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INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

THANH THANH CONG - BIEN HOA JOINT STOCK COMPANY

Headquarters: **Tan Phu Commune, Tay Ninh Province**

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I. OBJECTIVES

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

II. SCOPE

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

III. REFERENCE DOCUMENTS

III.1. Law on Securities No. 54/2019/QH14 dated 26 November 2019, as amended and supplemented.

III.2. Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, as amended and supplemented.

III.3. Government Decree No. 155/2020/ND-CP dated 31 December 2020, detailing the implementation of certain provisions of the Law on Securities, as amended and supplemented.

III.4. Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance, providing guidance on certain corporate governance matters applicable to public companies.

III.5. The Charter of Thanh Thanh Cong – Bien Hoa Joint Stock Company in effect as of the date of issuance of this Regulation.

III.6. Vietnam Corporate Governance Code (VNCG Code) 2026.

IV. DEFINITIONS

IV.1. Definitions and abbreviations

a) BOM: comprising the General Director and Deputy General Director of the Company;

b) Executive Board: comprising personnel within the Company's executive management structure as specified in the Regulation on the Organization and Operation of the Company's Executive Management;

c) Company or AgriS: refers to Thanh Thanh Cong - Bien Hoa Joint Stock Company;

d) Company's Charter: means the charter of the Company;

e) GMS: refers to the General Meeting of Shareholders of the Company;

f) Member Unit: means a legal entity specified in the Regulation on the Management of Member Units;

g) BOD: refers to the Board of Directors of the Company;

h) Working days: refers to working days of the week, excluding Saturdays, Sundays and public holidays prescribed by applicable law;

i) Manager: means a manager of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director and other individuals holding managerial positions as prescribed in the Company's Charter;

j) Executive: including the General Director, Deputy General Director(s), Chief Accountant and other individuals specified in the Regulation on the Organization and Executive Management of the Company;

k) Related Person: means an individual or organization specified in Clause 46, Article 4 of the Law on Securities;

l) Law on Enterprises: refers to Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;

m) Law on Securities: refers to Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;

n) DGD: refers to the Deputy General Director;

o) Internal Management Regulations: means the regulations prescribed in the Company's Charter;

p) Group or AgriS Group: comprises the Company, the Member Units operating within the AgriS ecosystem;

q) GD: refers to the General Director;

r) Regulatory Document: means a document containing internal rules and regulations.

IV.2. In this Regulation, references to one or more provisions or legal documents shall include any amendments, supplements, or replacements thereof.

IV.3. The headings (chapters and articles of this regulation) are provided for convenience of reference and shall not affect the substance of this Regulation.

IV.4. Words or terms defined in the Law on Enterprises (if not conflict with the subject matter or context) shall have the same meanings in this Regulation.

V. COMPLIANCE

V.1. The Company's officers and employees, as well as employees of companies providing services to the Company, must strictly comply with the provisions of this Regulation. In the event of a violation, the violator shall be subject to disciplinary or other appropriate action in accordance with the Company's Internal Labor Regulation and/or Regulation on Handling Violations (if any) and/or documents governing the Integrity Commitment and Non-Disclosure Agreement. Depending on the nature and severity of the violation and the person involved, the GMS, the BOD or the Executive Board shall decide on the appropriate action for each specific case.

V.2. Where this Regulation refers to provisions contained in the Company's internal Regulatory Documents and such documents are amended, supplemented or replaced from time to time, the relevant references in this Regulation shall automatically be construed as references to the corresponding amended, supplemented or replacement Regulatory Documents.

V.3. Where any provision of this Regulation is inconsistent or conflicts with applicable law, including where the law has changed but this Regulation has not yet been amended or supplemented accordingly, the applicable provisions of law shall prevail.

VI. CONTENT

VI.1. Corporate governance principles

VI.1.1 Based on an Agricultural Economy Mindset

The Company establishes and operates a circular agricultural economy model, integrating AgTech – FoodTech – FinTech – ESG into the value chain to optimize production and expand global trade based on three platforms:

a) Traceability Platform: Connecting quality and sustainable value from farm to table, towards achieving Net Zero by 2035.

b) Nutrition Platform: Expanding the ecosystem of energy-providing products that offer high nutritional value, promote health and have minimal impact on the environment and communities, including plant-based and bio-based products.

c) Exchange Platform: Providing stakeholders with a platform for multidirectional interaction and exchange, covering services, knowledge and products, as well as direct product transactions through the Company's food trading platform.

VI.1.2 Application of a Unified, Effective and Efficient Corporate Governance System

a) The Company applies an integrated, consistent, effective and efficient corporate governance system. The Company's corporate governance system is designed and operated on the basis of four value foundations and six core pillars.

b) The four value foundations guide all governance thinking and action:

- Fairness: All shareholders, employees and partners are treated fairly and equally.
- Transparency: Material information concerning the Company must be disclosed truthfully, promptly and in a verifiable manner.
- Responsibility: Every manager and unit within the Company is responsible for duly exercising its authority, fulfilling its obligations and upholding its professional ethical commitments.
- Accountability: Every decision, action and outcome of an organization or individual is subject to review, explanation and evaluation.

c) The six core pillars are:

- Governance: Establishing a governance pillar that goes beyond compliance, ensuring an appropriate allocation of authority, effective risk control and leadership of Company's activities based on Fairness – Transparency – Responsibility – Accountability. Through this pillar, the Company fosters organizational discipline and confidence in governance, forming the foundation for the Company's effective operation and sustainable development within a multidimensionally connected ecosystem that promotes value sharing.
- People: Developing capable, ethical and innovative leadership and workforce that share the Company's values and culture.
- Process: Standardizing the multi-tier and multinational operating model to ensure consistency, efficiency and close alignment throughout the system.
- Technology: Applying digital technology and smart data to enhance governance capabilities, optimize operations and create sustainable competitive advantages.
- Value Chain Governance: Managing relationships among participants throughout the agricultural value chain—from input supply, production and processing to distribution and consumption—to optimize the efficiency, quality and profitability of the Compnay.
- Comprehensive Enterprise Risk Management: Proactively and effectively controlling risks in a transparent manner to prevent risks or leverage them as opportunities through a synchronized risk management system integrated into strategy, planning, decision-making and operations at every level, from the Company to the Member Units.

VI.1.3 Centralized Governance – Decentralized Management – Specialized Operations Along the Value Chain

a) Centralized Governance: Governance across the AgriS Group shall be centralized at the Company level in key areas to optimize Group resources and ensure consistent strategies and governance standards throughout the system.

b) Decentralized Management: Management activities shall be organized through appropriate tiers, decentralization, assignment of duties, delegation of authority and authorization to meet governance and management needs, facilitate strategy execution, and ensure seamless and coordinated operations during each period.

c) Specialized Operations Along the Value Chain: The Company shall organize a specialized operating model across the value chain to ensure the achievement of its objectives and strategic directions and compliance with the Company's governance framework and management requirements.

VI.1.4 Compliance with Laws and Business Ethics

a) Complying with domestic laws, international treaties and the laws of each jurisdiction in which the Company conducts operations or maintains a commercial presence.

b) Providing diverse products and services that meet applicable quality standards, are competitively priced and are offered with integrity in all transactions.

c) Conducting commercial activities based on fair and healthy competition and in compliance with applicable competition and antitrust laws.

d) Treating shareholders fairly and striving to deliver superior benefits to them while protecting and efficiently using the Company's resources.

e) Treating all employees with respect and fairness, providing equal development opportunities, and establishing and maintaining a civilized, safe, friendly and open working environment.

f) Treating suppliers and partners with respect and on an equal footing, with a view to fostering long-term, transparent and mutually beneficial relationships.

g) Acting with a strong sense of responsibility to protect and generate benefits for the environment, society and surrounding communities.

VI.1.5 Flexible Application of Corporate Governance Standards and Good Practices

The Company flexibly applies corporate governance standards and good practices in designing and operating its Corporate Governance System.

VI.2. General Meeting of Shareholders

VI.2.1 Role, rights and obligations of the General Meeting of Shareholders

a) The GMS, comprising all shareholders with voting rights, is the highest decision-making department of the Company.

b) The GMS shall have the rights and obligations set out in Article 14 of the Charter.

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

VI.2.2 Convening the General Meeting of Shareholders

a) The BOD shall convene an annual or extraordinary GMS in accordance with the provisions of the Law on Enterprises and the Charter. In case the BOD fails to convene an extraordinary GMS within the time limit prescribed in the Company's Charter, shareholders or groups of shareholders owning 05% or more of the total number of common shares shall have the right to replace the BOD in convening a GMS in accordance with the provisions of the Company's Charter.

b) The order and procedures for convening annual or extraordinary meetings of the GMS shall comply with the provisions of the Company's Charter.

c) If necessary, in addition to holding an in-person GMS, the Company may apply modern technology to organize the GMS (annual or extraordinary) through online meetings or a combination of in-person and online meetings according to the decision of the person convening the meeting. The order and procedures for convening online meetings of the GMS or a combination of in-person and online meetings (The authority to convene the meeting, determine the list of shareholders entitled to attend, prepare for the meeting, issue the meeting notice, register attendance, satisfy the conditions for conducting the meeting, conduct discussions and voting, count votes and announce the results, etc.) in principle, are conducted in the same way as those for convening in-person meetings. Unless otherwise provided by law, the BOD shall be responsible for issuing or specifying provisions concerning the organization of virtual meetings and hybrid meetings combining in-person and virtual participation in the applicable working regulations, regulations on the organization of meetings and voting, and election rules (if any) for each meeting, to ensure that the meeting is organized and conducted in a manner appropriate to the characteristics of the relevant meeting format and in compliance with applicable law and the Company's Charter.

d) The Company may apply electronic voting, electronic balloting or other electronic methods permitted by law to facilitate shareholders' exercise of their rights to attend and vote at the GMS. Virtual and hybrid meetings and the application of electronic methods must ensure that shareholders participating through such methods are able to access information, express their opinions and exercise their voting rights on an equivalent basis to shareholders attending the meeting in person.

e) The person convening the meeting shall determine the meeting format, participation method, method of verifying shareholders' eligibility, voting method and related technical matters for each GMS, provided that such arrangements comply with applicable law and the Company's Charter and do not unreasonably restrict shareholders' rights to attend, express their opinions and vote.

f) Where necessary to ensure safety, information security or the stability of technical systems, to comply with requirements of a competent state authority, or due to other objective circumstances that render virtual or hybrid meetings or electronic voting impracticable or unable to ensure the integrity of the meeting and voting process, the person convening the meeting may decide not to apply or to limit the application of such methods.

g) For a meeting at which electronic voting is applied, if a technical failure, loss of connection, system interruption or other force majeure event materially affects shareholders' ability to attend, participate in discussions or vote, the Chairperson may suspend the meeting for such period as necessary or implement appropriate technical, organizational or voting measures to remedy the issue. If the issue cannot be resolved and affects the legality or fairness of the meeting, the Chairperson may adjourn the meeting in accordance with applicable law, the Company's Charter and this Regulation.

h) Technical issues arising from a shareholder's equipment, connection or system that are beyond the Company's control shall not affect the validity of the meeting or any matters validly voted upon.

i) All electronic data recorded and stored by the system during the meeting shall constitute evidence verifying meeting attendance, voting and vote counting.

VI.2.3 Procedure for convening the General Meeting of Shareholders

a) The convener of the GMS shall perform the following tasks:

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

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

iii) To prepare the program and agenda of the meeting;

iv) To determine the time and venue of the meeting;

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

vi) To send a meeting invitation announcement to each eligible shareholder to attend the meeting;

vii) Other works serving the meeting.

b) Announcement of closing the list of eligible shareholders to attend the GMS:

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

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

c) Announcement about convening the GMS

i) The announcement of the GMS shall be sent to all shareholders by a method that ensures it reaches the shareholders' mailing addresses, and shall be disclosed on the Company's website, the State Securities Commission of Vietnam, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener shall send a meeting invitation announcement to all shareholders on the List of eligible Shareholders to attend the meeting at least twenty-eight (28) days before the opening date (from the day on which the invitation is validly sent).

ii) The meeting agenda and documents relevant to the issues to be voted on at the GMS shall be posted on the Company's website and the meeting invitation announcement shall specify the website address and links to all documents for shareholders to access, including:

- The meeting agenda and documents used in the meeting.
- List and details of applicants (in case of known candidates) when electing members of the BOD;
- Voting cards;
- Draft resolutions for each issue on the agenda.

iii) Shareholders or groups of shareholders holding 5% or more of total ordinary shares as stipulated in Clause 3, Article 11 of the Company's Charter have the right to propose matters to be included in the meeting agenda of the GMS. Proposals shall be in writing and shall be sent to the Company at least 03 (three) working days before the opening date of the GMS. The proposals shall specify full name, mailing address, nationality, and legal document number for individual shareholders; name, business registration number or serial number of the organizational legal document, and head office address for organizational shareholders, quantity of each type of shares owned by the shareholder and the proposed issues.

iv) In case the convener of the GMS rejects the proposal mentioned in item (iii) of this point, a written response and explanation shall be provided at least 02 (two) days before the opening day. The convener of the GMS may only reject the proposal according to the provisions in Clause 5, Article 17 of the Company's Charter.

VI.2.4 Registration method to attend the General Meeting of Shareholders

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

b) Shareholders who are entitled to attend the GMS as prescribed by law may directly attend or authorize one or more individuals or organizations to attend. In case there is more than one authorized representative, the number of shares of each representative shall be specifically determined.

c) The authorization for individuals or organizations to attend the GMS as prescribed in Point b of this Clause shall be made in writing. The authorization document shall be made in accordance with the provisions of civil law and shall clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content, scope, and duration of authorization, and the signatures of the authorizing party and the authorized party.

d) The authorized individuals and organizations shall present the authorization letter when registering to attend the meeting.

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

   i) The authorized person has died, has limited civil act capacity or has lost civil act capacity;

   ii) The authorized person has revoked the authorization appointment;

   iii) The authorized person has revoked the authority of the person performing the authorization.

   This provision shall not apply whereas the Company receives notice of any of the above events before the opening of the GMS or before the reconvened meeting is held.

f) Before the opening of the meeting, the Company shall carry out the shareholder registration procedure and shall keep doing it until all eligible shareholders have registered.

   Shareholders or authorized participants who arrive after the meeting has opened may still register and have the right to vote immediately after registration. In this case, the Chairperson is not responsible for stopping the meeting allowing late shareholders to register and the validity of the contents on which previously voted remains unchanged.

VI.2.5 Conditions for conducting the General Meeting of Shareholders

a) A meeting of the GMS shall be conducted when the number of shareholders attending represents more than fifty per cent (50%) of the total number of the voting shares.

b) When a meeting is not able to be conducted for the first time because the conditions stipulated in Point a of this Clause are not satisfied, the second meeting invitation announcement shall be sent within sixty (60) days from the date of the intended opening of the first meeting. The second meeting of the GMS shall be conducted when the number of attending shareholders represents thirty-three (33%) per cent of the total number of voting share or above.

c) If the second meeting is not able to be conducted because the conditions stipulated in Point b of this Clause are not satisfied, the third meeting invitation announcement shall be sent within sixty (60) days of the date of the intended opening of the second meeting. The third meeting of the GMS shall be conducted irrespective of the total number of voting shareholders attending the meeting.

d) Only the GMS may make decisions on any changes to the agenda accompanying the meeting invitation announcement as stipulated in the Company's Charter.

VI.2.6 Procedure of voting, counting vote and approving resolutions at the GMS

a) Voting procedure

i) When the shareholders register, the Company will issue each shareholder or authorized participant 01 (one) voting card, on which is recorded the registration number, full name of the shareholder, full name of the authorized participant and the number of votes of the shareholder. The GMS discusses and votes on each issue on the agenda. Voting is conducted by voting for approval, disapproval and abstention.

ii) To facilitate shareholders, the Company may use computer programs, software, and information technology services in voting. The Company will provide specific instructions on implementation when applying these forms.

iii) In case the Company organizes the GMS (annual or extraordinary) through online meetings or a combination of in-person and online meetings, shareholders shall vote by electronic voting or other electronic forms according to the Meeting and Voting Regulations issued by the BOD.

b) Vote counting procedure:

i) The GMS elects a Vote Counting Board or a Vote Counting Supervisor (if any) consisting of one or more people at the request of the Chairperson of the meeting to conduct the vote counting or supervise the vote counting (if any).

ii) The Vote Counting Board conducts the counting of votes of shareholders attending the GMS.

c) Announcing vote counting result:

i) The Vote Counting Board will collect the votes of approval, disapproval, and abstentions and report the vote counting results to the Chairperson for disclosure before the closing of the meeting.

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

d) Conditions for ratification of resolutions of the GMS:

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

- To make decisions on the type of shares and the total number of shares of each type;
- To change business lines, occupations and fields;
- To change the Company's management structure;
- Investment projects or sale of assets with a value equal to or greater than 70% of the total value of assets recorded in the Company's most recent financial statements;
- Reorganization or dissolution of the Company.

ii) Except for the cases mentioned in item (i) above and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises, the resolution of the GMS shall be approved by voting at the meeting when more than 50% of the total voting number of shareholders presenting at the meeting approve.

iii) The resolution of the GMS, if approved by collecting written opinions, including the issues specified in item (i) shall be approved by more than 50% of the total number of shareholders with voting rights.

VI.2.7 Meeting minutes and resolutions of the GMS

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

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

- Company name, head office address, business registration number;
- Meeting time, location;
- Meeting agenda and meeting contents;
- Full name of the chairperson and secretaries;
- Summary of the meeting proceedings and opinions expressed at the GMS on each issue in the meeting agenda;
- Number of shareholders and total of voting number, appendix of the list of shareholders registered, representatives of shareholders with the corresponding number of shares and votes;
- Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approval, disapproval and abstention votes; corresponding percentage of total votes of shareholders attending the meeting;
- Issues approved and corresponding percentage of approved votes;
- Full name and signature of the chairperson and secretaries.

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

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

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

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

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

VI.2.8 Procedures for obtaining written opinions from the GMS

a) The BOD may, at any time, seek shareholders' written opinions to approve matters within the authority of the GMS as stipulated in the Company's Charter when it is considered necessary for the company's interests. The matters submitted for shareholder's written opinions shall include those stipulated in Clause 2, Article 147 of the Law on Enterprises.

b) The BOD shall prepare the written voting form, the draft resolution and explaining documents and send them to all shareholders entitled to vote at least 10 days before the deadline for returning the completed written voting forms. The requirements and methods for delivering the written voting forms and accompanying documents shall comply with Point c, Clause VI.2.3 of these Regulations and the Company's Charter.

c) Preparing (finalizing) the list of voting shareholders to send written voting forms shall be carried out as follows:

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

   ii) The Company shall prepare the list of shareholders based on data provided by the Vietnam Securities Depository and Clearing Corporation, with the list being finalized no more than ten (10) days before the date on which the documents relating to the shareholders' written resolution are sent.

d) A written voting form shall contain the following main contents:
   i) Company name, head office address, business registration number;
   ii) Purpose of seeking shareholder's opinion;
   iii) If the shareholder is an individual: full name, mailing address, nationality, legal document number; If the shareholder is an organization: name, business registration number or legal document number of the organization or full name, mailing address, nationality, legal document number of the organization's representative; quantity of each type of shares and number of votes of the shareholder;
   iv) The matters on which shareholders' opinions are sought for the purpose of adopting a resolution;
   v) The voting options, comprising "in favor," "against" and "no opinion" for each matter submitted for shareholders' opinions;
   vi) Deadline for returning the completed written voting form to the Company;
   vii) Full name and signature of the Chairman (Chairlady) of the BOD.

e) The completed written voting form must be signed by the individual shareholder, the authorized representative or the legal representative of the organizational shareholder.

f) Shareholders may send completed written voting forms to the Company by post, fax or email as follows:
   i) A completed written voting form sent by post shall be placed in a closed envelope which shall not be opened before vote counting time;
   ii) An completed written voting form sent by fax or email shall be kept confidential until the vote counting time;
   iii) Completed written voting form that are submitted after the deadline or opened before vote counting time (for those sent by post) or revealed (for those sent by fax or email) shall be considered invalid.
   iv) Written voting form that are not submitted shall not be counted as votes.

g) The BOD shall organize vote counting and issue a vote counting record in the presence of the shareholders that are not holding any managerial position in the company. The vote counting record shall have the following information:
   i) Company name, head office address, business registration number;
   ii) Purposes and the issues that need voting;
   iii) The number of shareholders participating in the vote and the total number of votes cast, specifying the numbers of valid and invalid votes and the methods by which the written voting forms were submitted, together with an appendix containing the list of participating shareholders;

iv) The total number of votes cast "in favor," "against" and "no opinion" in respect of each matter

v) Ratified decisions and corresponding ratio of approving votes;

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

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

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

i) The completed voting forms, the vote counting record, the ratified resolutions and relevant documents enclosed with the completed written voting form shall be retained at the Company's headquarters.

j) A resolution of Shareholders adopted by obtaining shareholders' written opinions shall be approved in accordance with item (iii), Point d, Clause VI.2.6 of this Regulation. A resolution adopted by obtaining shareholders' written opinions shall have the same validity as a resolution adopted at a GMS.

VI.2.9 Procedure of objecting to the resolution of the General Meeting of Shareholders

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

i) The procedures for convening the GMS and issuing decisions of GMS or for seeking shareholders' written opinions seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the cases specified in Clause 6 Article 20 of the Company's Charter;

ii) The contents of the resolution violate the law or the Company's Charter.

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

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

VI.3. The Board of Directors

VI.3.1 Roles, rights and obligations of the Board of Directors

a) The BOD is the highest governing body of the Company. The BOD represents the AgriS Group owner's capital ownership rights in the Member Units and plays a principal role in providing strategic direction and oversight to ensure the achievement of strategic objectives, the interests of the Company, the common interests AgriS Group, and sustainable development.

b) Rights and obligations of the BOD: In addition to the rights and obligations prescribed in the Company's Charter, the BOD shall have the following duties and powers:

   i) Provide direction and oversight into the formulation and implementation of the sustainable development strategy; consider environmental, social and corporate governance factors and stakeholders' interests in the Company's strategy formulation, risk management and decision-making processes; and foster corporate culture, business ethics, integrity and accountability throughout the Company;

   ii) Review and assess the achievement of the Company's objectives, business plans, and financial and non-financial targets; require the GD to amend, suspend or revoke any decision that is inconsistent with applicable law, the Company's Charter, resolutions of the GMS or resolutions of the BOD, or that fails to protect the Company's legitimate interests;

   iii) Decide on matters falling within the Company's authority in its capacity as an owner, shareholder or capital-contributing member of the Member Units;

   iv) Approve and oversee the establishment, operation, review and enhancement of the Company's internal control, risk management, compliance and internal audit systems and other oversight mechanisms. Risk management shall include financial and non-financial risks; environmental, social, technological, cybersecurity, data and climate change risks; and other material risks that may affect the Company's sustainable development. The BOD shall ensure that these systems are established and operate effectively and are appropriate to the Company's scale, organizational structure and operational characteristics;

   v) Review and address violations and misconduct causing losses to the Company or its shareholders by individuals falling within the BODs' authority to manage, appoint or supervise, or recommend that the competent authority take appropriate action;

vi) Oversee the Company's fulfilment of its information disclosure obligations and the identification, declaration, disclosure and management of transactions with Related Persons in accordance with the Regulation on the BODs' Oversight Activities;

vii) Establish mechanisms to identify, prevent, manage and address conflicts of interest; oversee compliance with the provisions on conflicts of interest and the duties of loyalty, care and accountability applicable to members of the Board of Directors, members of the Audit Committee, the GD, Managers and their Related Persons;

viii) Periodically evaluate the performance of the BOD, its committees, the Chairperson and each member of the BOD, the GD and the Company's Managers, and consider measures to improve the effectiveness of the Company's governance;

ix) Approve policies for leadership development and senior management personnel, as well as succession plans for key managerial positions, to ensure continuity, stability and effectiveness in the Company's governance and management;

x) Attend all meetings of the GMS;

xi) Conduct an annual assessment of the alignment of the Company's capital and debt structures with its strategic objectives and risk appetite; and

xii) Exercise authority over any matter that is not expressly stated to fall within the authority of the General Meeting of Shareholders or the GD under the Company's Charter and applicable law.

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

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

ii) Summary of the meetings of the BOD and its decisions.

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

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

v) Evaluation of the management and operation of the Company by the Executive Board.

vi) Activities of the Audit Committee and other committees under the BOD.

vii) Results of supervision of the CEO and other executives.

viii) Future plans.

d) Unless otherwise provided by law, the BOD may delegate or assign authority to the

Chairman (Chairlady) of the Board, Board members, the GD, other executives, Committees under the Board, or other entities to perform some or all the responsibilities and powers within their jurisdiction. The delegation or assignment shall be in the best interest of the Company, be expressed in a resolution, and clearly specify the entities involved, the content, duration, and conditions of the delegation or assignment. Entities to whom authority is delegated or assigned by the BOD are not allowed to further delegate or assign that authority to other individuals or entities, unless approved by the BOD.

e) Members of the BOD are responsible for being careful, honest and avoiding conflicts of interest and are responsible for damages and compensation as prescribed in Articles 34, 35 and 36 of the Company's Charter.

f) Members of the BOD are entitled to provide specific information as follows:

i) To be provided with information and documents on the financial situation and business activities of the Company and its units.

ii) To have the right to request the GD, DGDr, and other Managers in the Company to provide information and documents on the financial situation and business activities of the Company and its units. The manager is required to provide timely, complete and accurate information and documents as requested by the members of the BOD.

iii) The provision of information shall comply with the Company's applicable internal regulations and policies and must ensure the confidentiality of information and business secrets.

VI.3.2 Quantity and terms of Board members

a) The BOD shall have at least three (03) and no more eleven (11) members. The specific number of BOD members in each period shall be decided by the GMS.

b) The term of a BOD member shall not exceed five (05) years; a BOD member may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Company's BOD for no more than two consecutive terms.

c) The structure of the BOD of the Company shall ensure the minimum number of independent members in accordance with Clause 4, Article 276 of Decree 155/2020/NĐ-CP and at least one-half (1/2) of the total number of members of the BOD shall be non-executive members.

d) In case all members of the BOD end their terms at the same time, such members shall continue to be members of the BOD until new members are elected to replace them and take over the work.

VI.3.3 Requirements to be members of the Board of Directors

a) Requirements to be members of the BOD:

i) Not fall within any of the categories specified in Clause 2, Article 17 of the Law on Enterprises;

ii) Possess professional qualifications and experience in business administration or in the

Company's business sectors or activities, and need not be a shareholder of the Company;

iii) A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors or Board of Members of another company;

iv) Not providing consultancy services to, work for, invest in, contribute capital to, or serve as a manager or executive of an enterprise that directly competes with the Company or may give rise to a material conflict of interest with the Company;

v) Not serving as a member of the Board of Directors or Board of Members, or holding a managerial or executive position at an enterprise that directly competes with the Company or may give rise to a material conflict of interest with the Company;

vi) Not holding 5% or more of the charter capital of an enterprise that directly competes with the Company or may give rise to a material conflict of interest with the Company;

vii) Neither the member of the Board of Directors nor any of their Related Persons may hold 5% or more of the charter capital of an enterprise that directly competes with the Company or may give rise to a material conflict of interest with the Company;

viii) No Related Person of a member of the Board of Directors may serve as a manager or executive of an enterprise that directly competes with the Company or may give rise to a material conflict of interest with the Company;

ix) Not concurrently serve as a member of the Board of Directors or Board of Members of more than five other companies; and

x) Have no dispute with the Company or any Manager or Executive of the Company, including any existing dispute or dispute arising within the preceding three years;

xi) For the avoidance of doubt, except for items (iii) and (ix) of this Point, the term "other company" does not include any subsidiary or associate of the Company.

b) In addition to the requirements specified in Point a of this Clause, independent members of the BOD shall also meet the following standards and conditions:

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

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

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

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

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

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

VI.3.4 Procedure of candidacy, nomination and election of members of the Board of Directors

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

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

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

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

- Full name, date of birth;
- Professional qualifications;
- Working experience;
- Other management positions (including the position of the BOD, other management positions of other companies);

- Benefits related to the Company and its related parties;
- Information about the companies in which the candidate is holding the position of a member of the BOD, other management positions and benefits related to the company (if any); and
- Other information (if any) as prescribed by law.

b) Electing procedure:

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

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

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

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

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

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

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

VI.3.5 Dismissal, removal, and addition of members to the Board of Directors

a) A member of the BOD shall be dismissed in the following cases:

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

ii) Handing in a resignation and is accepted.

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

c) A BOD member shall automatically cease to be a BOD member when:

- The term of office ends;
- He/she dies or is declared dead by the court;
- He/she is declared missing by the court;
- is declared to have lost civil act capacity by the court;
- He/she is declared to have difficulty in cognition or behavior control by the court; or
- He/she is declared to have limited civil act capacity by the court;
- Other cases in accordance with legal regulations

d) When necessary, the GMS shall decide to replace members of the BOD; dismiss or remove members of the BOD other than in the cases specified in Point a, b of this Clause.

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

VI.3.6 Announcement of election, dismissal, removal of members of the BOD

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

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

VI.3.7 Remuneration, bonuses and other benefits of the BOD members

a) Members of the BOD shall be entitled to remuneration, bonuses and other benefits as decided by the GMS, taking into account the Company's business performance and efficiency and in accordance with applicable law, the Company's Charter and the Company's remuneration policy from time to time.

b) The policy on remuneration, bonuses and other benefits for the BOD shall be formulated based on the following principles:

   i) It shall enable the Company to attract, retain and motivate members of the BOD to fully discharge their governance, oversight and strategic direction responsibilities, while taking into account the scale and complexity of the Company's business operations, its long-term development strategy, and each member's contribution, responsibilities, time commitment and role;

   ii) Remuneration shall be determined based on the position held, assigned duties, participation in committees of the BOD and any other additional responsibilities;

   iii) For non-executive and independent members of the BOD, the remuneration structure must preserve their objectivity and independence in performing their oversight and risk management functions and protecting the long-term interests of the shareholders and the Company. Such remuneration shall not be linked to short-term targets or incentive arrangements that may impair their independence in reviewing, evaluating and making decisions;

   iv) A member of the BOD who concurrently holds an executive position in the Company shall, in addition to remuneration received as a member of the BOD, be entitled to salary, bonuses and other benefits determined based on the executive position held and the performance of assigned duties, in accordance with the Company's human resources, salary and bonus policies and its sustainable development direction;

   v) Remuneration shall include travel, meal and accommodation expenses and other reasonable expenses incurred in performing the duties of a member of the BOD, including expenses incurred in attending meetings of the BOD or its boards, committees or supporting departments or units;

   vi) Remuneration may include the cost of liability insurance, subject to approval by the GMS. Such insurance shall not cover liabilities of members of the BOD arising from violations of applicable law, the Company's Charter or its Internal Management Regulations, or from breaches of the duties of loyalty and care in the performance of their assigned responsibilities.

c) At the annual meeting, the BOD shall submit to the GMS for consideration and approval the total remuneration, bonuses and other benefits of the BOD and the purchase of liability insurance for its members. The BOD shall also report to the GMS on the payment of remuneration, bonuses and other benefits to each member of the BOD in accordance with applicable law, the Charter and the Company's Internal Management Regulations.

d) Information concerning the remuneration, bonuses and other benefits of members of the BO shall be disclosed and reported in accordance with applicable law, the Company's Charter and relevant internal regulations.

VI.3.8 Procedures for organizing meetings of the BOD

a) The BOD shall hold meetings in accordance with the conditions and procedures prescribed in the Charter and Regulations on the organization and operation of the BOD.

b) The BOD shall meet at least once a quarter and may hold extraordinary meetings, provided that it holds at least six (06) meetings per year.

c) The non-executive members of the BOD shall meet at least once without the presence of the executive members of the BOD to review or discuss executive management matters.

d) The BOD meeting may be held online, in person, in hybrid format combining in-person and online participation, or in any other form as determined by the Chairman (Chairlady) of the BOD.

e) Cases of convening extraordinary meetings of the BOD:
The Chairman (Chairlady) of the BOD shall convene an extraordinary meeting of the BOD in one of the following cases:
- There is a request from an independent member of the BOD;
- There is a request from the General Director or at least 05 other managers;
- There is a request from at least 02 members of the BOD;
- There is a request from an independent auditing company which audits the Company's financial statements to discuss the audited financial statements;
- When the BOD deems it necessary for the benefit of the Company.

The request specified in this Clause shall be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the BOD.

f) The Chairman (Chairlady) of the BOD shall convene a meeting of the BOD within 07 working days from the date receiving the request specified in Point e of this Clause. In case the BOD meeting is not convened as requested, the Chairman (Chairlady) of the BOD shall be responsible for any losses incurred by the Company; the person requesting shall have the right to replace the Chairman (Chairlady) of the BOD in convening the BOD meeting.

g) The Chairman (Chairlady) of the BOD shall be responsible for convening meetings of the BOD, preparing the agenda, time and place of the meeting. If necessary, the Chairman (Chairlady) of the BOD may authorize another member of the BOD to perform this responsibility and shall be responsible for such authorization.

h) The Chairman (Chairlady) of the BOD or the person convening the BOD meeting shall send a meeting invitation at least 05 (five) working days before the meeting date. The meeting invitation shall specify the time and place of the meeting, the agenda, and the issues to be discussed and decided. The meeting invitation shall be accompanied by documents used at the meeting and the members' voting cards.

i) Announcement of the BOD meetings may be sent by invitation, telephone, fax, electronic means or other method ensuring that it reaches the mailing address of each member of the

BOD registered with the Company.

j) The BOD may seek the opinions of its members in writing, by email or through the Company's information system, subject to the conditions and procedures prescribed by the BOD.

k) The BOD has the right to invite others to attend the BOD meeting. Those invited to attend the BOD meeting have the right to discuss and express opinions but not to vote.

VI.3.9 Conditions for conducting and voting in the Board of Directors meeting

a) Conditions for holding a BOD meeting:

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

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

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

- Attending and voting directly at the meeting;
- Authorizing another BOD member to attend the meeting and vote in accordance with Article 27 of the Company's Charter;
- Attending and voting via online conference, electronic voting or other electronic forms;
- Sending voting cards to the meeting via mail, fax, or email. In case of sending the voting card by post, the voting card shall be contained in a sealed envelope and shall be delivered to the Chairman (Chairlady) of the BOD at least 01 hour before the opening. The voting card may only be opened in the presence of all attendees.

b) Method of voting and approving resolutions of the BOD:

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

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

iii) Pursuant to item (ii) of this Point, a member with related interests shall not be allowed to vote, except in cases when the nature or scope of the interests of the related BOD member has not been properly disclosed;

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

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

VI.3.10 Minutes and resolutions of Board of Directors meetings

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

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

c) In case (i) the chairperson or the minutes recorder or (ii) both the chairperson and the minutes recorder refuse to sign the meeting minutes, but if signed by all other members of the BOD attending the meeting and containing all the contents as prescribed in Clause 1, Article 158 of the Law on Enterprises (except for the content of Full name, signature of the chairperson and the minutes recorder), the minutes shall be valid.

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

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

VI.3.11 Committees of the Board of Directors

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

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

VI.3.12 Audit Committee

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

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

VI.3.13 Person in charge of company governance

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

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

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

d) The Person in charge of corporate governance shall have the following rights and obligations:

- To advise the BOD on organizing meetings of the GMS in accordance with regulations and on relevant work as between the Company and shareholders.
- To prepare meetings of the BOD, of the GMS as requested by the BOD.
- To advise on procedures of meetings.
- To attend all meetings.
- To advise on procedures for formulating resolutions of the BOD in compliance with law.
- To provide financial information, copies of the BOD meeting minutes and other information to members of the BOD and of the Audit Committee.
- To supervise and report to the BOD on information disclosure activities of the Company.
- To act as the contact point for parties with related interests.

- To maintain confidentiality of information in accordance with law and the Company's Charter.
- Other rights and obligations as stipulated by law.

VI.3.14 Corporate Secretary

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

a) To assist the convention of meetings of the GMS or of the BOD; to record meeting minutes.

b) To assist members of the BOD with exercising their assigned rights and perform their assigned obligations.

c) To assist the BOD to apply and implement the corporate governance principles.

d) To assist the company to build up the relationship with the shareholders and protect the lawful rights and interests of the shareholders; to comply with the obligations to provide and disclose information and comply with administrative procedures.

e) Other rights and obligations as stipulated in the regulations of law.

VI.4. Executive Board

VI.4.1 Requirements of being Executive Board member

a) The GD shall fully meet the requirements prescribed by the Law on Enterprises and the Company's Charter. The GD has the roles, responsibilities, rights and obligations as prescribed by the Company's Charter.

b) Requirements for being a DGD:

i) Having full civil capacity and not being prohibited from managing an enterprise;

ii) Being a person with professional qualifications in the field of business activities of the Company, having the capacity to organize, direct and perform well the assigned work in the assigned field;

iii) Having a bachelor's degree or higher;

iv) Other requirements as prescribed by the BOD at each time in accordance with the Company's operating situation.

c) Requirements for being Chief Accountant:

i) Not being one of the subjects prohibited from working as accountants as prescribed in Article 52 of the Law on Accounting;

ii) Having moral qualities, professional ethics, honesty, awareness of compliance and protection of rights, policies, financial and economic management regimes according to the provisions of law and regulations of the Company;

iii) Having bachelor of professional qualifications and accounting skills or higher, have at least 02 (two) years of practical work experience in the accounting profession and have a chief accountant certificate according to the provisions of law on accounting;

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

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

VI.4.2 Procedures for appointment, dismissal and removal

a) Procedures for appointing members of the Executive Board:

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

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

iii) The General Director selects and appoints other executive positions not under the authority of the BOD (if any).

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

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

b) Procedures for dismissal, removal and transfer of Executive Board members:

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

ii) A member of the Executive Board may be dismissed or removed in the following cases:

iii) No longer meeting the requirements prescribed by the Company, the Charter and legal regulations;

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

v) His/her labor contract expires without any renewal;

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

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

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

c) Announcement of appointment, dismissal, removal and transfer of members of the Executive Board:

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

   ii) The appointment, dismissal, removal of the General Director and other Managers shall be disclosed in accordance with the provisions of law.

VI.5. Procedures for Coordination Between the Boar of Director and the Executive Board

VI.5.1 Procedures of convening, inviting, and announcing meeting results between the BOD and the BOM

a) Members of the BOM (not members of the BOD) may be summoned to attend meetings of the BOD when necessary. In this case, the Chairman (Chairlady) of the BOD or the convener shall send a meeting invitation and accompanying documents to the BOM as for members of the BOD. The BOM is obliged to directly attend or send a representative to attend the meeting of the BOD according to the meeting invitation.
Members of the BOM attending the meeting may participate in discussions and advise the BOD but do not have the right to vote. The Chairman (Chairlady) of the BOD will send the Resolution of the BOD to the General Director within 07 (seven) days after the end of the meeting.

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

c) The GD has the right to request the Chairman (Chairlady) of the BOD to convene an extraordinary meeting of the BOD in accordance with Point e, Clause VI.3.8 of this Regulations when deemed necessary to have the BOD's approval on matters within its decision-making authority among regular meetings of the BOD.

VI.5.2 Issues that General Director needs to report and provide information to the Board of Director

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

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

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

VI.5.3 Coordination of control, operation and supervision activities among members of the BOD and Executive Board

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

VI.6. Evaluation of Rewards and Discipline for Members of the BOD and Executive Board

VI.6.1 Performance evaluation procedure

a) The performance assessment of members of the BOD and the Executive Board shall be carried out in accordance with the Company's regulations and one or some or all of the following methods (if any):

- Self-assessment;
- Performance assessment every 6 months;
- Annual performance assessment which shall be conducted at the end of the year;
- Organizing an extraordinary poll and vote of confidence;
- Other methods selected by the BOD from time to time.

b) The BOD shall conduct performance assessments of its members and positions appointed by the BOD.

c) The GD shall conduct performance assessments of positions appointed by him/her.

d) The assessment results shall be used as information for the emulation and reward process in accordance with the Company's regulations.

VI.6.2 Performance evaluation standards

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

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

VI.6.3 Evaluation classification

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

VI.6.4 Rewards and Discipline

a) Rewards:
   - Members of the BOD and members of the BOM, Executive Board with achievements in the management and operation of the Company and other assigned tasks will be considered for rewards by the competent authority according to the Company's current regulations.
   - The forms of rewards, order and procedures for rewards will be implemented according to the Company's emulation and reward regulations at each time.
b) Discipline:
   - Members of the BOD, members of the BOM and Executive Board who violate the provisions of law, the Company's Charter and other regulations of the Company while performing assigned tasks will be subject to disciplinary action according to the Company's regulations and the provisions of law, depending on the nature, level and

consequences of the violation.

- The BOD has the authority to decide on disciplinary action for positions appointed by the BOD. The General Director has the authority to decide on disciplinary action for positions appointed by the General Director.
- Disciplinary principles, forms of disciplinary violations, procedures for handling disciplinary violations will be implemented according to the internal labor regulations and other relevant regulations of the Company and legal regulations.

VI.7. IMPLEMENTATION & EFFECTIVNESS

VI.7.1 Where any provisions of law relating to the Company's operations are not addressed in this Regulation, or where any new provisions of law differ from the provisions of this Regulation, such provisions of law shall automatically apply to and govern the Company's operations.

VI.7.2 If any provision of this Regulation conflicts with the Company's Charter or applicable law, the provisions of the Company's Charter and applicable law shall prevail.

VI.7.3 This Regulation shall take effect from the date of approval by the GMS and shall be published on the Company's website. This Regulation supersedes the Company's previously issued corporate governance Regulations (if any).

VI.7.4 Any amendment, supplementation, replacement, cancellation or repeal of these Regulations shall be prepared and considered by the BOD and submitted to the GMS for approval.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRLADY

CÔNG TY CỔ PHẦN THÀNH THÀNH CÔNG - BIÊN HÒA
TỈNH TÂY NINH

DANG HUYNH UC MY