SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

REGULATIONS ON ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS

THANH THANH CONG - BIEN HOA JOINT STOCK COMPANY

Head Office: Tan Hung Commune, Tan Chau District, Tay Ninh Province

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CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of Regulation

This Regulation stipulates the organizational structure, principles of operation, duties, and powers of the Board of Directors (BOD) and its members, ensuring compliance with the provisions of the Enterprise Law, the Company Charter, and other relevant legal regulations.

Article 2. Subjects of Application

This Regulation applies to the BOD, Members of the BOD, Boards, Committees, supporting units/departments under the BOD, and other related individuals and entities.

Article 3. Interpretation of Terms

1. In this regulation, the following terms shall be understood as follows:
    a. Company: Refers to Thanh Thanh Cong - Bien Hoa Joint Stock Company.
    b. Charter: Refers to the Charter of Thanh Thanh Cong - Bien Hoa Joint Stock Company.
    c. GMS: Abbreviation for the General Meeting of Shareholders.
    d. BOD: Abbreviation for the Board of Directors.
    e. CEO: Refers to the Chief Executive Officer of the Company
    f. Enterprise Law: Refers to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020.
    g. Securities Law: Refers to the Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019.
    h. Manager: Refers to the individuals managing the Company, including the Chairman (Chairlady) of the BOD, BOD members, and the CEO.
    i. Executive: Refers to the individuals running the Company, including the CEO, Vice Presidents (VPs), Chief Accountant, and other executives (if any) as defined in the Charter.
    j. Board of Management: Refers to employees assigned and authorized by the BOD or its authorized representative to execute activities approved by the BOD during the implementation of the Company's production and business operations.
    k. Related Person: Refers to individuals or organizations defined in Clause 46, Article 4 of the Securities Law.
    l. Business Unit (BU): Abbreviation for Business Unit, including companies governed under the Business Unit Management Regulations.
2. In this Regulation, references to one or more articles or legal documents shall include amendments, supplements, or replacements of those documents.
3. The titles (chapters, articles of this Regulation) are used for ease of understanding and do not affect the content of this Regulation.
4. Any words or terms defined in the Enterprise Law (unless inconsistent with the subject or context) shall have the same meaning in this Regulation.

Article 4. Principles of Organization and Operation of the Board of Directors

The organization and operation of the BOD must adhere to the following principles:

1. The BOD operates on a collective basis. Each member of the BOD is individually responsible for their assigned tasks and collectively accountable to the GMS and the law for the resolutions and decisions of the BOD regarding the Company's development.
2. The BOD must perform its assigned rights and duties with honesty, prudence, and in the best manner to ensure the maximum legitimate interests of shareholders and the Company. Simultaneously, it must avoid conflicts of interest that may cause damage to the Company.
3. The BOD assigns responsibilities to its members, Boards, Committees, Departments/Units under the BOD, the CEO, and other managers or executives to implement and execute the resolutions and decisions of the BOD.

CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS

Article 5. Rights and Obligations of BOD Members

1. BOD members are entitled to all rights stipulated in the Securities Law, relevant legal regulations, the Company's Charter, resolutions of the GMS, resolutions of the BOD, and the Company's internal regulations and policies, including the right to access information and documents regarding the financial status and business activities of the Company and its subsidiaries.
2. BOD members have the rights and obligations stipulated in the Company's Charter and the following additional rights and obligations:
   a. Performing their duties honestly, prudently, and in the best interests of shareholders and the Company;
   b. Attending all BOD meetings, directly participating in discussions and voting, or submitting their voting opinions (if absent) for decisions on meeting agenda items, and bearing personal responsibility before the law, the GMS, and the BOD for their expressed opinions;
   c. Promptly and fully reporting to the BOD on any remuneration received from subsidiaries, affiliated companies, and other organizations;
   d. Reporting to the BOD at the next meeting on transactions between the Company, its subsidiaries, or other companies in which the Company holds at least 50% of the charter capital, with the BOD member or their related persons; transactions between the Company and any company where the BOD member was a founding member or held a management position in the past three years prior to the transaction;
   e. Disclosing information when conducting transactions involving the Company's shares in accordance with the law;
   f. Analyzing and assessing the Company's operational and business performance and providing input on the formulation of annual, quarterly, and monthly business plans and objectives;
   g. Being assigned responsibility by the BOD for one or more specific areas of its operations and being authorized to make decisions and sign documents related to those assigned areas;

h. Reporting to the State Securities Commission of Viet Nam and disclosing information on share transactions between themselves and their related persons in accordance with legal regulations.

3. In addition to the rights and obligations stated in Clauses 1 and 2 of this Article, independent BOD members are responsible for preparing evaluation reports on the performance of the BOD.

Article 6. Right of BOD Members to Access Information

1. In compliance with the Company's Charter, this Regulation, the Regulations on Organization and Operation of the BOD, and other internal regulations, BOD members have the right to request the CEO, VPs, and other managers within the Company to provide information and documents related to the financial status and business activities of the Company and its subsidiaries.
2. The requested managers and VPs must provide timely, complete, and accurate information and documents as requested by the BOD members. The procedures for requesting and providing information shall be governed by the Company's Charter and internal regulations.

Article 7. Term and Number of Board Members

1. The number of BOD members shall be at least three (03) and no more than eleven (11). The specific number of BOD members in each term shall be decided by the GMS.
2. The term of office for a BOD member shall not exceed five (05) years; BOD members may be re-elected for an unlimited number of terms. An individual may serve as an independent BOD member of a company for no more than two (02) consecutive terms.
3. In the event that all BOD members simultaneously complete their terms, they shall continue to serve as BOD members until new members are elected and take over their responsibilities.
4. The number of non-executive BOD members shall be at least one-half (½) of the total number of BOD members. The number of independent BOD members shall be determined in accordance with Clause 4, Article 276 of Decree No. 155/2020/NĐ-CP. The rights, obligations, organizational structure, and operational coordination of independent BOD members shall be determined in accordance with applicable laws, the Company's Charter, the Internal Corporate Governance Regulations, and this Regulation.

Article 8. Standards and Conditions for Members of the Board of Directors

1. Members of the BOD must meet the following standards and conditions:
   a. Must not fall under any category prohibited from managing enterprises as stipulated in Clause 2, Article 17 of the Enterprise Law.
   b. Must have professional qualifications and experience in business administration of the Company or in the industry and business field of the Company and are not necessarily required to be a shareholder of the Company.
   c. May concurrently serve as a member of the BOD of other companies.
   d. Must not provide consultancy services, work, invest, contribute capital, or hold managerial or executive positions in another company operating in the same business sector as the Company.
   e. Must not hold positions as a member of the BOD, members' council, or executive management in any other company engaged in the agriculture sector.

f. Must not own 5% or more of the charter capital in another company operating in the agriculture sector.

g. Neither the BOD members nor their related persons may own 5% or more of the charter capital in another company engaged in the agriculture sector.

h. Related persons of the BOD members must not hold managerial or executive positions in another company engaged in the agriculture sector.

i. Must not concurrently hold positions as a member of the BOD in more than five other companies.

j. Must not be involved in any disputes with the Company, its managers, or executives, including existing disputes or disputes that have occurred within the past three years.

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

2. In addition to the standards and conditions stipulated in Clause 1 of this Article, an independent BOD member must also meet the following additional standards and conditions:

   a. Must not be currently working for the Company, its parent company, or subsidiaries; must not have worked for the Company, its parent company, or subsidiaries for at least the past three consecutive years

   b. Must not be receiving salary or remuneration from the Company, except for allowances granted to BOD members as prescribed

   c. Must not have a spouse, biological or adoptive parent, biological or adoptive child, biological or adoptive sibling who is a major shareholder of the Company or a manager of the Company or its subsidiaries.

   d. Must not directly or indirectly own at least 1% of the total voting shares of the Company.

   e. Must not have previously served as a member of the BOD or the Supervisory Board of the Company for at least the past five consecutive years, except when continuously appointed for two consecutive terms.

   f. Must comply with other standards and conditions stipulated in the Company's Charter and the Internal Corporate Governance Regulations.

3. Independent members of the BOD must notify the BOD if they no longer meet the standards and conditions specified in Clause 2 of this Article. They shall automatically cease to be independent BOD members from the date they fail to meet these standards and conditions. The Board of Directors must report cases where independent BOD members no longer meet the standards and conditions at the next GMS or convene a GMS to elect or replace independent BOD members in accordance with the Company's Charter.

Article 9. Chairman (Chairlady) of the Board of Directors

1. The Chairman (Chairlady) of the BOD shall be elected, dismissed, or removed by the BOD from among the BOD members.

2. The Chairman (Chairlady) of the BOD shall not concurrently hold the position of CEO.

3. Chairman (Chairlady) of the BOD shall have the following rights and responsibilities:

   a. Developing strategies and plans for the BOD' activities.;

b. Preparing the agenda, contents, and documents for meetings; convening, presiding over, and chairing BOD meetings;

c. Organizing the approval of resolutions and decisions of the BOD

d. Supervising the implementation of resolutions and decisions of the BOD;

e. Presiding over the GMS;

f. Exercising other rights and responsibilities as prescribed by the Enterprise Law, the Charter, GMS resolutions, BOD resolutions, and the company's internal regulations and policies.

4. In the event that the Chairman (Chairlady) of the BOD resigns, is dismissed, removed, or ceases to be a BOD member, the BOD must elect a replacement within 30 days from the date of receiving the resignation letter or the date of dismissal or removal. If the Chairman (Chairlady) of the BOD is absent or unable to fulfill their duties, they must provide written authorization for the Standing Vice Chairman (Standing Vice Chairlady) of the BOD or another member to perform the Chairman's (Chairlady's rights and responsibilities as stipulated in the Charter. If no authorized person is designated, or if the Chairman (Chairlady) passes away, goes missing, is temporarily detained, is serving a prison sentence, is subject to compulsory rehabilitation or educational measures, has fled residence, has restricted or lost legal capacity, has difficulties in perception or behavior control, or is prohibited by a court from holding positions or engaging in certain professions, the remaining members shall elect one among them to temporarily assume the position of Chairman (Chairlady) of the BOD based on a majority vote until a new decision is made by the BOD.

5. When deemed necessary, the BOD shall decide on the appointment of a Company Secretary. The Company Secretary shall have the following rights and responsibilities:

a. Assisting in organizing and convening GMS and BOD meetings; recording meeting minutes;

b. Supporting BOD members in fulfilling their assigned rights and responsibilities;

c. Assisting the BOD in applying and implementing corporate governance principles;

d. Supporting the company in shareholder relations and protecting the legal rights and interests of shareholders, ensuring compliance with information disclosure obligations and administrative procedures;

e. Exercising other rights and responsibilities as prescribed by law and the Charter.

Article 10. Responsibilities and Authority of the Vice Chairman (Vice Chairlady) of the Board of Directors

The Standing Vice Chairman (Standing Vice Chairlady) of the BOD (if any) or the Vice Chairmen (Vice Chairladies) of the BOD (if any) shall be elected, dismissed, or removed by the BOD from among the BOD members. The Standing Vice Chairman (Standing Vice Chairlady) of the BOD or the Vice Chairmen (Vice Chairladies) of the BOD shall have the following responsibilities and authority:

1. Advising the Chairman (Chairlady) of the BOD on corporate governance matters and assisting the Chairman (Chairlady) of the BOD in managing the activities of the BOD.

2. Being assigned by the BOD to be in charge of one or more areas of the BOD's activities and being authorized to make decisions and sign certain documents related to the areas under their

responsibility.

3. Replacing the Chairman (Chairlady) of the BOD in convening and presiding over BOD meetings, managing BOD activities, and performing corporate governance functions when the Chairman (Chairlady) is absent, provided that such replacement has been authorized in writing by the Chairman (Chairlady) of the BOD.
4. Exercising other rights and fulfilling other responsibilities as prescribed by applicable laws, resolutions of the GMS, resolutions of the BOD, the Charter, the Internal Corporate Governance Regulations, and this Regulation.

Article 11. Dismissal, Removal, Replacement, and Supplementation of BOD Members

1. A BOD member shall be dismissed in the following cases:
   a. Failing to meet the qualifications and conditions to be a BOD member as prescribed by the Enterprise Law, the Company's Charter, the Internal Corporate Governance Regulations, and this Regulation;
   b. Submitting a resignation letter that has been approved.
2. A BOD member shall be removed if they do not participate in BOD activities for six (06) consecutive months, except in cases of force majeure.
3. A BOD member shall automatically lose their membership in the following cases:
   a. Upon the expiration of their term;
   b. Death or being declared deceased by a court;
   c. Being declared missing by a court;
   d. Being declared legally incapacitated by a court;
   e. Being declared as having difficulty in perception and behavior control by a court; or
   f. Being declared as having restricted legal capacity by a court.
   g. Other cases as prescribed by law.
4. If deemed necessary, the GMS shall decide to replace, dismiss, or remove a BOD member beyond the cases specified in Clauses 1 and 2 of this Article.
5. The BOD must convene an extraordinary GMS to elect additional BOD members in the following cases:
   a. The BOD must convene a GMS meeting within sixty (60) days from the date the number of BOD members is reduced by more than one-third (1/3) of the total number of BOD members specified in Clause 1, Article 7 of this Regulation.
   b. The number of independent BOD members falls below the ratio specified in Clause 4, Article 7 of this Regulation.
   c. Except for the cases specified in points a and b of this Clause and the cases of additional BOD member elections under Clause 2, Article 18 of this Regulation, the GMS shall elect a new member to replace the dismissed, removed, or disqualified BOD member at the next meeting.

Article 12. Method of Election, Dismissal, and Removal of Board Members

1. Nomination and candidacy for the BOD:

a. Shareholders or groups of shareholders who meet the conditions stipulated in the Company's Charter have the right to nominate candidates for the BOD. They must notify the BOD of their nominations no later than **three (3) working days** before the opening date of the GMS or the date of submitting answered questionnaires for electing BOD members.

b. Based on the number of BOD members determined by the GMS, shareholders or groups of shareholders as specified in Point a, Clause 1 of this Article have the right to nominate one or more candidates for the BOD, but not exceeding the maximum number allowed under the Company's Charter. In cases the number of BOD candidates through nominations and applications is still insufficient, the incumbent BOD must introduce additional candidates or organize nominations in accordance with the Charter. The additional candidates nominated by the incumbent BOD must be publicly disclosed before the GMS votes on electing BOD members, in compliance with legal regulations.

2. Method of Election for BOD Members:

a. The voting for BOD members shall be conducted either through proportional voting based on shareholding percentage or by cumulative voting. Before the GMS or the questionnaire survey for BOD election, the BOD shall decide on the appropriate voting method in accordance with the Charter.

b. If cumulative voting is applied, each shareholder or authorized representative shall have a total number of votes equal to their total shares multiplied by the number of BOD members to be elected. The shareholder may allocate all of their votes to one or multiple candidates.

c. The cumulative voting method shall be defined by the BOD in the Election Regulations and submitted to the GMS for approval before the election.

d. Elected BOD members shall be determined based on the highest number of votes, starting from the candidate with the most votes until the required number of BOD members is fulfilled (ensuring compliance with the minimum number of independent BOD members as required by the Charter). To satisfy the minimum requirement of independent BOD members per Clause 4, Article 7 of this Regulation, candidates must receive at least one (1) vote. Independent BOD members shall be selected first (ranked by the highest vote count among independent candidates). Once the required number of independent members is fulfilled, the remaining BOD members shall be selected based on the highest vote count (including both non-independent and remaining independent candidates).

e. In cases where two (2) or more candidates receive the same number of votes for the final BOD position, a re-election shall be conducted among those candidates or selected based on the criteria stated in the Election Regulations. If the required number of BOD members or independent BOD members is not met, the GMS shall conduct re-elections until the required number is fulfilled.

3. The voting for the dismissal and removal of BOD members shall be decided by the GMS through a voting method based on shareholding percentage.

Article 13. Notification of Election, Dismissal, and Removal of BOD Members

1. In cases where candidates for the BOD have been determined in advance, the Company must disclose relevant information about these candidates at least ten (10) days before the GMS on the Company's official website. This allows shareholders to review the candidates before voting. BOD candidates must provide a written commitment ensuring the truthfulness and

accuracy of their disclosed personal information. They must also commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as BOD members. The disclosed information regarding BOD candidates includes:

a. Full name, date of birth.

b. Professional qualifications.

c. Work experience.

d. Other managerial positions (including directorship and other executive roles in other companies).

e. Relevant interests related to the Company and its affiliated entities.

f. Information on other companies where the candidate holds a directorship or managerial position, as well as any related interests (if any).

g. Other information (if applicable) as required by law.

The notification of election results, dismissal, and removal of BOD members shall comply with applicable regulations on information disclosure.

CHAPTER III. BOARD OF DIRECTORS

Article 14. Organizational Structure of the Board of Directors

The organizational structure of the Board of Directors (BOD) consists of:

1. One (01) Chairman (Chairlady) of the BOD.
2. One (01) Standing Vice Chairman (Standing Vice Chairlady) of the BOD.
3. Vice Chairmen (Vice Chairladies) of the BOD (optional, as decided by the BOD from time to time).
4. Members of the BOD.

Article 15. Role and Functions of the Board of Directors

1. The BOD is the governing body of the Company, with full authority to act on behalf of the Company to make decisions and exercise the rights and obligations of the Company, except for those within the authority of the GMS.
2. Governance Functions of the BOD

    a. Defining strategic directions, setting objectives, and establishing development solutions and policies for the Company and its subsidiaries in the medium and long term, as well as for each period.

    b. Directing the preparation and approval of the annual business and financial plan.

    c. Guiding the development and issuance of regulatory documents to translate state laws into the Company's legal framework, ensuring appropriate governance of all Company activities within its authority.

    d. Directing and overseeing the implementation of development strategies, business objectives, and financial plans for the Company and its subsidiaries in each financial year.

    e. Establishing and improving the organizational structure and operational mechanisms to align with the Company's and subsidiaries' development requirements over time.

f. Developing, nurturing, and managing a structured workforce, including succession planning for positions under the BOD's appointment authority, while directing the Executive Board to build a talent pool that meets the Company's development needs.

3. Management Functions of the BOD

a. Representing the GMS in managing the Company, overseeing the CEO and other executives in complying with the law, adhering to regulations, and implementing the resolutions and decisions of the BOD.

b. Monitoring and managing shareholders, shares, stock transactions, and the Company's assets, including the transfer of share ownership.

c. Closely monitoring and managing the use of the Company's funds, including investment capital allocation over different periods. Based on proposals from BOD members or the CEO, the BOD may determine measures to adjust capital usage in a safe and efficient manner.

d. Supervising, managing, and ensuring the transparent, efficient, and lawful use of financial resources for purchasing, constructing, and upgrading the Company's fixed assets, in accordance with legal and Charter provisions.

e. Directly receiving and addressing issues reported by the Company's capital representatives at subsidiaries.

Article 16. Powers and Responsibilities of the Board of Directors

1. The powers and responsibilities of the BOD are regulated by law, the Company's Charter, and the GMS. Specifically, the BOD has the following powers and responsibilities:

a. Determining the strategy, medium-term development plan, and annual business plan of the Company;

b. Recommending the types and total number of shares to be offered;

c. Deciding on the sale of unsold shares within the authorized number of shares for sale and determining other capital mobilization methods;

d. Deciding on the selling price of the Company's shares and bonds;

e. Approving share repurchases as prescribed by the Enterprise Law;

f. Determining investment plans and projects within its authority and the limits set by law;

g. Establishing solutions for market development, marketing, and technology advancement;

h. Approving investments or the sale of assets valued at less than 70% of the total asset value recorded in the Company's most recent financial statements;

i. Approving contracts, transactions, loans, lending agreements, and other agreements of the Company, except those that require approval from the GMS as per Clause 3, Article 167 of the Enterprise Law; Point d, Clause 1; Points h and k, Clause 3, Article 14; Point b, Clause 7, Article 35; Clause 8, Article 35, and Point b, Clause 9, Article 35 of the Company's Charter;

j. Electing, dismissing, and removing the Chairman (Chairlady) of the BOD; appointing, dismissing, signing, and terminating contracts for the CEO and other key managers as recommended by the CEO; determining salaries, remuneration, bonuses, and other benefits for these managers; appointing representatives to participate in the Members' Council or GMS of other companies and deciding on their remuneration and other benefits;

k. Supervising and directing the CEO and other managers in the daily business operations of the Company;

l. Determining the organizational structure, policies, regulations, and internal management rules of the Company, except for those under the GMS's authority; deciding on all matters related to subsidiaries, affiliated companies, branches, and representative offices, including but not limited to their establishment and capital contributions or share purchases in other enterprises, except those within the GMS's authority;

m. Approving the agenda, materials, and resolutions for the GMS; convening the GMS or collect opinions for GMS resolutions;

n. Submitting the audited annual financial statements to the GMS;

o. Recommending dividend payments, determining the timing and procedures for dividend distribution, or handling business losses;

p. Approving and issuing the BOD's Organizational and Operational Regulations, the Internal Corporate Governance Regulations upon GMS approval, and regulations on the operation of the Audit Committee and the Company's information disclosure policies;

q. Approving investments that are not included in the business plan or those exceeding 10% of the annual budget, except those requiring GMS approval;

r. Reviewing and addressing violations causing harm to shareholders and the Company regarding positions appointed by the BOD;

s. Revoking or amending decisions made by the CEO if they result in conflicts of interest, are not in the Company's best interests, or violate legal regulations, the Charter, or internal regulations;

t. Issuing resolutions requiring the CEO to execute matters under their authority following the BOD's instructions and guidance; and

u. Exercising other powers and responsibilities as prescribed by the Enterprise Law, the Securities Law, other applicable laws, and the Company's Charter.

2. The BOD approves resolutions and decisions through voting at meetings, questionnaire survey, or other methods stipulated by the Company's Charter. Each BOD member has one vote.

3. If a resolution or decision approved by the BOD violates the law, a GMS resolution, or the Company's Charter, causes damage to the Company, the members who voted in favor of the resolution or decision shall bear joint and personal liability and must compensate the Company for any damages incurred. Members who opposed the resolution or decision shall be exempt from liability. In such cases, shareholders have the right to request the court to suspend or annul the resolution or decision.

Article 17. Responsibilities and powers of the Board of Directors in approving and signing transaction contract

1. The BOD shall approve contracts and transactions with a value of less than 35% of the total asset value recorded in the latest financial statements and that do not result in the total transaction value arising within 12 months from the date of the first transaction reaching 35%

or more of the total asset value recorded in the latest financial statements between the Company and any of the following parties:

a. Members of the BOD, the CEO, enterprise managers, and their related persons;

b. Shareholders, authorized representatives of shareholders holding more than 10% of the total ordinary shares of the Company, and their related persons;

c. Enterprises related to the entities specified in Clause 2, Article 164 of the Enterprise Law.

2. The key contents of the contracts and transactions specified in Clause 1 of this Article, as well as the relationships and interests of the BOD members and their related persons, must be reported to the BOD by the Company's representative signing the contract or transaction, along with a draft contract or key transaction details. The BOD shall approve such contracts and transactions within 15 days from the date of receipt of the notification. The approval shall be granted by a majority vote of the BOD members who do not have related interests in the transaction.

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

1. The BOD must convene an extraordinary General Meeting of Shareholders (EGM) in the following cases:

   a. When the BOD deems it necessary for the benefit of the Company;

   b. When the remaining number of BOD members is less than the minimum number required by law;

   c. When the number of remaining independent BOD members is less than the minimum required by law or fewer than two members, whichever occurs first;

   d. When a shareholder or a group of shareholders as prescribed in Clause 3, Article 11 of the Company's Charter requests in writing to convene a GMS. The written request must clearly state the reasons and purpose of the meeting, include all the necessary contents as specified in Clause 4, Article 115 of the Enterprise Law, and bear the signatures of all relevant shareholders. If the request is made in multiple copies, the signatures of all relevant shareholders must be collected;

   e. Other cases as prescribed by law.

2. The BOD must convene the EGM within 60 days from the date the number of remaining BOD members falls below the minimum as stated in Point b, Clause 1 of this Article. The BOD must also convene the EGM within 60 days from the date the number of remaining independent BOD members falls below the minimum as stated in Point c, Clause 1 of this Article or upon receiving a request as stipulated in Point d, Clause 1 of this Article. This provision does not apply in cases where an independent BOD member no longer meets the eligibility requirements under Clause 3, Article 155 of the Enterprise Law. In such cases, the BOD has the right to choose one of the actions specified in Clause 3, Article 155 of the Enterprise Law.

3. The person convening the EGM must perform the following tasks:

   a. Preparing the list of shareholders eligible to attend the EGM;

   b. Providing information and handling complaints related to the list of shareholders;

   c. Preparing the agenda and contents of the meeting;

d. Determining the time and location for holding the meeting;

e. Preparing materials for the meeting and draft resolutions of the GMS based on the proposed meeting agenda, as well as the list and detailed information of candidates in case of an election for BOD members;

f. Notifying and sending meeting invitation announcement to all eligible shareholders;

g. Carrying out other necessary tasks to organize the meeting.

Article 19. Committees of the Board of Directors

1. The BOD may establish Committees to support its operations, including but not limited to the Audit Committee, Sustainable Development Committee (ESG), Human Resources Committee, and other Boards, Committees, or supporting units of the BOD. The number, terms, qualifications, and conditions for members of each Boards, Committees, or supporting unit shall be determined by the BOD.

2. The BOD stipulates in detail the establishment and issuance of organizational and operational regulations for Boards, Committees, or supporting units under the BOD, including but not limited to the responsibilities of each Board, Committee, or supporting unit, the responsibilities of the members of each Board, Committee, or supporting unit, organizational structure, meeting and voting procedures, decision-making mechanisms, remuneration, evaluation, and other issues related to the Boards, Committees, or supporting units. The activities of the Boards, Committees, or supporting units must comply with the regulations of the BOD.

3. Boards, Committees, or supporting units shall hold regular meetings to plan activities, execute tasks assigned by the BOD, and report to the BOD at the end of the fiscal year or upon request. The quarterly regular meetings of the Boards, Committees, or supporting units must be held before the BOD's quarterly meetings.

   The BOD may assess the effectiveness of the members of the Boards, Committees, or supporting units periodically or at any given time.

4. The BOD may participate in meetings of the Boards, Committees, or supporting units.

CHAPTER IV. MEETINGS OF THE BOARD OF DIRECTORS

Article 20. Procedures for Organizing BOD Meetings

1. The Chairperson of the BOD shall be elected in the first meeting of the BOD within 07 working days from the date of the completion of the BOD election. This meeting shall be convened and chaired by the member who receives the highest number or percentage of votes. In the case of multiple members receiving the highest and equal votes, the members shall vote based on the majority principle to select one person among them to convene the BOD meeting.

2. The BOD shall meet at least once per quarter and may convene extraordinary meetings. The BOD must establish an annual schedule for regular meetings.

3. The agenda of regular meetings shall include:

   a. Evaluating the previous period's performance, approving, and discussing measures for the implementation of the current period's action plan.

   b. Discussing and deciding on matters related to the implementation of the Company's long-term development objectives under the authority of the BOD.

c. Approving new regulations or amendments within the authority of the BOD.

d. Discussing and deciding on other matters related to the responsibilities and authority of the BOD.

4. Cases requiring an extraordinary BOD meeting:

The Chairperson of the BOD shall convene an extraordinary BOD meeting under any of the following circumstances:

a. Upon the request of an independent BOD member.

b. Upon the request of the CEO or at least five (05) other management personnel.

c. Upon the request of at least two (02) BOD members.

d. Upon the request of an independent audit firm conducting an audit of the Company's financial statements.

e. When the BOD deems it necessary for the Company's interests.

Any requests under Clause 4 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions under the authority of the BOD.

5. The Chairperson of the BOD must convene the BOD meeting within 07 working days from the date of receiving the request specified in Clause 4 of this Article. If the Chairperson fails to convene the meeting, he/she shall be held accountable for any damage to the Company. The requesting party may replace the Chairperson in convening the BOD meeting.

6. The Chairperson of the BOD is responsible for convening BOD meetings, preparing the agenda, determining the time and location of the meeting. If necessary, the Chairperson may delegate this responsibility to another BOD member while remaining accountable for such delegation.

7. The Chairperson of the BOD or the convener must send a meeting invitation announcement at least 02 working days before the meeting date. The meeting invitation announcement must specify the time and location, the agenda, topics for discussion, and decisions. The announcement must include the meeting documents and the voting cards for BOD members.

8. The meeting invitation announcement may be sent via written invitation, telephone, fax, electronic means, or other methods ensuring delivery to the registered contact address of each BOD member.

9. The BOD may collect opinions from BOD members by questionnaire survey via email or through the Company's information system in accordance with conditions and procedures issued by the BOD.

10. In addition to the meetings prescribed in this Article, the BOD may hold informal meetings or discussions on specialized topics that do not require official convening, organization, or minute-taking as specified in Article 28 of the Charter. Such discussions shall not be considered official BOD meetings for issuing resolutions or voting on any matters.

Article 21. Conditions for conducting meetings and voting procedures in the Board of Directors' Meetings

1. Conditions for conducting a BOD meeting:

a. The first meeting of the BOD can only proceed if at least three-fourths (3/4) of the total number of BOD members are present.If the required number of attendees is not met, the meeting must be reconvened within seven (07) days from the initially scheduled date. The reconvened meeting shall be conducted if more than half (1/2) of the BOD members are present.

b. A BOD member is considered to be present and voting at the meeting in any of the following cases:

   i. Attending and voting in person at the meeting;

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

   iii. Attending and voting through an online conference, electronic voting, or other electronic means;

   iv. Sending a voting card to the meeting via mail, fax, or email. In the case of voting by mail, the voting card must be sealed in an envelope and submitted to the Chairperson of the BOD no later than one (01) hour before the meeting starts. The voting card shall only be opened in the presence of all attendees.

2. Voting procedures and approval of BOD resolutions:

   a. The BOD shall approve decisions by voting at meetings, questionnaire survey, or other forms, depending on the circumstances and specific matters. Except as stipulated in Point b of this Clause, each BOD member or directly authorized representative present in person at the meeting shall have one vote;

   b. BOD members are not allowed to vote on contracts or transactions that bring personal benefits to them or their related parties, as stipulated by law. Such members shall not be counted towards the quorum required for a BOD meeting when voting on matters in which they have no voting rights;

   c. As per Point d of this section, a member with a related interest is not allowed to vote, unless the nature or scope of the interest has not been properly disclosed;

   d. A BOD member benefiting from a contract as defined in Clause 9, Article 35 of the Charter shall be deemed to have an interest in that contract;

   e. A BOD resolution or decision is approved if it receives a majority vote from the attending and voting members. In the case of a tie, the final decision shall be determined by the vote of the Chairman (Chairlady) of the BOD or the person authorized by the Chairman (Chairlady). If the Chairman (Chairlady) does not have voting rights and the votes are tied, the matter shall not be approved.

3. Members of the BOD must fully attend all BOD meetings. A member may authorize another BOD member to attend and vote on their behalf, provided that the majority of the BOD members approve the authorization.

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

1. Meetings of the BOD must be recorded in minutes and may also be audio recorded or stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following key contents:

   a. Company name, headquarters address, and business registration number;

   b. Time and location of the meeting;

c. Purpose, agenda, and meeting contents;

d. Names of attending members or authorized representatives and their mode of attendance; names of absent members and reasons for absence;

e. Matters discussed and voted on at the meeting;

f. Summary of opinions expressed by each attendee in the order of discussion;

g. Voting results, clearly indicating members who agreed, disagreed, or had no opinion;

h. Resolutions passed and corresponding voting percentages;

i. Names and signatures of the chairperson and the minutes taker, except as specified in Clause 2 of this Article.

2. In cases (i) the chairperson or the minutes taker, or (ii) both the chairperson and the minutes taker refuse to sign the meeting minutes, but all other attending BOD members agree to approve the minutes and sign them, ensuring the contents comply with points a, b, c, d, e, g, and h of Clause 1 of this Article, then the minutes shall remain valid. The meeting minutes must specify the refusal of (i) the chairperson or the minutes taker, or (ii) both the chairperson and the minutes taker to sign the document. Individuals who sign the meeting minutes shall bear joint responsibility for the accuracy and truthfulness of the contents. The chairperson and the minutes taker shall be personally liable for any damage caused to the company due to their refusal to sign the minutes, as stipulated by the Enterprise Law, the Company's Charter, and relevant legal provisions.

3. The chairperson, minutes taker, and all individuals signing the minutes shall be responsible for ensuring the authenticity and accuracy of the meeting records.

4. The BOD meeting minutes must be prepared in Vietnamese and may also be translated into English. Both the Vietnamese and English versions shall have equal legal validity. In the event of any discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail.

5. The BOD meeting minutes, and all documents used in the meeting must be kept at the Company's headquarters.

CHAPTER V. REPORTING AND DISCLOSURE OF BENEFITS

Article 23. Annual Reporting

1. The BOD must report to the GMS on its operational results in accordance with Point c, Clause 2, Article 14 of the Company's Charter, ensuring the inclusion of the following:

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

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

c. Report on transactions between the Company, its subsidiaries, and companies in which the Company holds more than 50% of the charter capital, with BOD members and their related persons; transactions between the Company and entities where a BOD member is a founding member or has held a managerial position within the last three years prior to the transaction.

d. Activities of independent BOD members and their evaluations of the BOD's performance.

e. Evaluation of the Company's management and operations conducted by the Executive Board.

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

g. Supervision results of the CEO and other executives.

2. The reports specified in Clause 1 of this Article, along with the audit reports, shall be retained at the Company's headquarters in an appropriate format, in accordance with legal regulations.

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

1. The Company has the right to pay remuneration and bonuses to BOD members based on business results and performance efficiency.
2. BOD members are entitled to remuneration and bonuses in accordance with business results and performance efficiency. The total remuneration and bonus package for the BOD shall be determined by the GMS at its annual meeting.
3. The remuneration of each BOD member shall be recorded as an operating expense of the Company in compliance with tax regulations on corporate income tax. This shall be presented as a separate item in the Company's annual financial statements and must be reported to the GMS at the annual meeting.
4. Any BOD member who holds an executive position (including but not limited to the Chairman (Chairlady), Standing Vice Chairman (Standing Vice Chairlady), or Vice Chairman(Vice Chairlady)), serves onBoards, Committees, or supporting units of the BOD, or performs additional tasks that, in the opinion of the BOD, exceed the normal duties of a BOD member, may receive additional remuneration. This may take the form of a lump-sum payment, salary, commission, profit-sharing, or other forms as determined by the BOD.
5. BOD members are entitled to reimbursement for all reasonable expenses incurred in the execution of their BOD responsibilities, including travel, accommodation, and other necessary costs. This includes expenses related to attending BOD meetings, Boards, Committees, or supporting units of the BOD, as well as GMS meetings.
6. The Company may purchase liability insurance for BOD members with prior approval from the GMS. However, this insurance shall not cover liabilities related to violations of laws or the Company's Charter committed by the BOD members.

Article 25. Disclosure of related interests

Unless otherwise stipulated in the Company's Charter with stricter provisions, the disclosure of interests and related persons within the Company shall be carried out as follows:

1. Members of the BOD must declare their related interests with the Company, including:
   a. The name, business registration number, registered headquarters address, and business activities of any company in which they hold shares or contributed capital; as well as the percentage and date of ownership of such shares or contributed capital.
   b. The name, business registration number, registered headquarters address, and business activities of any company in which their related persons jointly or individually own more than 10% of the charter capital.
2. The declaration stipulated in Clause 1 of this Article must be completed within seven (07) working days from the date the related interest arises. Any amendments or additions must be reported to the Company within seven (07) working days from the date of such amendments

or additions.

3. Any BOD member acting on their own behalf or on behalf of another person to conduct business within the Company's operational scope must disclose the nature and content of such business to the BOD and may only proceed upon approval by the majority of the remaining BOD members. If a BOD member carries out such activities without disclosure or without the majority's approval, all income derived from such activities shall belong to the Company.

CHAPTER VI. RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 26. Working Relationship with Shareholders

1. The BOD and its members must establish, maintain, and uphold a consistent and positive relationship with the Company's shareholders. This is demonstrated through the regular disclosure of the Company's financial statements, the continuous provision of permissible information, and, most importantly, by ensuring the Company's effective performance each year.
2. The BOD must ensure transparency in the management and operations of all aspects of the Company. It must lead by being exemplary in fulfilling obligations as stipulated in the Company's Charter and always show respect to shareholders, including those holding the smallest number of shares.
3. The Chairperson and the BOD must address shareholders' recommendations in a timely and transparent manner. The BOD must provide clear and consistent explanations to shareholders' inquiries and promptly resolve any complaints or concerns raised by shareholders (if any) as a means of maintaining and strengthening a good relationship between the BOD and shareholders.

Article 27. Relationship among members of the Board of Directors (BOD)

1. The relationship among BOD members is one of coordination, in which members are responsible for keeping each other informed on relevant matters during the execution of their assigned duties.
2. When handling tasks, the designated BOD member with primary responsibility must proactively coordinate with other members if the matter involves areas under their purview. In cases where disagreements arise among BOD members, the member with primary responsibility shall report to the Chairperson of the BOD for review and decision-making within their authority or arrange a meeting or collect opinions from BOD members in accordance with legal regulations, the Company's Charter, and this Regulation.
3. In the event of a reassignment of responsibilities among BOD members, the involved members must formally hand over all relevant tasks, documents, and materials. This handover process must be documented in writing and reported to the Chairperson of the BOD.

Article 28. Relationship with the Chief Executive Officer (CEO) and the Executive Board

1. As the governing body of the Company, the BOD is responsible for designing a streamlined organizational structure, appropriately allocating personnel, implementing effective monitoring and supervisory mechanisms, and establishing clear, transparent periodic personnel evaluation regulations across all functional areas.
2. The BOD must organize meetings and discussions with the CEO and the Executive Board and

regularly visit and work with subsidiaries (if any) to fulfill its leadership, oversight, and supervisory functions. Additionally, the BOD must listen to and promptly address recommendations related to policies, mechanisms, and strategic directions within its authority.

3. The BOD must act promptly and fairly in addressing violations that arise during operations to maintain discipline and protect the Company's reputation among customers and shareholders.

4. Unless otherwise stipulated by law, the BOD may delegate or assign authority to the Chairperson of the BOD, BOD members, the CEO, other executives, BOD Committees, or other entities to perform one or more responsibilities and powers under its jurisdiction. Such delegation or assignment must serve the best interests of the Company, be formalized through a resolution, and clearly define the assignee, scope, duration, and conditions of the delegation. Individuals or units granted authority by the BOD are not permitted to further delegate their authority unless expressly approved by the BOD.

Article 29. Relationship with the Audit Committee

1. The relationship between the BOD and the Audit Committee is one of coordination. Their working relationship is based on the principles of equality and independence while maintaining close collaboration and mutual support in executing their respective duties.

2. Upon receiving audit reports or summary reports from the Audit Committee, the BOD is responsible for reviewing them and directing relevant departments to develop and implement corrective action plans promptly.

Article 30. Relationship with the Trade Union

1. The BOD shall provide financial support and allocate necessary time for the grassroots Trade Union Executive Committee and affiliated trade union units to effectively fulfill their functions of education, mobilization, and leadership of trade union members.

2. The Company's legal representative or an authorized person shall sign the labor collective agreement with the Trade Union Executive Committee. A mechanism shall be established to allow representatives of the grassroots Trade Union Executive Committee and affiliated units to participate in the annual Reward and Recognition Council. Additionally, a supervisory mechanism shall be developed for the grassroots Trade Union Executive Committee to monitor the proper use of the Reward and Welfare Fund, which is allocated from the Company's post-tax profits annually.

3. The BOD shall facilitate opportunities to listen to the grassroots Trade Union Executive Committee, ensuring that it represents the legitimate aspirations and interests of trade union members and employees working at the Company.

VII. IMPLEMENTATION PROVISIONS

Article 31. Effectiveness

1. If any provision of this Regulation conflicts with the provisions of the Company's Charter or applicable laws, the provisions of the Charter and applicable laws shall prevail. In cases where there are legal provisions related to the operations of the BOD that are not mentioned in this Regulation, or in cases where new legal provisions differ from the terms of this Regulation, such legal provisions shall automatically apply and govern the operations of the BOD.

2. This Regulation shall take effect from the date of approval by the GMS and shall be published on the Company's official website. This Regulation replaces any previously issued Regulations on the organization and operations of the BOD (if any).

3. Any amendments, supplements, replacements, annulments, or abolishments of this Regulation shall be reviewed, formulated by the BOD, and submitted for approval by the GMS.

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS

CHAIRPERSON

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

DANG HUYNH UC MY