company within 10 days from the date the General Meeting of Shareholders approves the resolution on the matters specified in this Clause.

Article 11. Resolutions and Minutes of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be recorded in audio or other electronic forms. The minutes must be made in Vietnamese, may be additionally made in foreign languages and contain the following principal contents:

- a) Name and address of the head office, enterprise identification number;
- b) Time and place of the General Meeting of Shareholders;
- c) Meeting agenda and meeting contents;
- d) Full name of the chairman and secretary;

e) Summarize the meeting and comments at the General Meeting of Shareholders on each issue on the agenda;

f) The number of shareholders and the total number of votes of the shareholders attending the meeting, the appendix to the list of registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and number of votes;

g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid votes, invalid, in favor, against and without opinions; the corresponding ratio to the total number of votes of shareholders attending the meeting;

h) The approved issues and the corresponding percentage of approved votes;

i) Full name and signature of the chairman and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, this minutes shall take effect if they are signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed in this Clause. The minutes of the meeting clearly state that the chairman and secretary refused to sign the minutes of the meeting.

2. The minutes of the meeting of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons who sign the minutes of the meeting must be jointly and severally responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes made in Vietnamese and foreign languages shall have the same legal effect. In case there is a difference in the contents of the minutes in Vietnamese and in a foreign language, the contents of the minutes in Vietnamese shall apply.

4. The resolution, the minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the minutes (if any) and relevant documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the market securities market and must be kept at the head office of the Company.

5. The resolution of the General Meeting of Shareholders must be notified to the shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date of adoption; In case the Company has a website, the submission of the Resolution may be replaced by posting it on the Company's website.

Article 12. Request for annulment of resolutions and decisions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution or minutes of the meeting of the General Meeting of Shareholders or the minutes of the vote counting results for the opinion of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 3, Article 11 of the Company's Charter, members of the Board of Directors, the General Director and the Board of Controllers may request the Court or Arbitrator to consider and annul the resolution, decision or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's charter, except for the case specified in Clause 4, Article 20 of the company's charter.

2. In case the decision of the General Meeting of Shareholders is annulled under the decision of the Court or Arbitrator, the convener of the annulment of the General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within 60 days according to the order and procedures prescribed by law or the Company's charter.

Article 13. Competence and method of collecting shareholders' opinions in writing to adopt resolutions and decisions of the General Meeting of Shareholders

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve resolutions and decisions of the General Meeting of Shareholders at any time if it deems it necessary for the interests of the company.

2. The Board of Directors must prepare the opinion polls, draft decisions and resolutions of the General Meeting of Shareholders and documents explaining the draft decisions and resolutions and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion polls. The opinion collection form enclosed with the draft decision and explanatory documents must be sent by the method of ensuring that the permanent residence address of each shareholder can be reached. The request and method of sending the opinion questionnaire and the enclosed documents shall comply with the provisions of Clause 3, Article 17 of the Company's Charter.

3. The opinion poll must contain the following principal contents:

a) Name, address of the head office, number and date of issuance of the business registration certificate, place of business registration of the company;

b) Purpose of collecting opinions;

c) Full name, permanent residence address, nationality, number of identity card, passport or other lawful personal identification of the individual shareholder; name, permanent residence address, nationality, establishment decision number or business registration number of the shareholder or authorized representative of the shareholder being an organization; the number of shares of each type and the number of voting votes of shareholders;

d) Issues that need to be consulted for approval;

e) The voting plan includes approval, disapproval and no opinion on each issue for which opinions are collected;

f) The time limit for sending to the company the reply form for collecting opinions;

g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the reply form to the Company by mail, fax or e-mail according to the following provisions:

a) In case of sending a letter or opinion poll that has been answered, it must be signed by the individual shareholder, the authorized representative or the legal

representative of the shareholder being an organization. The opinion form sent to the company must be contained in a sealed envelope and no one is allowed to open it before the vote is counted.

b) Opinion collection forms sent to the company after the time limit specified in the contents of the opinion collection form or which have been opened in case of sending letters and disclosed in case of sending fax or e-mail are invalid. Opinion poll votes that are not sent back shall be considered as votes that do not participate in voting.

c) Shareholders may send a written opinion polls to the Company via: Mail, fax or email. In case of sending fax or email, the opinion collection form sent to the Company must be kept confidential until the time of vote counting.

5. The Board of Directors counts votes and makes a record of vote counting under the witness of the Board of Controllers or shareholders who do not hold management positions of the company. The vote counting record must contain the following principal contents:

a) Name, address of the head office, number and date of issuance of the business registration certificate, place of business registration;

b) Purposes and issues to be consulted for adoption of resolutions and decisions;

c) The number of shareholders with the total number of voting votes that have participated in voting, distinguishing the number of valid and invalid votes and the method of sending the ballot papers, enclosed with an appendix to the list of shareholders participating in voting;

d) The total number of votes in favor, disapproval and no opinion on each issue;

e) The approved issue and the corresponding approval rate;

f) Full names and signatures of the Chairman of the Board of Directors, the vote counting person and the vote counting supervisor.

Members of the Board of Directors, vote counters and supervisors of vote counting must be jointly and severally responsible for the truthfulness and accuracy of the vote counting record; jointly and severally responsible for damages arising from the decisions passed due to untruthful and inaccurate vote counting.

6. Minutes of vote counting and resolutions must be sent to shareholders within fifteen (15) days after the end of vote counting. The sending of vote counting minutes and resolutions can be replaced by posting on the Company's website within 24 hours from the end of the vote count.

7. The reply to the opinion poll, the vote counting record, the full text of the approved resolution and the relevant documents enclosed with the opinion poll must all be kept at the company's head office.

8. The decision adopted in the form of a written consultation of shareholders is valid as a decision adopted at the General Meeting of Shareholders.

9. The decision of the General Meeting of Shareholders shall be adopted in the form of written consultation if it is approved by the number of shareholders owning 75% or more of the total number of voting votes of all shareholders with voting rights.

Article 14. Announcement of the minutes of the meeting and resolutions of the General Meeting of Shareholders

Minutes of meetings (or Minutes of vote counting in case of collecting shareholders' opinions in writing) and resolutions of the General Meeting of Shareholders shall be disclosed in accordance with regulations on information disclosure on the securities market.

Article 15. Order and procedures for meeting the General Meeting of Shareholders in the form of online conference or face-to-face conference combined with online conference

1. In addition to the form of holding face-to-face meetings, the Annual and Extraordinary General Meeting of Shareholders may be held in the form of online or online conferences with or without online voting or other electronic forms in case of (i) force majeure events, including but not limited to: natural disasters, wars, epidemics, riots, terrorism, restrictive or prohibited decisions of competent State agencies; and/or (ii) other objective events that the Board of Directors deems inconvenient and/or inappropriate to hold a meeting of the General Meeting of Shareholders in the form of a face-to-face meeting.

2. In case the Board of Directors decides to convene a meeting of the General Meeting of Shareholders in the form specified in Clause 1 of this Article, in addition to the dossiers and documents posted on the Company's website as prescribed for the direct meeting of the General Meeting of Shareholders, the Board of Directors shall promulgate and publish on the Company's website the Draft Regulation organize the online General Meeting of Shareholders and document guiding the voting method for this General Meeting at least twenty-one (21) days before the opening day of the General Meeting.

3. Other orders, procedures and conditions related to the General Meeting of Shareholders passing resolutions in the form of online conferences or in combination with online meetings that are not specified in this Article shall be applied similarly to the order, procedures and conditions applicable to the direct General Meeting of Shareholders or other conditions that comply with the provisions of The Company's Charter and legal regulations.

4. In addition to the issues in Clause 3 of this Article, the order and procedures for meeting the General Meeting of Shareholders in the form of online, electronic or combined conferences must be carried out as follows:

a) Notice of invitation to the General Meeting of Shareholders: The notice of invitation to the online General Meeting of Shareholders must clearly stipulate the method of registering and attending the online meeting, the method of e-voting and must clearly state the path to all meeting documents for shareholders to access.

b) How to register to attend the General Meeting of Shareholders: Shareholders or authorized representatives of shareholders attending the meeting through online conference, e-voting access to the Company's online General Meeting of Shareholders system to register to attend the meeting. The Company will issue each shareholder one (01) username with the corresponding password to access the above system. Specific instructions will be recorded in the notice of the General Meeting of Shareholders and the Regulation on the organization of the online General Meeting of Shareholders.

c) Methods of voting, counting votes and notification of vote counting results.

- The method of voting at the online General Meeting of Shareholders and e-voting will be specified in detail in the Regulation on organization of the online General Meeting of Shareholders of each meeting.

- Shareholders attending the meeting through online conference, e-voting access to the Company's online General Meeting of Shareholders system specified at Point c, Clause 3 of this Article to vote/vote. When shareholders conduct e-voting, the number of opinions "Approve", "Disapprove", "No opinion"; for each voting content and the number of votes for each candidate for the Board of Directors, the Board of Controllers (if any) is recorded on the online General Meeting of Shareholders system.

- The vote counting committee will check, synthesize and report to the Chairman the vote counting results of each issue. The results of the vote counting will be announced by the presiding judge immediately before the closing of the meeting.

Chapter III

BOARD OF DIRECTORS.

Article 16. Roles, rights and obligations of the Board of Directors, responsibilities of members of the Board of Directors

1. The Board of Directors is the management body of the Company, which has the full right to decide and exercise the company's rights and obligations on behalf of the company, except for the rights and obligations under the competence of the General Meeting of Shareholders. The Board of Directors is allowed to use the Executive Apparatus and the Company's seal to perform its duties and powers.

2. The Board of Directors has the following rights and obligations:

a) To decide on medium-term development strategies and plans, production and business plans and annual budgets of the Company; Determination of operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;

b) To recommend the type of shares and the total number of shares entitled to be offered for sale of each type; Propose the issuance of bonds, bonds converted into shares and warrants to allow holders to buy shares at a predetermined price;

c) To make decision on sale of unsold shares within the number of shares entitled to offer for sale of each type; Decision on mobilization of additional capital in other forms; To decide on the offering price of bonds, stocks and convertible securities;

d) To make decision on share repurchase as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;

e) To decide on investment plans and investment projects within their competence and limits as prescribed by law;

f) To decide on solutions for market development, marketing and technology;

g) Investments that are not part of the business plan and budget or investments that exceed 20% of the annual business plan and budget value;

h) To elect, dismiss or remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts for the General Director or other important managers; decide on salaries, remunerations, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in public other companies, to decide on the level of remuneration and other benefits of such persons;

i) To supervise and direct the General Director and other managers in the daily business of the Company;

j) To make decision on organizational structure, internal management regulations of the Company, decision on establishment of subsidiaries, establishment and termination of operation of branches, representative offices and capital contribution and purchase of shares of other enterprises, except for cases of transactions falling under the jurisdiction of the General Meeting of Shareholders;

k) Except for transactions that must be approved by the General Meeting of Shareholders, the Board of Directors shall, from time to time, decide on the implementation, amendment and cancellation of major contracts of the Company (including contracts on purchase, sale, merger, acquisition of companies and joint ventures);

l) To make appointment and dismissal persons authorized by the Company to be commercial representatives and lawyers of the Company;

m) To decide on the borrowing and the performance of the Company's mortgages, guarantees, guarantees and indemnities;

n) To approve programs and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to approve the resolution;

o) To submit audited annual financial statements to the General Meeting of Shareholders;

p) To propose the level of dividends to be paid; decide on the deadline and procedures for dividend payment or handling losses incurred in the course of business;

q) To make proposal the restructuring, reorganization and dissolution of the Company; request for bankruptcy of the Company;

r) To make decision on promulgation of the Regulation on operation of the Board of Directors, Internal Regulation on corporate governance after being approved by the General Meeting of Shareholders; the decision to promulgate the Regulation on operation of the Audit Committee under the Board of Directors, the Regulation on information disclosure of the company;

s) To settle the Company's complaints against the executives and managers of the enterprise as well as decide to select the Company's representative to resolve issues related to legal proceedings against the executives and managers of such enterprises;

t) To decide on the valuation of non-monetary assets contributed to the Company in connection with the issuance of the Company's shares or bonds, including gold, land use rights, intellectual property rights, technology and technological know-how.

3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, collecting opinions in writing or other forms prescribed by the company's charter. Each member of the Board of Directors has one vote.

4. In case a resolution or decision adopted by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders or the company's charter, causing damage to the company, the members who approve such resolution or decision must jointly and severally take personal responsibility for the resolution. such decision and must compensate the Company for damages; members who oppose the approval of the above-mentioned resolutions and decisions are exempt from responsibility. In this case, the Company's shareholders have the right to request the Court to suspend the implementation or annul the above-mentioned resolution or decision.

5. The right to provide information of members of the Board of Directors

a) Members of the Board of Directors have the right to request the General Director, Deputy General Directors and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and its units.

b) Managers are required to provide prompt, complete and accurate information and documents at the request of members of the Board of Directors.

6. Members of the Board of Directors have full rights in accordance with the Law on Securities, relevant laws and the company's charter, including the right to be provided with information and documents on the financial situation and business activities of the Company and its units and the following obligations:

a) Perform their duties honestly and prudently for the highest interests of shareholders and the Company;

b) Fully attend meetings of the Board of Directors and give opinions on issues to be discussed;

c) Promptly and fully report to the Board of Directors on remuneration received from subsidiaries, associated companies and other organizations;

d) Report to the Board of Directors at the latest meeting on transactions between the Company, its subsidiaries and other companies under the control of more than 50% of the charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and the company in which a member of the Board of Directors is a founding member or manager of the enterprise in the last 03 years prior to the time of transaction;

e) Disclose information when trading the Company's stocks in accordance with law.

f) Independent members of the Board of Directors of the Company must make a report on the evaluation of the operation of the Board of Directors.

Article 17. Term and number of members of the Board of Directors:

1. The Board of Directors shall have five (05) members.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only

be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.

3. The number of independent members of the Board of Directors of the Company is at least 01 member.

4. In case all members of the Board of Directors end their term at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work, unless otherwise provided for by the company's charter.

5. The company's charter specifies the number, rights, obligations, methods of organization and coordination of activities of independent members of the Board of Directors.

Article 18. Structure, criteria and conditions of Board members

1. The structure of the Board of Directors is as follows: The total number of non-executive members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors. The Company minimizes members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

2. Members of the Board of Directors must meet the following criteria and conditions:

a) Not being the subject of the right to establish and manage the enterprise specified in Clause 2, Article 17 of the Law on Enterprises;

b) Possess professional qualifications and experience in business administration or in the Company's business sector, industry, or trade, and are not necessarily shareholders of the Company, unless otherwise stipulated in the Company's Charter;

c) Members of the Board of Directors of the Company may also be members of the Board of Directors of other companies;

d) Members of the Board of Directors must have specialized management qualifications in technical, economic, finance, law, etc. in accordance with the nature of the Company's operation. If a man is over 50 years old, he must have a specialized intermediate degree or higher. Particularly for men from 50 years old, women under 45 years old must have a university degree and management experience of 03 years or more.

3. Independent members of the Board of Directors must meet the following criteria and conditions:

a) Not being a person working for the Company, its parent company or its subsidiaries; not being a person who has worked for the Company, its parent company or its subsidiaries for at least 3 consecutive years;

b) Not being a person who is receiving salary or remuneration from the company, except for allowances to which members of the Board of Directors are entitled as prescribed;

c) Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling who is a

major shareholder of the Company; being a manager of the Company or a subsidiary of the Company;

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

e) Not being a person who has been a member of the Board of Directors or the Board of Controllers of the Company for at least 5 consecutive years, except for the case of being appointed for 02 consecutive terms;

e) Other criteria and conditions according to the company's charter.

4. An independent member of the Board of Directors must notify the Board of Directors that he or she no longer fully satisfies the criteria and conditions specified in Clause 3 of this Article and automatically ceases to be an independent member of the Board of Directors from the date on which the criteria and conditions are not fully satisfied. The Board of Directors must notify the independent members of the Board of Directors that they no longer fully meet the criteria and conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receipt of the notice of the independent members of the Board of Directors concerned.

Article 19. Nominating and candidacy for members of the Board of Directors, recommending candidates for members of the Board of Directors

1. In case the candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must make a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors announced includes:

a) Full name, date of birth;

b) Professional qualifications;

c) Work history;

d) Other managerial titles (including the title of the Board of Directors of other companies);

e) Interests related to the Company and its related parties;

f) The company is responsible for disclosing information about the enterprises in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares may nominate candidates for the Board of Directors in accordance with the company's Charter. Shareholders holding voting shares have the right to pool the number of voting rights of each person together to nominate candidates

for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the voting shares may nominate one (01) member; from 20% to less than 30% shall nominate two (02) members; from 30% to less than 50% shall nominate three (03) members; from 50% to less than 65% shall be nominated four (04) members and if 65% or more may nominate the full number of candidates.

3. If the number of Board of Directors candidates nominated and put forward is still insufficient, the incumbent Board of Directors shall introduce additional candidates or organize nominations as stipulated in the company's Charter, the Internal Regulation on Corporate Governance, and the Operating Regulation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as prescribed by law.

Article 20. Method of Electing, Dismissing, and Removing Members of the Board of Directors

1. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares may nominate persons to the Board of Directors. The nomination of persons to the Board of Directors shall be carried out as follows:

a) Ordinary shareholders who form a group to nominate a person to the Board of Directors must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders to be candidates for the Board of Directors.

2. The voting for election of members of the Board of Directors must be carried out by the method of accumulating votes, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates member. The elected members of the Board of Directors shall be determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the company's Charter is reached. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria of the election regulations or the company's charter.

3. The election, dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders on the principle of voting.

Article 21. Cases of dismissal, removal and addition of members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Failing to meet the criteria and conditions specified in Article 18 of this Regulation;

- b) Having a written resignation and being approved;
- c) Other cases specified in the company's charter.

2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- a) Failing to participate in the activities of the Board of Directors for 06 consecutive months, except for force majeure cases;
- b) Other cases specified in the company's charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors, in addition to the cases specified in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

- a) The number of members of the Board of Directors is reduced by more than one-third ($1/3$) of the number specified in the company's charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the number of members is reduced by more than one-third ($1/3$);

- b) The number of independent members of the Board of Directors fails to meet the prescribed ratio;

- c) Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the dismissed or removed member of the Board of Directors at the nearest meeting.

Article 22. Notice of Election, Dismissal, and Removal of Board of Directors Members

1. The General Meeting of Shareholders dismisses, removes, and elects additional members of the Board of Directors. A Board of Directors member shall be dismissed, removed, or replaced if approved by shareholders representing at least 51% of the total voting rights of all attending shareholders.

2. The announcement of the election, dismissal, or removal results of Board of Directors members shall be carried out in accordance with regulations on information disclosure.

Article 23. Elect, dismiss and remove the Chairman and Vice Chairman of the Board of Directors.

1. The Chairman of the Board of Directors and the Vice Chairman of the Board of Directors shall be elected, dismissed or removed by the Board of Directors from among the members of the Board of Directors on the principle of majority. The Chairman of the Board of Directors must not concurrently serve as the General Director.

2. The first meeting of the term of the Board of Directors to elect the Chairman and Vice Chairman of the Board of Directors and make other decisions under its competence must be conducted within seven (07) working days after the end of the election of the Board of Directors for that term. This meeting shall be convened and

chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest and equal percentage of votes, the members shall vote on the principle of majority to elect one (01) person from them to convene a meeting of the Board of Directors.

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

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. The remuneration for work is calculated according to the number of working days necessary to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on a unanimous basis. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed in separate sections in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holds an executive position (including the position of Chairman or Vice Chairman), or a member of the Board of Directors who works in subcommittees of the Board of Directors or performs other tasks outside the scope of ordinary duties of a member of the Board of Directors; may be paid additional remuneration in the form of a lump-sum remuneration on a one-time basis, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall have the right to pay all expenses for travel, meals, accommodation and other reasonable expenses that they have to pay when performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. The Board of Directors or subcommittees of the Board of Directors or the General Meeting of Shareholders.

6. Members of the Board of Directors may be insured by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the responsibilities of members of the Board of Directors in relation to violations of laws and the company's charter.

Article 25. Meeting of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 person from them to convene a meeting of the Board of Directors.

2. The Chairman of the Board of Director must convene regular meetings of the Board of Director, formulate the agenda, time and place of the meeting at least five days before the expected meeting date. The chairman may convene a meeting whenever necessary, but must meet at least once a quarter and may meet irregularly.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) At the request of the Board of Controllers or an independent member of the Board of Directors;

b) At the request of the General Director or at least 05 other managers;

c) At the request of at least 02 members of the Board of Directors;

d) Other cases prescribed by the company's charter.

4. The proposals specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decisions falling under the competence of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. Meetings of the Board of Directors shall be conducted at the Company's registered address or other addresses in Vietnam or abroad under the decision of the Chairman of the Board of Directors and with the consent of the Board of Directors.

7. The Chairman of the Board of Directors or the person convening the Board meeting must send the notice of meeting at least five (05) working days before the meeting date. Board members may refuse the notice of meeting in writing, and such refusal may have retroactive effect. The notice of the Board meeting must be in Vietnamese, must be fully informed, specifying the agenda, time, place of the meeting, issues to be discussed and decided, enclosed with necessary documents on the issues to be discussed and votes for the members the Board of Directors attending the meeting and the votes for those members of the the Board of Directors who can not attend the meeting.

The notice of invitation to the meeting of the Board of Directors may be sent by post, telephone, fax, electronic means or other methods provided that it is ensured to reach the contact address of each member of the Board of Directors as registered with the company.

8. The Chairman of the Board of Directors or the convener shall send the notice of invitation to the meeting and enclosed documents to the members of the Board of Controllers as for members of the Board of Directors. Members of the Board of Controllers have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.

9. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under

the provisions of this Clause does not have enough members to attend the meeting as prescribed, it shall be convened for the second time within seven (07) days from the date on which the first meeting is planned. In this case, the meeting shall be conducted if more than half (1/2) of the members of the Board of Directors attend the meeting. After convening two meetings of the Board of Directors without enough members attending, the Chairman of the Board of Directors must convene an extraordinary General Meeting of Shareholders within the next 30 days for Shareholders to consider the qualifications of the members of the Board of Directors.

10. A member of the Board of Directors shall be considered to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize other persons to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote through online conferences, e-voting or other electronic forms;
- d) Send the ballot papers to the meeting by mail, fax or e-mail.

11. Members must fully attend meetings of the Board of Directors. Members may authorize others to attend meetings and vote if approved by a majority of the members of the Board of Directors.

12. Voting.

a) Except for the provisions at Point b, Clause 12 of this Article, each member of the Board of Directors or the person authorized to attend the meeting of the Board of Directors shall have one vote;

b) A members of the Board of Directors shall not be entitled to vote on contracts, transactions or proposals to which such member or a person related to such member is related or has interests and such interests are in conflict or may conflict with the interests of the Company. A member of the Board shall also not be counted towards the minimum number of delegates required to be present to be able to hold a meeting of the Board of Directors when decisions are being made on matters in which the member is not entitled to vote;

c) When issues arise at a meeting of the Board of Directors concerning the level of interests of members of the Board of Directors or related to the voting rights of a member of the Board of Directors which are not resolved by the voluntary waiver of the voting rights of such members of the Board of Directors, such arising issues shall be referred to the chairman of the meeting and the judge's decision shall be final and final, unless the nature or scope of interests of the relevant board member has not been duly announced;

13. The Board of Directors shall adopt resolutions and make decisions on the basis of the approval of the majority of members of the Board of Directors attending the meeting (over 50%). In case the number of votes in favor and against is equal, the President's vote will be the decisive vote.

14. In case where a voting ballot is sent to the meeting by mail, ballot papers must be enclosed in sealed envelopes and must be delivered to the Chairman of the

Board of Directors at least 01 hour before the opening of the meeting. The shall only be opened in the presence of the attending members.

15. The Chairman of the Board of Directors shall be responsible for delivering the minutes of the meetings of the Board of Directors to the members and such minutes shall be considered conclusive evidence of the proceedings conducted at the meetings, unless there is an objection to the contents of the minutes within ten days from the date of delivery. The minutes of the meeting of the Board of Directors shall be prepared in Vietnamese and must be signed by all members of the Board of Directors attending the meeting.

16. Based on the minutes of the meeting of the Board of Directors, the Company Secretary shall draft a Resolution of the meeting (a General Resolution or Resolutions on each issue) and send it to the members of the Board of Directors, the General Director and the Board of Controllers for implementation, supervision, and at the same time keep it at the Secretarial Department assisting the Board of Directors and the Company's Office.

Article 26. Minutes of the Board of Directors Meeting

1. Board of Directors's meetings must be minuted and may also be audio-recorded, recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:

- a) Name and address of the head office, enterprise identification number;
- b) Time and place of the meeting;
- c) Purpose, program and contents of the meeting;
- d) Full name of each member attending the meeting or authorized person to attend the meeting and method of attending the meeting; full names of members who did not attend the meeting and reasons for not attending the meeting;
- e) Issues to be discussed and voted on at the meeting;
- f) Summarize the opinions of each member attending the meeting in the order of the meeting;
- g) Voting results, clearly stating the members who approve, disagree and have no opinions;
- h) The approved issue and the corresponding approval rate;
- i) Full name, signature of the presiding judge and the person recording the minutes, except for the case specified in Clause 2 of this Article.

2. In case the chairperson or the person taking the minutes refuses to sign the minutes of the meeting but if they are signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed at Points a, b, c, d, e, f, g and h, Clause 1 of this Article, this minutes shall take effect.

3. The chairperson, the record taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.

4. Minutes of the meeting of the Board of Directors and documents used in the

meeting must be kept at the head office of the Company.

5. Minutes made in Vietnamese and foreign languages shall have the same legal effect. In case there is a difference in the contents of the minutes in Vietnamese and in a foreign language, the contents of the minutes in Vietnamese shall apply.

Article 27. Subcommittees assisting the Board of Directors.

1. The Board of Directors may set up subordinate subcommittees to be in charge of development policies, personnel, salaries and bonuses, internal audit, and risk management. The number of members of the sub-committee decided by the Board of Directors shall be at least three (03) persons, including members of the Board of Directors and external members. The activities of the sub-committee must comply with the regulations of the Board of Directors. The resolution of the subcommittee takes effect only when a majority of members attend and vote for approval at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current laws and the company's charter.

3. For the audit subcommittee, there must be at least one member who is a person with accounting expertise and not a person working in the financial accounting department of the Company.

4. The Board of Directors shall detail the establishment, responsibilities of subcommittees and responsibilities of each member.

5. In case the Company has not yet established sub-committees, the Board of Directors shall appoint a person in charge of each issue such as audit, salary and bonus, and personnel.

Article 28. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate administration may concurrently serve as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate administration must meet the following criteria:

- Have an understanding of the law;
- Not to work for an approved auditing organization that is auditing the Company's financial statements;
- Other standards as prescribed by law and decisions of the Board of Directors.

3. The Board of Directors shall decide on the appointment, dismissal, decision on salary, bonus and other benefits of the person in charge of the company's administration which is not contrary to current regulations on labor and other regulations of the Company. The decision on appointment and dismissal of the person in charge of corporate governance shall be sent to members of the Board of Directors, members of the Board of Controllers, General Director, managers and other relevant executives of the Company.

4. The person in charge of company governance has the following rights and obligations:

- a) Advise the Board of Directors in organizing the General Meeting of Shareholders as prescribed and related affairs between the Company and shareholders;
- b) Prepare and organize meetings of the Board of Directors, the Board of Controllers and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Controllers;
- c) Advise on the procedures of meetings;
- d) Attend meetings;
- e) Advise on procedures for making resolutions, ensure that the resolutions of the Board of Directors are in accordance with the provisions of law;
- f) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Board of Controllers;
- g) Supervise and report to the Board of Directors on the Company's information disclosure activities;
- h) Act as a point of contact with parties with related interests;
- i) Ensure information confidentiality of information in accordance with the provisions of law and the company's charter.

Chapter IV

BOARD OF CONTROLLERS

Article 29. Roles, rights and obligations of the Board of Controllers, responsibilities of members of the Board of Controllers.

1. The Board of Controllers is elected by the General Meeting of Shareholders to represent the shareholders in independently, objectively, and honestly supervising and evaluating the financial situation and all business, governance, and operational activities of the Company. The Board of Controllers is responsible before the law and the General Meeting of Shareholders for the performance of its assigned duties.

2. The Board of Controllers has the following rights and obligations:

- a) The Board of Controllers shall supervise the Board of Directors and the General Director in the management and administration of the Company.
- b) To review the reasonableness, legality, honesty, and prudence in the management and operation of business activities; and the systematic nature, consistency, and compliance of accounting, statistical work, and financial statement preparation.
- c) To evaluate the completeness, legality and truthfulness of the Company's annual and 6-month financial statements, reports on assessment of management of the Board of Directors and submit the appraisal report at the Annual General Meeting of Shareholders. To review contracts and transactions with relevant persons under the approving competence of the Board of Directors or the General Meeting of Shareholders

and make recommendations on contracts and transactions that require the approval of the Board of Directors or the General Meeting of Shareholders.

d) To review, inspect, and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning system of the Company.

e) To examine the Company's accounting books, accounting records and other documents, the management and administration of the Company's operations when deeming it necessary or according to the resolution of the General Meeting of Shareholders or at the request of shareholders or groups of shareholders owning 05% or more of the total ordinary shares.

f) At the request of shareholders or groups of shareholders owning 05% or more of the total ordinary shares, the Board of Controllers shall conduct the inspection within 07 working days from the date of receipt of the request. Within 15 days from the end of the inspection, the Board of Controllers must report on the issues requested for inspection to the Board of Directors and the shareholders or groups of shareholders that request it. The inspection of the Board of Controllers specified in this Clause must not obstruct the normal operation of the Board of Directors, do not cause interruption in the operation of the Company's business activities.

g) To propose the Board of Directors or the General Meeting of Shareholders to take measures to amend, supplement and improve the organizational structure of management, supervision and administration of the Company's business activities.

h) When detecting a member of the Board of Directors, the General Director must immediately notify in writing to the Board of Directors, request the violator to terminate the violation and take remedial measures.

i) To attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of the Company.

k) To use independent consultants and internal audit departments of the Company to perform assigned tasks.

l) The Board of Controllers may consult the Board of Directors before submitting reports, conclusions and proposals to the General Meeting of Shareholders.

m) To examine each specific issue related to the management and administration of the Company's operations at the request of shareholders.

n) To request the Board of Directors to convene an extraordinary general meeting of the General Meeting of Shareholders.

o) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises.

p) To request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

q) To consider, extract and copy part or all of the declared contents of the List of related persons and related interests declared as prescribed in Clauses 1 and 2, Article 164 of the Law on Enterprises.

r) To propose and recommend to the General Meeting of Shareholders for approval the list of audit firms authorized to perform audits of the Company's Financial Statements; and audit firms authorized to inspect the Company's operations when deemed necessary.

s) To take responsibility before shareholders for their supervisory activities.

t) To supervise the Company's financial situation, the observance of law by members of the Board of Directors, the General Director and other managers in activities.

u) To ensure coordination with the Board of Directors, the General Director and shareholders.

v) In case of detecting violations of law or the company's Charter by members of the Board of Directors, the General Director and other executives of the enterprise, the Board of Controllers must notify in writing to the Board of Directors within 48 hours, requesting the violator to terminate the violation and take remedial measures.

w) To formulate the Regulation on operation of the Board of Controllers and submit it to the General Meeting of Shareholders for approval.

x) To witness the Board of Directors organizing the vote counting and making a record of vote counting if requested by the Board of Directors in case of collecting shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders.

y) The Head of the Executive Board of Controllers shall allow the General Meeting of Shareholders to elect the chairperson of the meeting in case the Chairman is absent or temporarily incapacitated but the remaining members of the Board of Directors cannot elect the chairperson. In this case, the person with the highest number of votes presides over the meeting.

3. Members of the Board of Controllers have the following rights, obligations and responsibilities:

a) Strictly comply with the law, the company's charter, resolutions of the General Meeting of Shareholders and professional ethics in exercising the assigned rights and obligations.

b) Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the maximum legitimate interests of the Company.

c) Loyal to the interests of the Company and shareholders; not abusing their position and position and using information, know-how, business opportunities and other assets of the Company for self-interest or serving the interests of other organizations and individuals.

d) Other obligations as prescribed by the Law on Enterprises and the company's charter.

e) In case of violation specified at Points a, b, c and d of this Clause causing damage to the Company or other persons, members of the Board of Controllers shall be personally or jointly responsible for such damage. Income and other benefits obtained by members of the Board of Controllers as a result of violations must be returned to the Company.

f) In case of detecting a violation by a member of the Board of Controllers in exercising his/her assigned rights and obligations, it must notify in writing to the Board of Controllers, requesting the violator to terminate the violation and remedy the consequences.

Article 30. Term of office, number, composition and structure of members of the Board of Controllers

1. The number of members of the Board of Controllers of the Company is three (03) members; The term of office of a member of the Board of Controllers shall not exceed 05 years and members of the Board of Controllers may be re-elected for an unlimited number of terms.

2. Members of the Board of Controllers are not necessarily shareholders of the Company.

3. The Board of Controllers must have more than half of its members permanently residing in Vietnam.

4. In case a member of the Board of Controllers at the same time ends his term but a member of the Board of Controllers for a new term has not yet been elected, a member of the Board of Controllers whose term has expired shall continue to exercise his rights and perform his or her obligations until a member of the Board of Controllers for a new term is elected and receives his or her duties.

Article 31. Standards and conditions of members of the Board of Controllers

Members of the Board of Controllers must meet the following criteria and conditions:

1. Not being subject to the right to establish and manage enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;

2. To be trained in one of the majors in economics, finance, accounting, auditing, law, business administration or majors suitable to the Company's business activities;

3. Not being a person related to the family of a member of the Board of Directors, the General Director and other managers;

4. Not being a manager of the Company, not necessarily an employee of the Company;

5. Not to work in the accounting and finance department of the Company;

6. Must not be a member or employee of an auditing organization approved to audit the Company's financial statements in the previous 03 consecutive years;

7. Other standards and conditions as prescribed by other relevant laws and the Company's Charter.

Article 32. Nomination, candidacy, method of introduction and election of members of the Board of Controllers

1. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares as prescribed in the company's charter may nominate persons to the Board of Controllers. The nomination of persons to the Board of Controllers shall comply with the provisions of the Charter and Internal Regulations on the Company's governance, specifically as follows:

a) Ordinary shareholders who form a group to nominate a person to the Board of Controllers must notify the shareholders attending the meeting of the group before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Controllers, shareholders or groups of shareholders stipulated in this clause have the right to nominate one or more individuals, as decided by the General Meeting of Shareholders, as candidates for the Board of Controllers, specifically: Shareholders or groups of shareholders holding from 10% to less than 30% of the voting shares may nominate one (01) member; from 30% to less than 50% may nominate two (02) members; and 50% or more may nominate the full number of candidates. If the number of candidates nominated by shareholders or groups of shareholders is less than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Controllers, and other shareholders.

2. If the number of Board of Controllers candidates nominated and put forward is still insufficient as stipulated in Clause 1 of this Article, the incumbent Board of Controllers shall introduce additional candidates or organize nominations as prescribed in the company's Charter, the Internal Regulation on Corporate Governance, and the Operating Regulation of the Board of Controllers. The introduction of additional candidates by the incumbent Board of Controllers must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Controllers as prescribed by law.

Article 33. Cases of dismissal or removal of members of the Board of Controllers

1. The General Meeting of Shareholders shall dismiss a member of the Board of Controllers in the following cases:

a) No longer meeting the criteria and conditions for being a member of the Board of Controllers according to the standards in Article 31 of this Regulation;

b) Having a resignation letter and it has been accepted.

c) Other cases prescribed by the company's charter.

2. The General Meeting of Shareholders shall dismiss a member of the Board of Controllers in the following cases:

a) Failing to complete the assigned tasks and jobs;

b) Failing to perform his/her rights and obligations for 06 consecutive months, except for force majeure cases;

c) Repeatedly violating or seriously violating the obligations of members of the Board of Controllers in accordance with the Law on Enterprises and the company's charter;

d) Other cases according to the resolution of the General Meeting of Shareholders.

Article 34. Notice of election, dismissal and removal of members of the Board of Controllers

1. In case the candidates for the Board of Controllers have been identified, the Company must publish information related to the candidates at least 10 days before the

opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. candidates for the Board of Controllers must make a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the company if elected as a member of the Board of Controllers. Information related to the candidates of the Board of Controllers announced includes:.

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other managerial titles;
- e) Interests related to the Company and its related parties;
- f) Other information (if any) as prescribed in the company's charter;
- g) The company must be responsible for disclosing information about the companies in which the candidate is holding managerial positions and interests related to the company of the candidate of the Board of Controllers (if any).

2. The notification of the results of election, dismissal and removal of members of the Board of Controllers shall comply with the guiding regulations on information disclosure.

Article 35. Salaries and other benefits of members of the Board of Controllers

Salaries, remunerations, bonuses and other benefits of members of the Board of Controllers shall comply with the following provisions:

1. Members of the Board of Controllers shall be paid salaries, remuneration, bonuses and other benefits under decisions of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Board of Controllers.

2. Members of the Board of Controllers shall be paid expenses for meals, accommodation, travel, and expenses for use of independent consultancy services at reasonable levels. The total remuneration and expenses shall not exceed the total annual operating budget of the Board of Controllers approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salaries and operating expenses of the Board of Controllers shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant provisions of law and must be made into separate sections in the Company's annual financial statements.

Chapter V

GENERAL DIRECTOR

Article 36. Roles, Responsibilities, Rights, and Obligations of the General Director; Appointment, Dismissal, Contract Signing, and Contract Termination with the General Director

1. The Board of Directors appoints a member of the Board of Directors or hires another person to be the General Director and will sign an employment contract that stipulates the salary, remuneration, benefits, and other terms related to the recruitment.

2. The General Director is the person who runs the day-to-day business of the Company; under the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of assigned rights and obligations.

3. The term of office of the CEO shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may expire based on the provisions of the labor contract. The CEO must meet the standards and conditions prescribed by law and the company's charter and are not allowed to be persons prohibited by law from holding this position according to Clause 2, Article 17 of the Law on Enterprises.

4. The CEO has the following rights and obligations:

a) To organize and implement resolutions and decisions of the Board of Directors and the General Meeting of Shareholders, business plans and investment plans and plans of the Company approved by the Board of Directors and the General Meeting of Shareholders;

b) To decide on matters related to the Company's day-to-day business that are not under the authority of the Board of Directors;

c) To decide on all matters that do not require a resolution of the Board of Directors, including the signing of financial and commercial contracts on behalf of the Company, and the organization and administration of the Company's day-to-day production and business activities in accordance with best management practices;

d) To propose the number and types of executive and managerial positions that the company needs to hire for the Board of Directors to appoint or dismiss when necessary in order to apply the activities as well as good management structures proposed by the Board of Directors, and advise the Board of Directors to decide on the salary level, remuneration, benefits and other terms of labor contracts of executives and managers under the appointing competence of the Board of Directors; Propose the plan for organizational structure, internal management regulations of the Company;

e) To appoint, dismiss and remove managerial positions in the Company, except for titles under the competence of the Board of Directors;

f) To decide on salaries and other benefits for employees in the Company, including managers under the appointing competence of the General Director;

g) To make labor recruitment;

h) To propose a plan to pay dividends or handle losses in business;

i) On October 31 of each year, the General Director shall submit to the Board of Directors for approval the detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the five-year financial plan;

- j) To propose measures to improve the Company's operation and management;
- k) To prepare long-term, annual and monthly estimates of the Company (hereinafter referred to as estimates) for long-term, annual and monthly management activities of the Company according to business plans. The annual estimate (including the balance sheet, the report on production and business activities and the expected cash flow statement) for each fiscal year shall be submitted to the Board of Directors for approval and shall include the information specified in the Company's statutes;
- l) To carry out all other activities in accordance with the provisions of the Charter and the Company's regulations, resolutions of the Board of Directors, labor contracts of the General Director and the law.

5. The CEO is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of their assigned tasks and powers and must report to these agencies when requested.

6. The Board of Directors may dismiss the General Director and appoint a new General Director to replace him when a majority of the members of the Board of Directors or more vote in favor (in this case, the vote of the General Director is not counted).

7. The company must notify relevant organizations and individuals of the appointment and dismissal of the General Director in accordance with the provisions of law and the guiding regulations on information disclosure.

Article 37. Salary and other benefits of the General Director

1. The company shall pay salaries and bonuses to the General Director according to business results and efficiency.

2. The level of salary, remuneration, bonus and benefits and other terms of the labor contract for the General Director shall be decided by the Board of Directors.

1. The salary of the General Director shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed in a separate section in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Chapter VI

COORDINATING ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF CONTROLLERS AND THE GENERAL DIRECTOR

Article 38. Procedures, order of convening, notice of invitation to the meeting, recording minutes, notification of meeting results between the Board of Directors, the Board of Controllers and the General Director

The procedures and order of convening, announcing the invitation to the meeting, recording the minutes, and announcing the results of the meeting between the Board of Directors, the Board of Controllers and the General Director shall comply with the order and procedures for convening the meeting of the Board of Directors specified in Article 25 of this Regulation.

Article 39. Notification of resolutions and decisions of the Board of Directors to the Board of Controllers and the General Director

- The promulgated resolutions and decisions of the Board of Directors must be sent to the members of the Board of Controllers at the same time and in the same manner as for members of the Board of Directors specified in Clause 1, Article 171 of the Law on Enterprises.

- The Board of Directors shall send resolutions and decisions of the Board of Directors to the General Director and relevant persons at the same time, in the same manner as members of the Board of Directors and members of the Board of Controllers.

- Resolutions and decisions of the Board of Directors sent to members of the Board of Directors, members of the Board of Controllers, the General Director and relevant persons shall be reflected in the Company's outgoing dispatches.

Article 40. Cases in which the General Director and the Board of Controllers propose to convene a meeting of the Board of Directors and matters that need to be consulted by the Board of Directors

1. The Chairman of the Board of Directors must convene a meeting of the Board of Directors upon the written request of one of the cases specified in Clause 3, Article 25 of this Regulation.

2. The Board of Controllers shall request the Chairman of the Board of Directors to convene a meeting of the Board of Directors in the following cases:

a) When detecting that the Board of Directors intends to act outside the scope of its authority or other members of the Board of Directors, General Directors, managers and executives of the Company in violation of the Law on Enterprises, the Charter and the Company's statutes and regulations;

b) When detecting violations of law or violations of the Company's Charter by members of the Board of Directors, the General Director, the Deputy General Director, the Chief Accountant, other executives of the Company and the Company's capital representative at other enterprises after notifying in writing to the Board of Directors and requesting the person committing the violation terminates the violation with remedial solutions but the violators have not yet terminated the violation or have not yet had remedial solutions;

c) At the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;

d) When deeming that managers, executives and relevant units obstruct the Board of Controllers and members of the Board of Controllers in the course of performing their duties as well as the right to access information and documents related to the management and administration and operation of the Company in accordance with current laws and the Company's Charter;

e) Other cases that the Board of Controllers deems necessary for the benefit of the Company in accordance with law and the Company's Charter.

3. The General Director may request the convening of a meeting of the Board of Directors in the following cases:

- Urgent and emergency matters falling under the decision-making authority of the Board of Directors or the General Meeting of Shareholders, which relate to the Company's rights and interests, and which the General Director deems necessary to

convene a Board of Directors' meeting for timely decision-making to avoid risks and damages to the Company;

- Other cases that the Director deems necessary for the benefit of the Company in accordance with the provisions of law and the Company's Charter.

4. Issues to be consulted by the Board of Directors:

- The Board of Controllers may consult the Board of Directors before making a decision when it deems it necessary;

- The General Director shall consult the Board of Directors on matters beyond the competence of the General Director, for the benefit of the Company and matters that the General Director shall decide only after the report has been approved in writing by the Board of Directors in accordance with law. Charter and the Company's statutes and regulations.

Article 41. Report of the General Director to the Board of Directors on the performance of assigned tasks and powers

1. The General Director shall report to the Board of Directors on the performance of assigned tasks and powers at meetings of the Board of Directors.

2. The report of the General Director to the Board of Directors shall include the following contents:

- a) Results of implementation of resolutions and decisions of the Board of Directors and other tasks authorized by the Board of Directors;

- b) Implementation of approved business plans and relevant budgets;

- c) Results of business, investment and periodic financial activities;

- d) Compliance of the Executive Board and departments in the Company with the provisions of law, internal regulations of the Company, risk management;

- e) Expected business plans and important investment transactions;

- f) Other specific contents at the request of the Board of Directors.

Article 42. Coordinate control, administration and supervision activities among members of the Board of Directors, members of the Board of Controllers and the General Director according to the specific tasks of the above-mentioned members

1. To coordinate activities between the Board of Directors and the Board of Controllers.

- a) The Board of Directors and the Board of Controllers shall closely and regularly coordinate to exercise their rights and tasks in accordance with current laws and the Company's Charter.

- b) Responsibilities of the Board of Director in the coordination relationship with the Board of Controllers.

- The Chairman of the Board of Directors invites the Board of Controllers to attend all meetings of the Board of Directors;

- The notice of invitation to the meeting and the accompanying documents shall be sent to the Controllers at the same time and in the manner of sending to the members of the Board of Directors;

- All resolutions and decisions of the Board of Directors and administrative documents issued by the Board of Directors shall be sent to the Board of Controllers within the time limit specified in this Regulation and the Company's Charter;

- Members of the Board of Controllers are obliged to notify the Board of Directors of transactions between the Company, subsidiaries and other companies under the control of more than 50% of the charter capital with such members of the Board of Controllers or related persons of such members of the Board of Controllers in accordance with law;

- For proposals related to the Company's operation and financial situation, the Board of Controllers must send in writing and relevant documents at least five (05) working days before the intended date of receiving the response;

- Other contents that the Board of Controllers needs to consult with the Board of Directors must be sent at least seven (07) working days in advance and the Board of Directors will respond within seven (07) working days.

2. Coordination between the Board of Directors and the General Director.

a) Based on the duties and powers stipulated in the Company's Charter, the Board of Directors shall determine the policies, strategies, orientations, and governance regulations to serve as the basis for the General Director to implement business activities; concurrently, it shall approve business plans and proposals, as well as reports and recommendations submitted by the General Director that fall under the Board of Directors' authority for review and decision.;

b) The Board of Directors shall prescribe the regime of information and reports as a basis for grasping the Company's operation and making decisions. The General Director is responsible for maintaining the regime of information and reporting to the Board of Directors in a timely, complete and accurate manner;

c) The General Director is responsible for administering the daily business affairs specified in the Company's Charter or the authorization and decentralization of the Board of Directors in accordance with the provisions of law and the Company's Charter;

d) In case the General Director disagrees with the resolution or decision of the Board of Directors, the General Director has the right to propose and reserve his/her opinion but must still organize the implementation of the resolution or decision of the Board of Directors;

e) For the organization of the General Meeting of Shareholders, the Board of Directors must notify the General Director of the coordination and use of resources within a reasonable time limit as prescribed in the Company's Charter;

f) The Board of Director shall decide on salaries, commendations, disciplines, appointments, dismissals, signing contracts, and terminating contracts for the General Director.

3. Coordination between the Board of Controllers and the General Director.

a) During the meetings of the Board of Controllers, the Board of Controllers has the right to request the General Director to attend and answer issues of interest to the Comptroller;

b) The periodic and irregular inspection meeting of the Board of Controllers must have a written conclusion (not later than 15 working days from the date of completion of the inspection) and send it to the General Director to have more grounds to assist the General Director in the management and administration of the Company. Depending on the extent and results of the inspection, the Board of Controllers may consult with the General Director before reporting, concluding and making recommendations to the Board of Directors and the General Meeting of Shareholders;

c) In case the Board of Controllers detects violations of law or the Company's Charter, resolutions or decisions of the Board of Directors of the General Director and other executives, the Board of Controllers shall notify in writing to the Board of Directors and the General Director within 48 hours. request the violators to stop the violations, take remedial solutions, and at the same time report to the General Meeting of Shareholders as prescribed;

d) The Controller has the right to request the General Director to facilitate access to dossiers and documents related to the Company's business activities at the Company's head office or the place where the dossier is kept;

e) For information and documents on management and administration of business activities and reports on business situation and financial statements, written requests of the Board of Controllers must be sent to the General Director at least 48 hours in advance. The Board of Controllers is not allowed to use the Company's undisclosed information or disclose it to others to carry out relevant transactions.

Article 43. Annual evaluation of commendation and disciplinary activities for members of the Board of Directors, members of the Board of Controllers, General Director, Deputy General Director, chief accountant, other executives and capital representatives of the Company at other enterprises

1. The Board of Directors shall promulgate standards for evaluation of activities, build a system of commendation and discipline, organize the apparatus for evaluation, commendation and discipline as well as organize the implementation for all subjects who are members of the Board of Directors, the General Director and other members of the Executive Board in each specific period.

2. The criteria for evaluating the operation must harmonize the interests of the personnel of the Board of Directors with the long-term interests of the Company and shareholders. The financial and non-financial metrics used in the evaluation are carefully considered and decided by the Board from time to time. In particular, non-financial indicators can be classified by areas such as related stakeholders, operational processes and efficiency, internal growth and knowledge management;

Annually, based on the assigned functions and tasks and established evaluation standards, the Board of Directors shall organize the evaluation of the activities of members of the Board of Directors, the General Director and members of the Executive Board.

3. Praise and reward

a) The Board of Directors shall decide on the regime and policies on commendation and reward for members of the Board of Directors, the Board of Controllers and the Executive Board in each specific period;

b) Subjects: individuals according to the commendation and reward regime prescribed by the Board of Directors;

c) Forms of commendation: prescribed by the Board of Directors;

d) Form of reward: In cash or other material benefits in accordance with law and the Charter;

e) Level of commendation and bonus: Within the scope approved by the General Meeting of Shareholders;

f) For other executives, the bonus funds shall be deducted from the Company's Fund and other lawful sources, or will be included in the pre-tax expenses in accordance with relevant laws. Based on the actual situation of each year, the General Director will propose the Board of Directors to approve the specific level of commendation.

4. Discipline:

a) The Board of Directors shall be responsible for building a disciplinary system based on the nature and severity of violations in each specific period but must be in accordance with the provisions of law and the Charter.

b) Members of the Board of Directors, the Board of Controllers and the Executive Board who fail to fulfill their duties as required with honesty, diligence, prudence and fulfilment of their duties shall be personally responsible for the damages caused by them.

c) Members of the Board of Directors, the Board of Controllers and the Executive Board, when performing their duties, who commit acts of violating the provisions of law or regulations, regulations and charters of the Company shall, depending on the seriousness of their violations, be disciplined, administratively violated or examined for penal liability in accordance with the discipline system and the provisions of law law. In case of causing damage to the interests of the Company, shareholders or other persons will have to pay compensation in accordance with the law.

Chapter VII

PREVENTING CONFLICTS OF INTEREST AND TRANSACTIONS WITH PARTIES WITH INTERESTS RELATED TO THE COMPANY

Article 44. Honest responsibility and avoidance of conflicts of interest of members of the Board of Directors, members of the Board of Controllers, and the Board of Directors

1. Members of the Board of Directors, members of the Board of Controllers, the Chief Executive Officer, other executives, managers and related persons are not allowed to use business opportunities that may benefit the Company for personal purposes; must not use the information obtained from their positions for personal self-interest or to serve the interests of other organizations or individuals.

2. Members of the Board of Directors, members of the Board of Controllers of the General Director and other executives and managers are obliged to notify the Board

of Directors of contracts between the Company and such members of the Board of Directors or persons related to such members. These subjects are allowed to continue to perform the contract when the members of the Board of Directors who have no related interests have decided not to pursue this issue.

3. The Company is not allowed to issue loans or guarantees to members of the Board of Directors, members of the Board of Controllers, Chief Executive Officer, other executives, managers and related persons or any legal entity in which the above entities have financial interests, unless otherwise decided by the General Meeting of Shareholders.

4. A member of the Board of Directors may not vote on transactions in which such member or a person related to such member participates, even in cases where the interest of the member of the Board in this transaction has not been determined and whether it is a material or immaterial interest. The above-mentioned transactions must be presented in the Explanation to the financial statements for the same period and published in the Annual Report.

5. Members of the Board of Directors, members of the Board of Controllers, the Chief Executive Officer, other managers, executives or related persons are not allowed to use information that has not been authorized to be disclosed by the Company to disclose to others or to conduct relevant transactions by themselves.

Article 45. Dealing with related people

1. When conducting transactions with related persons, the Company must sign a written contract on the principle of equality and voluntariness. The content of the contract must be clear and specific. The terms of signing, supplementation, amendment, validity period, price as well as the basis for determining the price of the contract must be disclosed in accordance with the provisions of law.

2. The Company takes necessary measures to prevent related persons from interfering with the Company's operations and harming the Company's interests through the monopoly of buying and selling channels, price manipulation.

3. The Company takes necessary measures to prevent shareholders and related persons from conducting transactions that result in the loss of the Company's capital, assets or other resources. The company is not allowed to provide financial guarantees to shareholders and related persons.

Article 46. Ensuring the legal rights of persons with interests related to the Company

1. The Company must respect the legitimate interests of persons with interests related to the Company including banks, creditors, employees, consumers, suppliers, the community and others with interests related to the Company.

2. The Company needs to actively cooperate with those who have interests related to the Company through:

a) Provide sufficient necessary information to banks and creditors to help them assess the Company's operation and financial situation and make decisions.

b) Encourage them to give their opinions on the business situation, financial situation and important decisions related to their interests through direct contact with the Board of Directors, the Board of Directors and the Board of Controllers.

3. The Company must pay attention to issues of welfare, environmental protection, the common interests of the community and the Company's social responsibility.

Chapter VIII

CORPORATE GOVERNANCE TRAINING

Article 47. Corporate Governance Training

Members of the Board of Directors, the Board of Controllers, and the General Director need to participate in basic training courses on corporate governance organized by training institutions with training programs related to corporate governance.

Chapter IX

DISCLOSURE AND TRANSPARENCY

Article 48. Regular disclosure

1. The Company is obliged to fully and accurately disclose periodic and irregular information about the Company's information, production and business activities, financial situation and corporate governance to shareholders. Disclosure of information at the request of the State Securities Commission and the Securities Law. Information and method of information disclosure shall be carried out in accordance with the provisions of Law and the Company's Charter. In addition, the Company must promptly and fully disclose other information if such information is likely to affect the decision of shareholders.

2. The disclosure of information is carried out in ways to ensure that shareholders can access it fairly and simultaneously. The language in the information disclosure should be clear, easy to understand and avoid misunderstanding shareholders.

Article 49. Disclosure of information on the Company's governance situation

The Company must disclose information on the Company's governance situation during the Annual General Meeting of Shareholders and in the Company's Annual Report, which must include at least the following information:

1. Members and structure of the Board of Directors and the Board of Controllers.
2. Activities of the Board of Directors and the Board of Controllers.
3. Activities of independent board members do not operate.
4. Activities of the subcommittees of the Board of Directors.
5. Plans to enhance efficiency in corporate governance activities.

6. Remuneration and expenses for members of the Board of Directors, members of the Board of Directors and members of the Board of Controllers.

7. Information on the Company's stock transactions of members of the Board of Directors, the Board of Directors, the Board of Controllers, major shareholders and other transactions of members of the Board of Directors, the Board of Directors, the Board of Controllers and related persons of the above-mentioned subjects.

8. The number of members of the Board of Directors, the Board of Directors and the Board of Controllers have participated in the training on corporate governance.

9. Points that have not been implemented in accordance with the provisions of the Regulation, causes and solutions.

Article 50. Internal Information

1. The Company's internal information includes data and records essential to the Company's production and business activities and personal documents of major shareholders or members of the Board of Directors, the Board of General Directors, and members of the Board of Controllers.

2. Internal information is carefully kept confidential by the competent persons in the company in all cases.

3. Internal information is only provided when there is a reasonable request of functional management agencies to serve lawful purposes within a certain time, within the permitted scope with the consent of the Board of Directors and the General Director.

4. The CEO is the person most responsible for developing information classification criteria and internal information management systems in accordance with current provisions of law.

5. Internal information needs to be centrally managed from top to bottom. Internal information needs to be regularly supplemented and updated to closely manage and monitor, limiting the negative effects of internal information leakage.

Article 51. Disclosure of information about major shareholders

The company must organize periodic disclosure of information about each major shareholder, including the following principal contents:

1. Full name, year of birth (individual shareholder); Name of the enterprise, enterprise code.

2. Contact address; address of the head office.

3. Occupation (individual shareholders), business lines of operation (institutional shareholders).

4. The number and percentage of shares owned in the Company.

5. Fluctuations in ownership of major shareholders.

6. The information may lead to a major change in the Company's shareholders.

7. The situation of increasing and decreasing stocks, and pledges and mortgages of the Company's shares of major shareholders.

Article 52. Organization of information disclosure

1. The Company shall organize the disclosure of information, including some of the following main contents:

a) Formulate and promulgate regulations on information disclosure in accordance with the provisions of guiding documents.

b) Appoint at least one full-time officer in charge of information disclosure.

c) The Disclosure Officer may be an Assistant to the Board of Directors or a part-time manager.

2. The full-time officer in charge of information disclosure must be a person who:

a) Have knowledge of accounting, finance, and certain skills in informatics.

b) Publicize the name and working phone number so that shareholders can easily contact them.

c) Sufficient time to perform his duties, especially contacting shareholders, recording the opinions of shareholders, periodically announcing and responding to shareholders' opinions and corporate governance issues as prescribed.

d) Responsible for disclosing the Company's information to the investment public in accordance with the Law and the Company's Charter.

Chapter X

REPORTING AND SUPERVISION REGIME

Article 53. Report

Periodically, the Company is obliged to report and disclose information on the implementation of the Company's governance in accordance with the Regulation and competent agencies in accordance with the provisions of Law.

Article 54. Supervise

The Company, related individuals and organizations and the Company's shareholders shall be subject to the supervision of the Company's governance by other competent agencies in accordance with the provisions of law.

Chapter XI

AMENDING, SUPPLEMENTING AND REPLACING THE INTERNAL GOVERNANCE REGULATION

Article 55. Amending, supplementing and replacing the Regulation on internal governance

1. The amendment, supplementation and replacement of this Regulation shall be considered and decided by the General Meeting of Shareholders of the Company.

2. In case the provisions of law or the Company's Charter related to the Company's internal management activities are not mentioned in this Regulation or in case there are new provisions of law or the Company's Charter that are different from the provisions of this Regulation, the provisions of such law or the Company's Charter of course applied and adjusted the Company's internal management activities.

Chapter XII

IMPLEMENTATION TERMS

Article 56. Enforcement effect

1. The internal regulation on governance of Thai Binh Cement Joint Stock Company consists of 12 chapters, 56 articles and takes effect from the date of... month... year...

2. This Regulation is the official and only of the Company, applicable throughout the Company.

3. Copies or extracts of the Regulation must be signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors to be valid.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

Chairwoman

A red circular stamp of the Thai Binh Cement Joint Stock Company. The text inside the stamp reads "CÔNG TY CỔ PHẦN XI MĂNG THÁI BÌNH" and "M.S.D.N: 1000283494". A blue ink signature is written over the stamp.

Bùi Thị Nguyen Hanh

Thai Binh, 2025

DRAFT

**OPERATION REGULATIONS OF THE BOARD OF DIRECTORS
THAI BINH CEMENT JOINT STOCK COMPANY**

- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;*
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- Pursuant to the Charter of Thai Binh Cement Joint Stock Company, amended and supplemented for the time with the ref number... dated..... approved by the General Meeting of Shareholders;*
- Pursuant to the Resolution of the General Meeting of Shareholders with the ref number... dated.....;*
- The Board of Directors promulgates the Regulation on operation of the Board of Directors of Thai Binh Cement Joint Stock Company;*
- The operation regulation of the Board of Directors of Thai Binh Cement Joint Stock Company includes the following contents:*

Chapter I

GENERAL PROVISIONS

Article 1. Scope and regulated entities

1. Scope: The Regulations on operation of the Board of Directors set out the organizational structure, operating principles, rights and obligations of the Board of Directors and its members in order to ensure compliance with the provisions of the Law on Enterprises, the company's Charter and other relevant provisions of law.

2. Regulated entities: These Regulations apply to the Board of Directors and its members.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors shall operate on the collective principle. Each member of the Board of Directors shall be individually responsible for their assigned duties and jointly responsible to the General Meeting of Shareholders and in accordance with the law for the resolutions and decisions of the Board of Directors concerning the development of the Company.

2. The Board of Directors shall assign the General Director to organize the implementation of resolutions and decisions of the Board of Directors.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have full rights in accordance with the provisions of the Law on Securities, relevant laws and the company's charter, including the right to be provided with information and documents on the financial situation and business activities of the Company and of units in the Company.

2. Members of the Board of Directors have the obligations prescribed in the company's charter and the following obligations:

a) To perform their duties honestly and prudently for the highest interests of shareholders and the Company;

b) To fully attend meetings of the Board of Directors and give opinions on issues to be discussed;

c) To promptly and fully report to the Board of Directors on remuneration received from subsidiaries, associated companies and other organizations;

d) To report to the Board of Directors at the latest meeting on transactions between the Company, its subsidiaries, other companies in which the company controls 50% or more of the charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and the company in which a member of the Board of Directors is a founding member or manager of the enterprise in the last 03 years prior to the time of transaction;

e) To disclose information when trading the Company's stocks in accordance with law.

3. Independent members of the Board of Directors of the Company must make a report on the evaluation of the operation of the Board of Directors.

Article 4. The right to be provided with information of members of the Board of Directors

1. Members of the Board of Directors may request the General Director, Deputy General Directors and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and its units.

2. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors. The order and procedures for requesting and providing information are prescribed by the Company's Charter.

Article 5. Term of office and number of members of the Board of Directors

1. The Board of Directors shall have five (05) members.
2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.
3. The structure of the Board of Directors is as follows: The total number of non-executive members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors. The Company minimizes members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.
4. The number of independent members of the Board of Directors of the Company is at least 01 member.
5. In case all members of the Board of Directors end their term at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work, unless otherwise provided for by the company's charter.

Article 6. Standards and requirements for members of the Board of Directors

1. Members of the Board of Directors must satisfy the following standards and requirements:
 - a) Not being the subject to the restrictions on the right to establish and manage the enterprise specified in Clause 2, Article 17 of the Law on Enterprises;
 - b) Having professional qualifications and experience in business administration or in the Company's business domains, lines and lines and not necessarily being a shareholder of the Company,
 - c) Members of the Board of Directors of the Company may also be members of the Board of Directors of other companies;
 - d) Members of the Board of Directors must have specialized management qualifications in engineering, economics, finance, law, etc. in accordance with the nature of the Company's operation. If a male member is over 50 years old, he must have an intermediate-level diploma in a specialized field or higher. Particularly for male member of under 50 years old, female member of under 45 years old must have an university degree and at least 3-year management experience.
2. The Independent Members of Board of Directors must meet the following criteria and conditions:
 - a) Not being a person working for the Company, its parent company or its subsidiaries; not being a person who used to work for the Company, its parent company or its subsidiaries for at least 3 consecutive years;
 - b) Not being a person who is receiving salary or remuneration from the company, except for allowances to which members of the Board of Directors are entitled as prescribed;
 - c) Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling who is a major

shareholder of the Company; being a manager of the Company or a subsidiary of the Company;

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

e) Not being a person who has been a member of the Board of Directors or the Board of Controllers of the Company for at least 5 consecutive years, except for the case of being appointed for 02 consecutive terms;

f) Other criteria and conditions according to the company's charter.

3. An independent member of the Board of Directors must notify the Board of Directors that he or she no longer fully satisfies the criteria and conditions specified in Clause 2 of this Article and is automatically no longer an independent member of the Board of Directors from the date on which the criteria and conditions are not fully satisfied. The Board of Directors must notify the independent members of the Board of Directors that they no longer fully meet the criteria and conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receipt of the notice of the independent members of the Board of Directors concerned.

Article 7. President, Vice President of the Board of Directors

1. The President and Vice President of the Board of Directors shall be elected, dismissed or removed from office by the Board of Directors among the members of the Board of Directors.

2. The Chairman of the Board of Directors of the Company must not concurrently serve as the General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

a) To formulate programs and plans for the operation of the Board of Directors;

b) To prepare programs, contents and documents for the meeting; convene, preside over and chair meetings of the Board of Directors;

c) To organizing the adoption of resolutions and decisions of the Board of Directors;

d) To supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;

e) To convene and preside over the meeting of the General Meeting of Shareholders;

f) To formulate work programs and assign tasks to other members of the Board of Directors to manage and administer the Company's production and business activities;

g) To approve the estimate of the Company's annual regular operating expenses and other extraordinary expenses, including extraordinary expenses during the implementation of the investment project proposed by the General Director;

h) To sign documents on behalf of the General Meeting of Shareholders and the Board of Directors;

i) To working under the semi-full-time regime, in charge of the general management

of the activities of the Board of Directors and directly in charge of one or several aspects of work to settle other tasks assigned by the Board of Directors or prescribed by law under the competence of the President of the Board of Directors;

j) To authorize in writing one of the other members of the Board of Directors to undertake one or several of their duties;

k) To directly meet, exchange and receive information and documents from officials and employees about the Company's activities;

l) Other rights and obligations as prescribed by the Law on Enterprises and the company's charter.

4. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the letter of resignation or dismissal. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and obligations of the President of the Board of Directors according to the principles specified in the company's charter. In case no authorized person or Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving administrative-handling measures at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, if there are difficulties in cognition, control of behavior, are banned from holding certain positions, practicing certain professions or doing certain jobs by the Court, the remaining members shall elect one of the members holding the position of President of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

5. The Vice Chairman of the Board of Directors has the same rights and obligations as the Chairman in case of authorization by the Chairman or the absence of the Chairman but only in case the Chairman has notified the Board of Directors that he or she is absent. In case both the Chairman and the Vice Chairman are unable to perform their duties for any reason, they must authorize in writing another member to exercise the rights and obligations of the President of the Board of Directors and the Board of Directors.

6. When deeming it necessary, the Board of Directors shall decide to appoint the company secretary. The company secretary has the following rights and obligations:

a) To support the organization of convening meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;

b) To support members of the Board of Directors in exercising their assigned rights and obligations;

c) To support the Board of Directors in applying and implementing corporate governance principles;

d) To support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;

e) To develop and monitor the operation program of the Board of Directors and the

work schedule of the President of the Board of Directors and members of the Board of Directors;

f) To provide information to members of the Board of Directors. To prepare programs, documents and provide documents to members of the Board of Directors to serve meetings or consult members of the Board of Directors; Record the minutes and contents of meetings, working and negotiations of the Board of Directors, the President of the Board of Directors and members of the Board of Directors;

g) To draft documents and resolutions of the General Meeting of Shareholders, the Board of Directors and the President of the Board of Directors; Assist the Board of Directors and the President of the Board of Directors in implementing, monitoring, synthesizing and reporting on the results of the implementation of resolutions and decisions of the General Meeting of Shareholders, the Board of Directors and the President of the Board of Directors;

h) To summarize and submit to the Board of Directors and the Chairman of the Board of Directors proposals, documents and documents submitted by the General Director as well as documents of other agencies and units sent to the Board of Directors;

i) To make a book monitoring the outgoing and incoming official dispatches of the Board of Directors; to preserve and retain records and documents of the General Meeting of Shareholders, the Board of Directors and the Chairman of the Board of Directors; Provide and notify relevant subjects of Resolutions and documents of the General Meeting of Shareholders, the Board of Directors and the Chairman of the Board of Directors in accordance with the Company's regulations;

j) To advise the procedures for meetings of the General Meeting of Shareholders, the Board of Directors and the President of the Board of Directors;

k) To directly work with officers and employees of the Company and other agencies and units to settle affairs within the scope of assigned tasks and powers; Take personal responsibility before the Board of Directors and the President of the Board of Directors for the assigned work;

l) To be entitled to salaries, allowances, other regimes and other tasks and powers prescribed for the Company's professional officers and employees;

m) To perform other tasks and powers assigned by the Board of Directors and the President of the Board of Directors;

n) Other rights and obligations as prescribed in the company's charter.

Article 8. Duties and powers of members of the Board of Directors

1. To perform their duties and exercise their powers in accordance with the Law and the Company's Charter.

2. To elect, dismiss and remove the Chairman of the Board of Directors.

3. To participate in the drafting of the contents of the meetings of the Board of Directors for discussion at the meeting of the Board of Directors.

4. To study and evaluate the situation and results of operations and contribute to the formulation of the Company's business orientations and plans in each period.

5. To attend meetings of the Board of Directors; discuss and vote on issues in the content of the meeting; take personal responsibility before the law, before the General Meeting of Shareholders and before the Board of Directors for their opinions.

6. To implement the decisions of the General Meeting of Shareholders and the Board of Directors.

7. Members of the Board of Directors have the right to directly meet, exchange and receive information, dossiers and documents from officials and employees about the Company's activities.

8. The Chairmam and other members of the Board of Directors are not allowed to authorize persons who are not members of the Board of Directors to perform their rights and onligations.

Article 9. Assignment of duties of members of the Board of Directors

1. The Board of Directors assigns and authorizes each member of the Board of Directors to directly monitor and take charge of one or several aspects of the Company's work. Basing on the resolutions and work programs of the Board of Directors and the specific tasks assigned, each member of the Board of Directors must have plans and measures to perform the assigned duties. Specific duties and rights of the members of the Board of Directors in terms of assigned work are as follows:

- The Chairwoman of the Board of Directors: Mrs. Bui Thi Nguyen Hanh is directly responsible for overseeing the overall business and production operations of the Company.

- Member of the Board of Directors General Director : Mr. Pham Van He is the legal representative and executive of the Company's production.

- Member of the Board of Directors: Mr. Vu Tien Nghia is in charge of managing the Company's finance and accounting activities..

- Member of the Board of Directors: Mr. Bui Duc Anh is in charge of the sales business and market development of the Company.

- Member of the Board of Directors: Mr. Vu Tien Dung is in charge of the Science and Technology and brand development of the Company.

2. All members of the Board of Directors must closely monitor the tasks in their assigned fields, regularly report to the Chairwoman of the Board of Directors who is directly responsible for overseeing the overall business and production operations of the Company

3. During a term, if there is a change of members of the Board of Directors, the replaced person shall continue to perform the tasks assigned by the Board of Directors of such changed member.

Article 10. Working conditions and expenses of members of the Board of Directors

1. The office of the Chairman and members of the Board of Directors is located at the Company's headquarters. Conditions, working facilities and stationery for the activities of members of the Board of Directors are applied in accordance with the Company's general regulations.

2. Operating expenses to serve the tasks of members of the Board of Directors shall be

approved by the Chairwoman of the Board of Directors (from the allocated expenditures) and shall be paid into the Company's expenses according to evidence documents and invoices in accordance with the accounting and financial regimes as prescribed by law and the Company.

3. The members of the Board of Directors who directly participate in the operation of production and business according to the tasks assigned by the Board of Directors are only entitled to official remuneration according to the Resolution of the General Meeting of Shareholders and are entitled to cover other reasonable and necessary expenses in the course of performing their tasks.

Article 11. Regulations on Meetings and Business Trips

1. The Chairwoman of the Board of Directors is responsible for participating in meetings of agencies and units according to the invitations sent to the Board of Directors or to the Chairwoman of the Board of Directors. In case the Chairwoman of the Board of Directors is unable to attend, she shall authorize another person to attend the meeting on her behalf, unless the inviting agency does not accept the replacement.

2. The members of the Board of Directors who go on business trips inside and outside must have a specific program, approved by the Chairman of the Board of Directors. Depending on the nature and content of the work, the the Chairman of the Board of Directors may request relevant officers and employees of the Company to participate in and replace during the business trip the operation in production that such Member has been assigned by the Board of Directors to be in charge.

3. The President of the Board of Directors shall notify the General Director of the time and place of the business trip for the General Director to contact for work.

Article 12. Dismissal, removal, replacement and addition of members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- a) Failing to fully meet the criteria and conditions specified in Article 6 of this Regulation;
- b) Having a written resignation and being approved;
- c) Other cases specified in the company's charter.

2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- a) Fail to participate in the activities of the Board of Directors for 06 consecutive months, except for force majeure cases;
- b) Other cases specified in the company's charter.

3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismissal or removal of members of the Board of Directors other than the cases specified in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors is reduced by more than one-third (1/3) of the number specified in the company's charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the number of members is reduced by more than one-third (1/3);

b) The number of independent members of the Board of Directors fails to meet the number specified in Article 5 of this Regulation;

c) Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the dismissed or dismissed member of the Board of Directors at the nearest meeting.

Article 13. Methods of electing, dismissing and removing members of the Board of Directors

1. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares may nominate persons to the Board of Directors. The nomination of persons to the Board of Directors shall be carried out as follows:

a) Ordinary shareholders who form a group to nominate a person to the Board of Directors must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders to be candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the voting shares may nominate one (01) member; from 20% to less than 30% may nominate two (02) members; from 30% to less than 50% may nominate three (03) members; from 50% to less than 65% shall nominate four (04) members, and if 65% or more are nominated with a sufficient number of candidates, member.

2. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient for the necessary number, the incumbent Board of Directors shall introduce additional candidates or nominating organizations as prescribed in the company's Charter, the Internal Regulation on corporate governance and the Regulation on operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

3. The voting for the election of members of the Board of Directors must be carried out by the method of accumulating votes, whereby each shareholder has a total number of votes corresponding to the total number of shares owned by multiplying the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates member. The elected members of the Board of Directors shall be determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the company's Charter is reached. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria of the election regulations or the company's charter.

4. The election, dismissal and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders on the principle of voting.

Article 14. Notice of election, dismissal and removal of members of the Board of Directors

1. In case the candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors announced includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other managerial titles (including the title of the Board of Directors of other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (if any) as prescribed in the company's charter;
- g) The company is responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate for the Board of Directors (if any).

2. The notification of results of election, dismissal and removal of members of the Board of Directors shall comply with the regulations guiding information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 15. Rights and obligations of the Board of Directors

1. The Board of Directors is the company's management agency, which has the full right to decide and exercise the company's rights and obligations on behalf of the company, except for the rights and obligations under the competence of the General Meeting of Shareholders. The Board of Directors is allowed to use the Executive Apparatus and the Company's seal to perform its duties and powers.

2. The Board of Directors has the following powers and obligations:

- a) To decide on strategies, medium-term development plans and production and business plans and annual budgets; Determination of operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;

b) To propose the type of shares and the total number of shares entitled to be offered for sale of each type; to propose the issuance of bonds, bonds converted into shares and warrants to allow holders to buy shares at a predetermined price;

c) To make decision on sale of unsold shares within the number of shares entitled to offer for sale of each type; to decide to raise additional capital in other forms; To decide on the offering price of bonds, stocks and convertible securities;

d) To make decision on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

e) To decide on investment plans and investment projects within their competence and limits as prescribed by law; Approving the plan for implementation of the company's investment projects, including the implementation plan and results of the procurement in service of this implementation;

f) To approve the production and business activity plan proposed by the General Director to submit to the General Meeting of Shareholders for approval; Approving the annual or extraordinary fixed asset procurement plan for the Company's production and business activities proposed by the General Director;

g) To decide on solutions for market development, marketing and technology;

h) Investments that are not part of the business plan and budget or investments that exceed 20% of the annual business plan and budget value;

i) To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of [35%] or more of the total value of assets stated in the Company's latest financial statements, [unless the company's Charter stipulates other ratios or values] and contracts, transactions falling under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

j) To elect, dismiss or remove the Chairman of the Board of Directors; appoint, dismiss, sign contract, terminate contract with the General Director and other important managers prescribed by the company's charter; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, decide on the remuneration levels and other benefits of such persons; appoint a representative to manage the Company's contributed capital;

k) To supervise and direct the General Director and other managers in the daily business of the Company; consider the mistakes of these people causing damage to the Company and take necessary measures to remedy them;

l) To make decision on organizational structure, internal management regulations of the Company, decision on establishment of subsidiaries, establishment and termination of operation of branches, representative offices and capital contribution and purchase of shares of other enterprises, except for cases of transactions under the jurisdiction of the General Meeting of Shareholders;

m) Except for transactions that must be approved by the General Meeting of Shareholders, the Board of Directors shall, from time to time, decide on the implementation, amendment and cancellation of major contracts of the Company (including contracts on purchase, sale, merger, acquisition of companies and joint ventures);

n) To appoint and dismiss persons authorized by the Company to be commercial representatives and lawyers of the Company;

o) To decide on the borrowing and the performance of the Company's mortgages, guarantees, guarantees and indemnities;

p) To approve programs and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to approve resolutions;

q) To submit audited annual financial statements to the General Meeting of Shareholders;

r) To propose the rate of dividends to be paid; decide on the deadline and procedures for dividend payment or handling losses incurred in the course of business; Appropriation and use of funds according to the decision of the General Meeting of Shareholders;

s) To propose the restructuring, reorganization and dissolution of the Company; request for bankruptcy of the Company;

t) To make decision on promulgation of the Regulation on operation of the Board of Directors, Internal Regulation on corporate governance after being approved by the General Meeting of Shareholders; the decision to promulgate the Regulation on operation of the Audit Committee under the Board of Directors, the Regulation on information disclosure of the Company; Regulations on the organization and activities of internal inspection and audit in accordance with law; Regulation on management and administration of the Company on the basis of the proposal of the General Director of the company; The Company's financial regulations are based on the proposal of the General Director and the Chief Accountant of the Company, in accordance with the provisions of law;

u) To settle the Company's complaints against the executives and managers of the enterprise as well as decide to select the Company's representative to resolve issues related to legal proceedings against the executives and managers of such enterprises;

v) To decide on the valuation of non-monetary assets contributed to the Company in connection with the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;

w) To take responsibility before the law and the General Meeting of Shareholders for the results of operations as well as violations in management, violations of the Charter and violations of the Law causing damage to the Company;

x) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the company's charter.

3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, collecting opinions in writing or other forms prescribed by the company's charter. Each member of the Board of Directors has one vote.

4. In case a resolution or decision adopted by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders or the company's charter, causing damage to the company, the members who agree to approve such resolution or decision must jointly and severally take personal responsibility for the resolution, such decision and must compensate the Company for damages; members who oppose the approval of the above-mentioned resolutions and decisions are exempt from responsibility. In this case, the Company's shareholders have the right to request the Court to suspend the implementation or annul the above-mentioned resolution or decision.

Article 16. Duties and rights of the Board of Directors in approving and signing transaction contracts

1. The Board of Directors shall approve contracts and transactions with a value of less than 20% of the total value of assets stated in the latest financial statements or transactions resulting in the total value of transactions arising within 12 months from the date of the first transaction with a value of less than 20% of the total value of assets stated in the latest financial statements between the Company and one of the following subjects:

- Members of the Board of Directors, members of the Board of Controllers, General Director, other managers and related persons of these subjects;
- Shareholders and authorized representatives of shareholders owning more than 10% of the total ordinary share capital of the Company and their related persons;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The representative of the company that signs a contract or transaction must notify the members of the Board of Directors and members of the Board of Controllers of relevant entities of such contract or transaction and enclose the draft contract or principal contents of the transaction. The Board of Directors shall decide on the approval of contracts and transactions within 15 days from the date of receipt of the notice; members of the Board of Directors who have interests related to the parties to the contract or transaction do not have voting rights.

Article 17. Responsibilities of the Board of Directors in convening the Extraordinary General Meeting of Shareholders

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) Annual balance sheets, quarterly or semi-annual reports or audit reports of the fiscal year reflecting the loss of half of the charter capital;
- c) The remaining number of members of the Board of Directors or the Board of Controllers is less than the minimum number of members as prescribed by law or is reduced by more than one-third (1/3) of the number of members specified in the Charter;
- d) At the request of shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares; the request for convening a meeting of the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose

of the meeting, with the signatures of the relevant shareholders or the written request to be made in many copies and collect the signatures of the relevant shareholders;

e) At the request of the Board of Controllers, if the Board of Controllers has reason to believe that the members of the Board of Directors or senior management officers have seriously breached their obligations or the Board of Directors acts or intends to act outside its jurisdiction;

f) Other cases as prescribed by law and the company's charter.

2. Convening an extraordinary General Meeting of Shareholders

The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Controllers remaining is less than the minimum number of members as prescribed in the company's Charter or receives the request specified at Points d and Points e, Clause 1 of this Article;

3. The convener of the General Meeting of Shareholders must perform the following tasks:

a) Make a list of shareholders entitled to attend the meeting;

b) Provide information and settling complaints related to the list of shareholders;

c) Formulate the agenda and contents of the meeting;

d) Prepare documents for the meeting;

e) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors and members of the Board of Controllers;

f) Determine the time and place of the meeting;

g) Send a notice of invitation to the meeting to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;

h) Other tasks in service of the meeting.

Article 18. Subcommittees assisting the Board of Directors.

1. The Board of Directors may set up subordinate subcommittees to be in charge of development policies, personnel, salaries and bonuses, internal audit, and risk management. The number of members of the sub-committee decided by the Board of Directors shall be at least three (03) persons, including members of the Board of Directors and external members. The activities of the sub-committee must comply with the regulations of the Board of Directors. The resolution of the subcommittee takes effect only when a majority of members attend and vote for approval at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current laws and the provisions of the company's Charter and internal regulations on corporate governance.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 19. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 person from them to convene a meeting of the Board of Directors.

2. The Chairman of the Board of Directors must convene regular meetings of the Board of Directors, formulate the agenda, time and place of the meeting at least five days before the expected meeting date. The Chairman may convene a meeting whenever necessary, but at least once a quarter and may convene an irregular meeting.

3. The may convene of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) At the request of the Board of Controllers or an independent member of the Board of Directors;
- b) At the request of the General Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;
- d) Other cases prescribed by the company's charter.

4. The proposals specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decisions falling under the competence of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the proposer has the right to replace the President of the Board of Directors to convene a meeting of the Board of Directors.

6. Meetings of the Board of Directors shall be conducted at the Company's registered address or other addresses in Vietnam or abroad under the decision of the President of the Board of Directors and with the consent of the Board of Directors.

7. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least five (05) working days before the date of the meeting, and the members of the Board may refuse the notice of invitation to the meeting in writing and such refusal may take retroactive effect. The notice of the meeting of the the Board of Directors must be prepared in Vietnamese and must be fully informed, specifying the agenda, time, place of the meeting, issues to be discussed and decided, enclosed with necessary documents on the issues to be discussed and the voting ballots of the members at the meeting of the Board of Directors and the voting ballots for the members of the Board who cannot attend the meeting.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that the contact address of each member of the Board of Directors registered at the company is reached.

8. The Chairman of the Board of Directors or the convener shall send the notice of invitation to the meeting and enclosed documents to the members of the Board of Directors as for members of the Board of Directors. Members of the Board of Directors have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.

9. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it shall be convened for the second time within seven (07) days from the date on which the first meeting is planned. In this case, the meeting shall be conducted if more than half (1/2) of the members of the Board of Directors attend the meeting. After convening two meetings of the Board of Directors without enough members attending, the Chairman of the Board of Directors must convene an extraordinary General Meeting of Shareholders within the next 30 days for Shareholders to consider the qualifications of the members of the Board of Directors.

10. A member of the Board of Directors shall be considered as to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize other persons to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send the voting ballot to the meeting by mail, fax or e-mail.

11. Members must fully attend meetings of the Board of Directors. Members may authorize others to attend meetings and vote if approved by a majority of the members of the Board of Directors.

12. Voting.

a) Except for the provisions at Point b, Clause 12 of this Article, each member of the Board of Directors or the person authorized to attend the meeting of the Board of Directors shall have one vote;

a) b) A member of the Board of Directors shall not be entitled to vote on any contracts, transactions, or proposals in which such member or any person related to such member has an interest that conflicts or may conflict with the interests of the Company. Such member shall also not be counted towards the quorum required for a meeting of the Board of Directors when decisions are being made on matters in which the member is not entitled to vote;

c) In the event that an issue arises during a meeting of the Board of Directors concerning the extent of a member's interest or the voting rights of a member, and

such issue is not voluntarily resolved by the member abstaining from voting, the matter shall be referred to the Chairperson of the meeting. The Chairperson's decision shall be final, unless the nature or extent of the concerned member's interest has not been adequately disclosed.;

13. The Board of Directors shall adopt resolutions and make decisions on the basis of the approval of the majority of members of the Board of Directors attending the meeting (over 50%). In case the number of votes in favor and against is equal, the President's vote will be the decisive vote.

14. In the case where a voting ballot is sent to the meeting by mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the commencement of the meeting. The ballot shall only be opened in the presence of the attending members.

15. The Chairperson of the Board of Directors shall be responsible for delivering the minutes of the Board meetings to all members. Such minutes shall be considered conclusive evidence of the proceedings conducted at the meetings unless there is an objection to the contents is raise within ten (10) days from the date of delivery. The minutes of the Board meetings shall be prepared in Vietnamese and must be signed by all members of the Board of Directors who attended the meeting.

16. Based on the minutes of the meeting of the Board of Directors, the Company Secretary shall draft a Resolution of the meeting (a General Resolution or Resolutions on each issue) and send it to the members of the Board of Directors, the General Director and the Board of Controllers for implementation, supervision, and at the same time keep it at the Secretarial Department assisting the Board of Directors and the Company's Office.

Article 20. Minutes of the Board of Directors Meeting

1. Meetings of the Board of Directors must be recorded in minutes and may be recorded, recorded and stored in other electronic forms. The record must be prepared in Vietnamese and may be additionally made in a foreign language, including the following principal contents:

- a) Name, address of the head office, enterprise identification number;
- b) Time, place of the meeting;
- c) Purpose, program and contents of the meeting;
- d) Full name of each member attending the meeting or authorized person to attend the meeting and method of attending the meeting; full names of members who did not attend the meeting and reasons for not attending the meeting;
- e) Issues to be discussed and voted on at the meeting;
- f) Summarize the opinions of each member attending the meeting in the order of the meeting;
- g) Voting results, clearly stating the members who agree, disagree and have no opinions;

- h) The approved issue and the corresponding approval rate;
- i) Full name, signature of the presiding judge and the person recording the minutes, except for the case specified in Clause 2 of this Article.

2. In case the chairperson or the person taking the minutes refuses to sign the minutes of the meeting but if they are signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed at Points a, b, c, d, e, f, g and h, Clause 1 of this Article, this minutes shall take effect.

3. The chairperson, the record taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.

4. Minutes of the meeting of the Board of Directors and documents used in the meeting must be kept at the head office of the Company.

5. Minutes prepared in Vietnamese and foreign languages shall have the same legal effect. In case there is a difference in the contents of the minutes in Vietnamese and in a foreign language, the contents of the minutes in Vietnamese shall apply.

Article 21. Collecting opinions from the Board of Directors members

1. The collecting opinions from the Board of Directors members shall be carried out during the time between two meetings of the Board of Directors to approve a decision on one or several issues.

2. The Chairman of the Board of Directors shall decide on collecting opinions from the Board of Directors by the opinion ballot. The line time for ansuring the opinion ballot is 7 days, if there is no other provision in the opinion ballot. The opinion ballot for members of the Board of Directors shall be made according to Form No. 03/HDQT-CMIDV issued together with this Regulation and shall be managed and kept as the Minutes of the Board of Directors meeting.

3. The results of the opinion ballot collected from the members of the Board of Directors shall be summarized by the Company Secretary into a Record summarizing the opinions of members of the Board of Directors and the Resolution of the Board of Directors. The minutes of summarizing the opinions of members of the Board of Directors shall be made according to Form No. 04/HDQT-CMIDV issued together with this Regulation.

4. The decision adopted by the Board of Directors in the form of written consultation is equivalent to the decision passed by members of the Board of Directors at a meeting convened and held ordinarily, if:

- a) Obtain the written consent of the majority of the members of the Board of Directors who have the right to vote on the issue to be consulted;
- b) The number of members of the Board of Directors entitled to vote in writing satisfies the conditions on the number of members required to conduct the Board of Directors meeting.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 22. Submission of Annual Report

1. At the end of the fiscal year, the Board of Directors must submit to the General Meeting of Shareholders the following report:

- a) Report on the company's business results;
- b) Financial statements;
- c) Report on assessment of the management and administration of the Company;
- d) Evaluation Report by the Board of Controllers.

2. The report specified at Points a, b and c, Clause 1 of this Article must be sent to the Board of Controllers for appraisal at least 30 days before the opening date of the Annual General Meeting of Shareholders.

3. The report specified in Clauses 1 and 2 of this Article, Evaluation Report by the Board of Controllers and the audit report must be kept at the head office of the Company at least 10 days before the opening date of the Annual General Meeting of Shareholders. Shareholders who own shares of the Company for at least 01 consecutive year have the right to directly consider the reports specified in this Article by themselves or together with lawyers, accountants and auditors with practice certificates.

Article 23. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors (excluding alternate authorized representatives) shall receive remuneration and rewards for their work as members of the Board of Directors. The remuneration for work is calculated according to the number of working days necessary to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on a unanimous basis. The total remuneration and bonus of the Board of Directors will be decided by the General Meeting of Shareholders at the Annual Meeting.

1. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed in a separate section in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting. The total amount of remuneration paid to the members of the Board of Directors must be detailed in the Company's annual report.

2. a member of the Board of Directors who holds an executive position (including the position of Chairman or Vice Chairman), or a member of the Board of Directors who serves on subcommittees of the Board, or performs other duties which, in the opinion of the Board, are outside the scope of the ordinary duties of a member of the Board, may be paid additional remuneration in the form of a lump-sum remuneration on a one-time basis, salary, commission, percentage of profit, or in another form at the discretion of the Board of Directors.

3. Members of the Board of Directors shall be entitled to reimbursement of all travel, board, lodging, and other reasonable expenses incurred by them in the performance of their duties as members of the Board, including expenses incurred in attending meetings of the Board, or subcommittees of the Board of Directors or the General Meeting of Shareholders.

4. Members of the Board of Directors may be covered by liability insurance purchased by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the responsibilities of members of the Board of Directors in relation to violations of laws and the company's charter.

Article 24. Disclosure of related interests

The disclosure of the Company's interests and related persons shall comply with the following provisions:

1. Members of the Board of Directors of the Company must disclose to the company their relevant interests, including:

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

b) Name and identification number of the enterprise, address of the head office, business lines of the enterprise that are jointly owned by their related persons or separately own the contributed capital or shares of more than 10% of the charter capital.

2. The disclosure specified in Clause 1 of this Article must be made within 07 working days from the date on which related benefits arise; the amendment and supplementation must be notified to the Company within 07 working days from the date of the corresponding amendment and supplementation.

3. Members of the Board of Directors who, in their own name or on behalf of another person, conducts any activities in any form within the scope of the Company's business must explain the nature and details of such work to the Board of Directors and may only do so with the approval of the majority of the remaining members of the Board of Directors; if it is done without declaration or approval of the Board of Directors, all income derived from such activities belongs to the Company.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 25. Relationship between members of the Board of Directors

1. The relationship among members of the Board of Directors is one of coordination. Board members have the responsibility to keep each other informed of relevant matters in the course of handling their assigned duties.

2. In the course of handling affairs, members of the Board of Directors assigned to bear the main responsibility must take the initiative in coordinating in handling matters related to the domains under the charge of other members of the Board of Directors. In case there are still different opinions among members of the Board of Directors, the main

Board of Directors must hand over relevant jobs, dossiers and documents. This handover must be made in writing and reported to the President of the Board of Directors on such handover.

Article 26. Relationship with the Executive Board

In the role of management, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of resolutions.

Article 27. Relationship with the Board of Controllers

1. The relationship between the Board of Directors and the Board of Controllers is a cooperative relationship. The working relationship between the Board of Directors and the Board of Controllers is based on the principle of equality and independence, and at the same time the Board of Directors and the Board of Controllers closely coordinate and support each other in the process of performing tasks.
2. Upon receipt of inspection minutes or general reports of the Board of Controllers, the Board of Directors shall study and direct relevant departments to formulate plans and make timely corrections.

Chapter VII

AMENDING, SUPPLEMENTING AND REPLACING THE OPERATION REGULATION OF THE BOARD OF DIRECTORS

Article 28. Amending, supplementing and replacing the Regulation on operation of the Board of Directors

1. The amendment, supplementation and replacement of this Regulation shall be considered and decided by the General Meeting of Shareholders of the Company.
2. In case the provisions of law or the Company's Charter related to the Board of Directors of the Company have not been mentioned in this Regulation or in case there are new provisions of law or the Company's Charter that are different from the provisions of this Regulation, the provisions of such law or the Company's Charter shall be of course applied and regulate the operation of the Board of Directors of the Company.

Chapter VIII

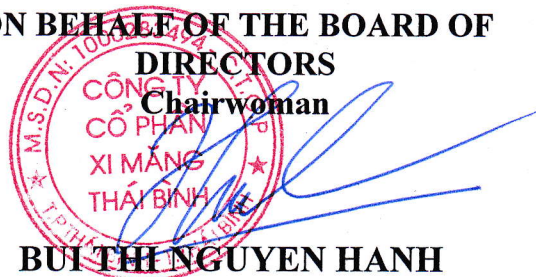
IMPLEMENTATION TERMS

Article 29. Enforcement effect

The operation regulation of the Board of Directors of Thai Binh Cement Joint Stock Company consists of 8 chapters, 29 articles and takes effect from the date of... .., 2025.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

Chairwoman



BUI THI NGUYEN HANH

Thai Binh,,2025

DRAFT
OPERATION REGULATIONS OF THE BOARD OF CONTROLLERS
THAI BINH CEMENT JOINT STOCK COMPANY

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of Thai Binh Cement Joint Stock Company, amended and supplemented for the time With the ref. number..... dated approved by the General Meeting of Shareholder;

Pursuant to the Resolution of the General Meeting of Shareholders with the ref.No. ... dated.....;

The Board of Controllers promulgates the Operation Regulation of the Board of Controllers of Thai Binh Cement Joint Stock Company;

The operation regulation of the Board of Controllers of Thai Binh Cement Joint Stock Company includes the following contents:

Chapter I
GENERAL PROVISIONS

Article 1. Scope and regulated entities

1. Scope: The Regulation on operation of the Board of Controllers stipulates the organizational structure, personnel standards, conditions, rights and obligations of the Board of Controllers and members of the Board of Controllers in accordance with the Law on Enterprises, the Company's Charter and other relevant regulations.

2. Regulated entities: The Regulation on operation of the Board of Controllers shall apply to the Board of Controllers and its members.

Article 2. Operating principles of the Board of Controllers

The Board of Controllersd operates on the principle of collective responsibility. Each member of the Board of Controllers shall be individually responsible for their assigned duties and jointly responsible to the General Meeting of Shareholders and before the law for the activities and decisions of the Board of Controllers.

Chapter II

MEMBERS OF THE BOARD OF CONTROLLERS

Article 3. Rights, obligations and responsibilities of members of the Board of Controllers

1. To strictly comply with the law, the Company's Charter, resolutions of the General Meeting of Shareholders and professional ethics in exercising their assigned rights and obligations.

2. To perform the assigned rights and obligations in an honest, prudent and best manner in order to ensure the maximum legitimate interests of the Company.

3. Be loyal to the interests of the Company and shareholders; not abusing their position and position and using information, know-how, business opportunities and other assets of the Company for self-interest or serving the interests of other organizations and individuals.

4. Other obligations as prescribed by the Law on Enterprises and the Company's Charter.

5. In case of violation specified in Clauses 1, 2, 3 and 4 of this Article, causing damage to the Company or other persons, members of the Board of Controllers shall be personally or jointly responsible for such damage. Income and other benefits obtained by members of the Board of Controllers as a result of violations must be returned to the Company.

6. In case of detecting violations by members of the Board of Controllers in the exercise of their assigned rights and obligations, they must notify in writing to the Board of Controllers, requesting the violators to terminate the violations and remedy the consequences.

Article 4. Term of office and number of members of the Board of Controllers

1. The number of members of the Board of Controllers of the Company is three (03) members; The term of office of a member of the Board of Controllers shall not exceed 05 years and members of the Board of Controllers may be re-elected for an unlimited number of terms.

2. Members of the Board of Controllers are not necessarily shareholders of the Company.

3. The Board of Controllers must have more than half of its members permanently residing in Vietnam.

4. In case a member of the Board of Controllers at the same time ends his term but a member of the Board of Controllers for a new term has not yet been elected, a member of the Board of Controllers whose term has expired shall continue to exercise his rights and perform his or her obligations until a member of the Board of Controllers for a new term is elected and receives his or her duties.

Article 5. Standards and Requirements for members of the Board of Controllers

Members of the Board of Controllers must meet the following standards and requirements:

1. Not being subject to the prohibitions on establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;
2. To be trained in one of the majors in economics, finance, accounting, auditing, law, business administration or majors suitable to the Company's business activities;
3. Not being a family member of a member of the Board of Directors, the General Director and other managers;
4. Not being the manager of the Company, not necessarily an employee of the Company;
5. Not being employee in the accounting and finance department of the Company;
6. Not being a member or employee of an auditing organization approved to audit the Company's financial statements in the previous 03 consecutive years;
7. Other standards and conditions as prescribed by other relevant laws and the Company's Charter.

Article 6. The Head of the Board of Controllers

1. The Head of the Board of Controllers must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise.
2. The Head of the Board of Controllers shall be elected by the Board of Controllers from among the members of the Board of Controllers; the election, dismissal and removal of the Head shall be in the principle of majority.
3. The rights and obligations of the Head of the Board of Controllers shall be prescribed by the Company's Charter.

Article 7. Nomination and self-nomination for members of the Board of Controllers

1. The shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares as prescribed in the Company's Charter may nominate persons to the Board of Controllers. The nomination of persons to the Board of Controllers shall comply with the provisions of the Charter and Internal Regulations on the Company's governance, specifically as follows:

- a) Ordinary shareholders who form a group to nominate a person to the Board of Controllers must notify the shareholders attending the meeting of the group before the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Controllers, shareholders or groups of shareholders specified in this Clause are entitled to nominate one or several persons under the decision of the General Meeting of Shareholders to be candidates for the Board of Controllers, specifically: Shareholders or groups of shareholders holding from 10% to less than 30% of the voting shares may nominate one (01) member; Shareholders or groups of shareholders holding from 30% to less than 50% of the voting shares may

nominate one (02) members, 50% or more may nominate a full number of candidates. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Board of Controllers and other shareholders.

2. In case the number of candidates for the Board of Controllers through nomination and self-nomination is still insufficient as prescribed in Clause 1 of this Article, the incumbent Board of Controllers shall introduce additional candidates or nominating organization nominate as prescribed in the Company's Charter, Internal regulations on corporate governance and operation regulations of the Board of Controllers. The introduction of additional candidates by the incumbent Board of Controllers must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Controllers in accordance with law.

Article 8. Methods of electing, dismissing and removing members of the Board of Controllers

1. The election, dismissal and removal of members of the Board of Controllers shall be under the authority of the General Meeting of Shareholders.

2. The voting for election of members of the Board of Controllers must be carried out by the method of cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Controllers and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Controllers shall be determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Controllers, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria specified in the election regulation or the Company's Charter.

Article 9. Cases of dismissal or removal of members of the Board of Controllers

1. The General Meeting of Shareholders shall release a member of the Board of Controllers from his position in the following cases:

- a) Failing to meet the Standards and requirements for being a member of the Board of Controllers as prescribed in Article 5 of this Regulation;
- b) Having a written resignation and being approved;
- c) Other cases prescribed by the Company's Charter.

2. The General Meeting of Shareholders shall dismiss a member of the Board of Controllers in the following cases:

- a) Failing to complete the assigned tasks and jobs;
- b) Failing to perform his/her rights and obligations for 06 consecutive months, except for force majeure cases;

c) Repeatedly violating or seriously violating the obligations of members of the Board of Controllers in accordance with the Law on Enterprises and the Company's Charter;

d) Other cases according to the resolution of the General Meeting of Shareholders.

Article 10. Notice of election, dismissal and removal of members of the Board of Controllers

1. In case the candidates for the Board of Controllers have been identified, the Company must publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Controllers must make a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the company if elected as a member of the Board of Controllers. Information related to the candidates of the Board of Controllers announced includes:.

a) Full name, date of birth;

b) Professional qualifications;

c) Work history;

d) Other managerial titles;

e) Interests related to the Company and its related parties;

f) Other information (if any) as prescribed in the Company's Charter;

g) The company must be responsible for disclosing information about the companies in which the candidate is holding managerial positions and interests related to the company of the candidate of the Board of Controllers (if any).

2. The notification of the results of election, dismissal and removal of members of the Board of Controllers shall comply with the guiding regulations on information disclosure.

Chapter III

BOARD OF CONTROLLERS

Article 11. Rights, obligations and responsibilities of the Board of Controllers

1. The Board of Controllers shall supervise the Board of Directors and the General Director in the management and administration of the Company.

2. To examine the reasonableness, legality, truthfulness and prudence in the management and administration of business activities; systematic, consistent and appropriate of accounting, statistics and financial statements.

3. To appraise the completeness, legality and truthfulness of the Company's annual and 6-month financial statements, reports on assessment of the management of the Board of Directors and submit the appraised report at the Annual General Meeting of Shareholders. To review contracts and transactions with relevant persons under the approving competence of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions that require the approval of the Board of Directors or the General Meeting of Shareholders.

4. Review, examine and evaluate the effectiveness and effectiveness of the Company's internal control system, internal audit, risk management and early warning.
5. To examine the Company's accounting books, accounting records and other documents, the management and administration of the Company's operations when deeming it necessary or according to the resolution of the General Meeting of Shareholders or at the request of shareholders or groups of shareholders owning 05% or more of the total ordinary shares.
6. At the request of shareholders or groups of shareholders owning 05% or more of the total ordinary shares, the Board of Controllers shall conduct the inspection within 07 working days from the date of receipt of the request. Within 15 days from the end of the inspection, the Board of Controllers must report on the issues requested for inspection to the Board of Directors and the shareholders or groups of shareholders that request it. The inspection of the Board of Controllers specified in this Clause must not obstruct the normal operation of the Board of Directors, do not cause interruption in the operation of the Company's business activities.
7. To propose the Board of Directors or the General Meeting of Shareholders to take measures to amend, supplement and improve the organizational structure of management, supervision and administration of the Company's business activities.
8. Upon detecting a violation by a member of the Board of Directors, the General Director the Board of Controllers shall immediately notify in writing to the Board of Directors, requesting the violator to terminate the violation and take remedial measures.
9. To attend and participate with discussions at meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of the Company.
10. To use independent consultants and internal audit departments of the Company to perform assigned tasks.
11. The Board of Controllers may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.
12. To examine each specific issue related to the management and administration of the Company's operations at the request of shareholders.
13. To request the Board of Directors to convene an extraordinary meeting of the General Meeting of Shareholders.
14. To replace the Board of Directors to convene a meeting of the General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises.
15. To request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
16. To consider, extract and copy part or all of the declared contents of the List of related persons and related interests declared as prescribed in Clauses 1 and 2, Article 164 of the Law on Enterprises.
17. To recommend and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; audit organizations are approved to inspect the Company's activities when deeming it necessary.

18. To be accountable to the shareholders for their supervisory activities.
19. To supervise the Company's financial situation, the compliance with law by members of the Board of Directors, General Directors and other managers in activities.
20. To ensure coordination with the Board of Directors, General Director and shareholders.
21. In case of detecting violations of law or the Company's Charter by members of the Board of Directors, the General Director and other executives of the enterprise, the Board of Controllers must notify in writing to the Board of Directors within 48 hours, requesting the violator to terminate the violation and take remedial measures.
22. To formulate the Regulation on operation of the Board of Controllers and submit it to the General Meeting of Shareholders for approval.
23. To witness the Board of Directors organizing the counting of votes and making a record of counting votes if requested by the Board of Directors in case of collecting shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders.
24. The Head of the Executive Board of Controllers shall manage the General Meeting of Shareholders to elect the chairperson of the meeting in case the Chairman is absent or temporarily incapacitated and the remaining members of the Board of Directors cannot elect the chairperson. In this case, the person with the highest number of votes presides over the meeting.
25. To exercise other rights and perform other obligations as prescribed by the Law on Enterprises, the Company's Charter and the Resolution of the General Meeting of Shareholders.

Article 12. Rights to be provided with information of the Board of Controllers

1. Documents and information must be sent to members of the Board of Controllers at the same time and in the same manner as to the members of the Board of Directors, including:
 - a) The notice of invitation to the meeting, the opinion ballot for members of the Board of Directors and enclosed documents;
 - b) The resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
 - c) The report of the General Director to be submitted to the Board of Directors or other documents issued by the Company.
2. Members of the Board of Controllers have the right to access the Company's dossiers and documents kept at the head office, branches and other locations; have the right to enter the working place of the Company's managers and employees during working hours.
3. The Board of Directors, members of the Board of Directors, the General Director and other managers must provide adequate, accurate and timely information and documents on the management, administration and business activities of the Company at the request of members of the Board of Controllers or the Board of Controllers.

Article 13. Responsibilities of the Board of Controllers in convening an extraordinary meeting of the General Meeting of Shareholders

1. The Board of Controllers shall convene the meeting of the General Meeting of Shareholders on behalf of the Board of Directors within 30 days in case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders in the following cases:

a) The number of remaining members of the Board of Directors or of the Board of Controllers is less than the number of members as prescribed by law;

b) At the request of shareholders or groups of shareholders owning 05% or more of the total ordinary shares;

c) When there is a request to convene an extraordinary meeting of the General Meeting of Shareholders made by the Board of Controllers but the Board of Directors fails to do so.

2. In case the Board of Controllers fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Board of Controllers must compensate the Company for the damage incurred.

3. Expenses for convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be refunded by the Company.

Chapter IV

MEETINGS OF THE BOARD OF CONTROLLERS

Article 14. Meetings of the Board of Controllers

1. The Board of Controllers must conduct a meeting at least two (02) times in a year, and the number of members attending the meeting is at least two-thirds (2/3) of the members of the Board of Controllers.

2. The Board of Controllers has the right to request members of the Board of Directors, the General Director and representatives of the approved auditing organization to attend and answer issues that need to be clarified.

Article 15. Minutes of the Board of Controllers's meeting

The minutes of the meeting of the Board of Controllers are made in detail and clearly. The person recording the minutes and the members of the Board of Controllers attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Board of Controllers must be kept in order to determine the responsibilities of each member of the Board of Controllers.

Chapter V

REPORTING AND DISCLOSURE OF BENEFITS

Article 16. Annual Report Submission

The Reports of the Board of Controllers at the Annual General Meeting of Shareholders include the following contents:

1. Reporting the Company's business results, the operation results of the Board of Directors and the General Director for submission to the General Meeting of Shareholders for approval at the Annual General Meeting of Shareholders.

2. Self-assessment reporting of operation results of the Board of Controllers and members of the Board of Controllers.

3. Remuneration, operating expenses and other benefits of the Board of Controllers and each member of the Board of Controllers.

4. Summarizing the meetings of the Board of Controllers and the conclusions and recommendations of the Board of Controllers; the results of monitoring the Company's operation and financial situation.

5. An assessment report on transactions between the Company, its subsidiaries or other companies under the control of more than fifty percent (50%) of the charter capital with members of the Board of Directors, the General Director and related persons of such members; transactions between the Company and the company in which a member of the Board of Directors is a founding member or business manager in the last 03 years prior to the time of transaction.

6. Results of supervision of the Board of Directors, the General Director and other business executives.

7. Results of assessment of the coordination between the Board of Controllers and the Board of Directors, the General Director and shareholders.

8. Recommendation and proposal to the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; audit organizations are approved to inspect the Company's activities when deeming it necessary.

Article 17. Salary and other benefits

Salaries, remunerations, bonuses and other benefits of members of the Board of Controllers shall comply with the following provisions:

1. Members of the Board of Controllers shall be paid salaries, remuneration, bonuses and other benefits under decisions of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Board of Controllers.

2. Members of the Board of Controllers shall be paid expenses for meals, accommodation, travel, and expenses for use of independent consultancy services at reasonable rate. The total remuneration and expenses shall not exceed the total annual operating budget of the Board of Controllers approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salaries and operating expenses of the Board of Controllers shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant provisions of law and must be made into separate sections in the Company's annual financial statements.

Article 18. Disclosure of related benefits

1. Members of the Board of Controllers of the Company must declare to the Company their relevant interests, including:

a) Name, identification number of the enterprise, address of the head office, business lines of the enterprise in which he/she owns or owns the contributed capital or shares; the rate and time of ownership and ownership of such contributed capital or shares;

b) Name and identification number of the enterprise, address of the head office, business lines of the enterprise in which their related persons own, jointly own or separately own the contributed capital or shares of more than 10% of the charter capital.

2. The declaration as prescribed in Clause 1 of this Article must be made within 07 working days from the date of arising of related benefits; the amendment and supplementation must be notified to the Company within 07 working days from the date of the corresponding amendment and supplementation.

3. Members of the Board of Controllers and related persons of the members of the Board of Controllers may only use the information obtained from their positions to serve the interests of the Company.

4. Members of the Board of Controllers are obliged to notify in writing to the Board of Directors and the Board of Controllers of transactions between the Company, subsidiaries and other companies under the control of the Company of more than fifty percent (50%) of charter capital with members of the Board of Controllers or to relevant persons of members of the Board of Controllers as prescribed by law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.

5. Members of the Board of Controllers and related persons of these members shall not use or disclose to others inside information to carry out relevant transactions.

Chapter VI

RELATIONSHIP OF THE BOARD OF CONTROLLERS

Article 19. Relationship between members of the Board of Controllers

Members of the Supervisory Board maintain independent and non-dependent relationships with one another, while cooperating and collaborating in performing their common duties to ensure the effective fulfillment of the responsibilities, powers, and obligations of the Supervisory Board in accordance with the law and the Company's Charter. The Head of the Supervisory Board coordinates the Board's overall activities but does not have the authority to dominate or override other members.

Article 20. Relationship with the Executive Board

The Board of Controllers has an independent relationship with the Company's executive board, being the unit that performs the function of supervising the activities of the executive board.

Article 21. Relationship with the Board of Directors

The Board of Controllers has an independent relationship with the Board of Directors of the Company, being the unit that performs the function of supervising the activities of the Board of Directors.

Chapter VII

AMENDING, SUPPLEMENTING AND REPLACING THE OPERATION REGULATION OF THE BOARD OF CONTROLLERS

Article 22. Amending, supplementing and replacing the Regulation on operation of the Board of Controllers

1. The amendment, supplementation and replacement of this Regulation shall be considered and decided by the General Meeting of Shareholders of the Company.
2. In case the provisions of law or the Company's Charter related to the Company's Board of Controllers have not been mentioned in this Regulation or in case there are new provisions of law or the Company's Charter that are different from the provisions of this Regulation, such provisions of law or Charter shall of course be applied and adjust the operation of the Company's Board of Controllers.

Chapter VIII

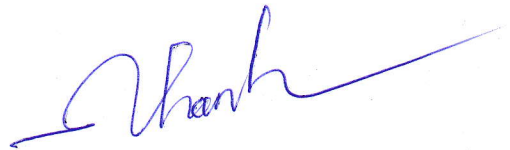
IMPLEMENTATION TERMS

Article 23. Enforcement effect.

The operation Regulation of the Board of Controllers of Thai Binh Cement Joint Stock Company consists of 8 chapters, 23 articles and takes effect from the date of....., 2025.

**ON BEHALF OF THE BOARD OF
CONTROLLERS**

THE HEAD



Nguyen Thi Minh Thanh