

DRAFT

**INTERNAL REGULATION
ON CORPORATE GOVERNANCE
TIEN PHONG PLASTIC
JOINT STOCK COMPANY**

**(Promulgation under Resolution of the General
Meeting of Shareholders No. / NQ- DHDCDTN-
2021/ NTP dated April 19th, 2021)**

Hai Phong, April 2020

Chapter I:

GENERAL PROVISIONS

Article 1. Purpose and scope of adjustment:

This Regulation is based on the provisions of:

- Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and its guiding documents (hereinafter referred to as "**Law on Enterprises**");
- Law on Securities No. 54/2019/QH14 approved by the National Assembly of Socialist Republic of Vietnam on November 26th, 2019; and its documents guiding the implementation of the Law on Securities (hereinafter referred to as "**Law on Securities**");
- Decree No. 155/2020/ND-CP dated December 31st, 2020 of the Government detailing the implementation of a number of articles of the Securities Law (hereinafter referred to as "**Decree No. 155/2017/ND-CP**");
- Circular No. 116/2020 / TT-BTC dated December 31st, 2020 guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020 / ND-CP dated December 31st, 2020 of the Government detailing the implementation of a number of articles of the Securities Law (hereinafter referred to as "**Circular No. 116/2020 / TT-BTC**");
- The Charter on organization and operation of Tien Phong Plastic Joint Stock Company;

This Regulation prescribes the fundamental principles of corporate governance to protect the legitimate rights and interests of shareholders, establishes norms on conduct and ethics for members of the Board of Directors, the General Director and the managers of Tien Phong Plastic Joint Stock Company.

This regulation also serves as a basis for evaluating the performance of the management of Tien Phong Plastic Joint Stock Company (hereinafter referred to as "**the Company**").

Article 2. Interpretation of terms

The terms are construed as follows:

- a. "Corporate Governance" is a system of rules to ensure that the Company is directed and controlled effectively for the benefit of shareholders and those related to the Company. Principles of Corporate Governance include:
 - Ensure an effective governance structure;

- Fair treatment among shareholders;
 - Ensure the role of persons with interests related to the Company;
 - Transparency in the operation of the Company;
 - The Board of Directors leads and controls the Company effectively.
- b. “The Company” is construed as Tien Phong Plastic Joint Stock Company;
- c. “The GMS” is construed as the General Meeting of Shareholders of Tien Phong Plastic Joint Stock Company;
- d. “The BOD” is construed as the Board of Directors of Tien Phong Plastic Joint Stock Company;
- e. "Related person" means an individual or organization stipulated in the Law on Enterprises and the Law on Securities;
- f. Other terms not yet explained in this Regulation shall be construed in accordance with the Law on Enterprises, Law on Securities and Decree No. 155/2020/ND-CP.

CHARTER II:

SEQUENCE AND PROCEDURES FOR CONVENING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

Article 3. Notice of the closing of the list of shareholders entitled to attend the GMS

1. A list of Shareholders met requirement for the participation and vote at the GMS shall be prepared no later than 10 (ten) days prior to the date on which the notice of invitation to the General Meeting of Shareholders is sent.
2. The Company must disclose the information about the list of shareholders who have the right to participate in the General Meeting of Shareholders at least 20 (twenty) days before the record date.

Article 4. Notice of invitation to the GMS

1. The notice of a meeting of the General Meeting of Shareholders shall be sent to all Shareholders to shareholders' address by compatible methods, and at the same time shall be published on the media means of the Company, State Securities Commission and of the Stock Exchange where the Company's shares are listed or registered for trading. The notice of the meeting of the General Meeting of Shareholders must be sent to all shareholders in the list of shareholders entitled to attend the meeting at least 21 days (twenty- one) prior to the General Meeting of Shareholders (calculated from the date on which the notice is validly sent or delivered). In case that shareholder inform the Company about fax number or e-mail address in writing, the notice of the

General Meeting of Shareholders may be delivered at such fax number or e-mail address.

2. The agenda of the General Meeting of Shareholders and documents relating to the issues to be voted at the meeting shall be sent to the Shareholders and/or published on the website of the Company. In case that document sent is not attached to the notice of invitation, the notice of invitation must specify the website address of the Company in order for the accessibility of the shareholders.

3. A Shareholders or a group of Shareholders as stipulated in Clause 3 Article 12 of the Charter can propose issue(s) to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least 03 (three) working days before the opening of the General Meeting of Shareholders. The proposal must contain full name, permanent address, nationality, citizenship identity, identification number, passport or lawful personal identification as for shareholder being an individual; name, enterprise ID number or number of decision of establishment, head office address as for shareholders being an organization; the number and classes of shares held by such shareholders, and the issues proposed to be included in the agenda.

Article 5. How to register to participate in the GMS

1. Shareholders or Proxies have to carry and present the notice of invitation, personal identification, power of attorney and other documents necessary with the GMS Organizer to register at the GMS.

2. The procedure of authorization and filing for appointment of a Proxy: Shareholders will make the written authorization for Proxy to participate in the meeting which is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the individual, the authorized organization, the number of authorized shares, the content of authorization, the scope of authorization, term of authorization, signatures of the principal and the attorney party. The shareholders can submit prior the Power of Attorney to the Organizing Committee before the opening of the GMS.

In case that there is one or more proxies as regulated in the laws, it must specify the number of authorized shares of each proxy.

Article 6. How to vote

1. When conducting the registration for shareholders, the Company will issue each shareholder or proxy a voting ballot, on which full name and the number of shares of such shareholder or proxy is mentioned. The voting ballots may be encoded or digitized so that the voting/counting shall be conducted in the software or technology, digital means. The meeting shall elect persons who are in charge of vote counting or

supervision.

2. The content of the Voting ballot subject to the agenda of the GMS. The form and content of the ballot are as stipulated in the electoral-vote regulation.
3. When conducting the voting at the Meeting, Shareholders will make the voting on voting ballots under the guidance of Vote-Counting Committee.
4. Typically, after the completion of the voting content at the Meeting, Shareholders will put the voting ballot(s) into the sealed ballot box according to guidance of the vote-counting committee.

Article 7. Method of counting votes

1. The Meeting shall elect persons who shall be responsible for counting the votes at the request of the Chairman (voting by showing their hand).
2. Vote-counting Committee shall count the number of approved, disapproved and abstained ballots of each content and be responsible for recording, statistics as well as reporting the vote counting result at the GMS.

Article 8. Announce the results of vote counting

After completing the vote counting, the vote counting committee shall announce the result of direct vote counting at the GMS. The result must specify approved, disapproved and abstained ballots of each issue in details.

Article 9. How to oppose the decision of the General Meeting of Shareholders

1. In case any shareholder opposes the decision of the General Meeting of Shareholders, such shareholder must carry out in written form, clearly write down his/her full name and registration code, contents and reasons for that opposing. That written form must be delivered to the Meeting Secretary.
2. Shareholders voting against the resolution on the re-organization of the Company or on the change of the rights and obligations of shareholders stipulated in the Company Charter have the right to require the company to buy back the shares. The request must be in writing, in which clearly states the name and address of the shareholder, the number of shares in each type, the intended selling price and the reason for requesting the company to buy back. The request must be sent to the company within 10 (ten) days from the date the General Meeting of Shareholders passed the resolution on issues specified in the Charter.

Article 10. Prepare minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must have its minutes recorded, or noted and stored in another electronic form. The minutes of General Meeting of Shareholders must be done and approved prior to the closing of the Meeting.

The Chairman and Secretary of the Meeting are jointly responsible for the truthfulness, accuracy of the contents of minutes.

2. The minutes must be in Vietnamese and can be made in English in addition and have the following main contents:

- a) Name, address of the head office, enterprise ID number;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and meeting content;
- d) Full names of the chairman and secretary;
- e) Summarizing the meeting's progress and opinions expressed at the General Meeting of Shareholders on each issue in the agenda;
- f) Number of shareholders and total number of votes of the participating shareholders, annex of the registered list of the attending shareholders and proxies registering for the GMS with the corresponding number of votes
- g) The total number of votes for each issue voted on, in which clearly states the voting method, the total number of valid, invalid, approved, disapproved and no comment votes, and the corresponding proportion of the total number of votes of shareholders participating the meeting.
- h) The matters that have been passed and the corresponding proportion of approved votes;
- i) The signatures of the Chairman and Secretary of the meeting.

3. The Chairman of the General Meeting of Shareholders shall be responsible for storing the minutes of the General Meeting of Shareholders. The minutes of the GMS's meeting must be published on the website of the Company within twenty-four (24) hours from the ending date of the General Meeting of Shareholders. The minutes of the GMS shall be considered as authentic evidence of the work conducted at the GMS unless an objection to the contents of the minutes is validly made under the regulatory procedure within ten (10) days from the date of sending the minutes.

If the Chairman and Secretary refuses to sign the meeting minutes, this minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and fully contain the contents as prescribed by law. Minutes of the meeting clearly state that the Chairman and Secretary refused to sign the meeting minutes.

4. Minutes of the meeting of the General Meeting of Shareholders, the records, signature books of shareholders attending the Meeting and powers of attorney must be retained at the Company's head office.

Article 11. Disclose the resolution of the General Meeting of Shareholders;

Resolutions of the General Meeting of Shareholders must be disclosed as stipulated in the Charter and provisions of Law on Securities.

Article 12. Approval of the Resolution by the General Meeting of Shareholders in form of a written opinion form

1. The procedure for gathering opinions of shareholders in form of written form is implemented in accordance with Article 22 of the Charter after completing resolution of the General Meeting of Shareholders relating to apply the written opinion collection.

2. The Board of Directors shall count votes and prepare minutes under the witness of shareholders who do not hold managerial positions in the Company.

3. The following cases are approved through voting at the General Meeting of Shareholders.

- Decision on investment or sale for the Company's assets of which the value is equal to or higher than 35% (thirty five percent) of total assets recorded in the most recent audited financial statements of the Company;
- Approval of annual financial statements;
- Re-organization and dissolution of the Company;
- Short-term and long-term development plan of the Company;
- Election, dismissal, removal and replacement of members of the Board of Directors;
- Classes of shares and total offered shares; annual dividend rate of each share.

Article 13. Sequence and procedures for the General Meeting of Shareholders through resolutions to organize live and online conference

1. Based on the actual situation, the Board of Directors decide to convene the Meeting in the form of an online Meeting or online Meeting combined with traditional meeting organization in accordance with the Charter of Tien Phong Plastic. In case the Meeting is organized online, the Organizing Committee established by the Board of Directors is responsible for implementing procedures and tasks for the online organization.

2. The AGM Organizing Committee is responsible for making the list of shareholders entitled to attend the meeting, sending invitation letter, publishing information, sending meeting documents and other work as prescribed in the Charter and legal regulations.

3. Conditions for conducting online Meeting:

- The number of shareholders registered to attend the Meeting represents at least 65% of the total number of shares with voting rights of Tien Phong Plastic according to the list of final registration dates provided by the Securities Depository Center.

- The system of organizing online Meeting, electronic voting must meet the conditions of transmission line, power source, electronic means and other equipment as required and nature of the online meeting.

4. The formality of shareholders registering to attend the online Meeting and electronic voting has the same legal value with attending and voting in the traditional meeting.

5. The Board of Directors is responsible for issuing the necessary instructions for the organization of the online Meeting and electronic voting in accordance with the provisions of law.

CHARTER III:

**NOMINATION, SELF-NOMINATION, ELECTION, DISMISSAL AND
REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS**

Article 14. Criteria applicable to BOD's members

The requirements for BOD members, independent BOD members are stipulated in the Article 26 of the Charter.

Article 15. Methods by which shareholders, groups of shareholders stand for election or nomination candidates to be a member of the Board of Directors.

1. A Shareholder or a group of shareholders holding more than 5% (five percent) of the total common shares have right to add up the number of voting rights of each person to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding from 5% to below 10% of shares with voting right is entitled to nominate 01 (one) candidate; holding from 10% to below 30% of shares with voting right is entitled to nominate up to 02 (two) candidates; holding from 30% to below 40% of shares with voting right is entitled to nominate up to 03 (three) candidates; holding from 40% to below 50% of shares with voting right is entitled to nominate up to 04 (four) candidates; holding from 50% to below 60% of shares with voting right is entitled to nominate up to 05 (five) candidates; holding from 60% to below 70% of shares with voting right is entitled to nominate up to 06 (six) candidates; from 70% to below 80% of shares with voting right is entitled to nominate up to 07 (seven) candidates; from 80% to below 90% of shares with voting right is entitled to nominate up to 08 (eight) candidates; and holding from 90% of shares with voting right is entitled to nominate up to the sufficient number of candidates.

2. The information for nomination of candidate to be BOD includes:
 - a. Letter of nomination to be BOD member;
 - b. Profile of candidate;
 - c. Copies of following legal identification: identification number/citizenship identity/passport/permanent registration book (*if any*);
 - d. Certificates about educational background and professional qualifications (*if any*).
 - e. Confirmation letter on owner rate of shareholder/ a group of shareholders who satisfy nomination requirements;
 - f. Other requirement (*if any*).
3. Candidates for Board member must commit in writing about the authenticity, accuracy and rationality of disclosed personal information and perform their duties truthfully in case such candidate is elected to be Board member.

Article 16. Method of electing members of the Board of Directors;

1. The election of the BOD's members is carried out by the method of cumulative voting whereby each shareholder has the total number of votes corresponding to the total number of shares multiplied by the number of elected members of the Board of Directors and the Shareholders have the right to place all their votes in one or more candidates.
2. The successful candidate will be based on the number of votes casting from high to low, starting from the candidate who obtains the highest numbers of votes until enough quantity as regulations in the Company Charter.
3. In case there are 02 (two) or more candidates who obtain the equal number of votes for the last vacancy of Board member, it shall conduct re-election among the candidates with the equal number of votes.
4. In cases where there are not enough members of the Board of Directors, the GMS will re-elect until enough quantity.

Article 17. Cases of dismissal or removal of members of the Board of Directors;

1. Cases of dismissal or removal of members of the Board of Directors include:
 - a. That member is substandard as a member of the Board of Directors under provisions of Law on Enterprises or prohibited by law;
 - b. That member sent a letter of resignation to the Company's head office and be approved;

- c. That member suffers from mental disorder and other members of the Board of Directors have specialized evidences to prove that such person has no longer act capacity;
 - d. That member is absent from attending the meetings of Board of Directors for six (06) consecutive months, excepting force majeure cases;
2. In case of resignation stipulated in point b, Clause 1 of this Article. The dismissal takes responsibility after getting a written decision passed by the BOD.

Article 18. Notice of the election, dismissal or removal of members of the Board of Directors

All cases of change of the Board members related to the election, dismissal or removal, the Board of Directors shall carry out procedures for information changing of the governor of the enterprise under the law of enterprise and information disclosure under the Law on Securities.

Article 19. Method of introducing candidates for the Board of Directors

In case the candidate has been identified, information relating to the candidates for the Board member is included in the meeting documents and published at least ten (10) days before the opening of the General Meeting of Shareholders on the website of Company so that shareholders can find information about these candidates before voting. The Board of Directors candidate must have a written commitment to the truthfulness, accuracy and rationality of the disclosed personal information and commit to perform honestly if elected as a member of the Board. Published information relating to the candidates for the Board of Directors shall cover at least the following contents:

- a. Full name, date of birth;
- b. Educational background;
- c. Professional qualifications;
- d. Working duration;
- e. Companies in which the candidate holds the position of member of the Board of Directors and other managerial positions;
- g. Report the assessment on the dedication of candidates to the Company, in that case, such candidate is now as a Board member of the Company;
- h. Benefits related to the Company (*if any*);
- i. Full name of shareholders or groups of shareholders (*if any*);
- j. Other information (*if any*).

**CHARTER IV:
SEQUENCE AND PROCEDURE FOR HOLDING
THE BOARD OF DIRECTORS MEETING**

Article 20. Notice of the BOD meeting

1. The notice of the Board of Directors meeting must be sent to the members of the Board of Directors at least five (05) working days prior to the meeting date. Board members may refuse the meeting invitation in writing and such refusal may be changed or removed in writing.
2. The notice of the Board of Directors meeting must be made in Vietnamese writing and must fully inform about the agenda, time and venue of the meeting, and the necessary documents on the issues to be discussed and voted at the Meeting and votes of the Board member who fail to attend.
3. Invitations should be sent by post, fax, email or other means, but must ensure to reach the contact address of each member of the Board of Directors is registered at the Company.

Article 21. Conditions for holding a BOD meeting

1. The first meetings of Board of Directors are held when there are at least 3/4 (three-fourths) of the total number of Board member attending directly or through a proxy (authorized person) approved by a majority of the Board members) or in another form under Clause 9, Article 31 of the Charter.
2. In case of insufficient number of members attending the meeting as prescribed, the meeting must be convened for the second time within 07 (seven) days from the date of the first meeting. The second meeting will be held if 1/2 (a half) of the BOD's members attend the meeting.

Article 22. Method of voting

1. Except for the provisions in Point b, Clause 10, Article 31 of the Charter, each member of the Board of Directors or the proxy present attending directly as a person at the meeting shall have 01 (one) vote;
2. During face-to-face meetings, over-the-phone meetings, or other similar forms, the BOD's members will vote verbally or show-of-hand on each issue after the Chairman raises the issue and concludes the discussion.
3. Board members may send their votes to the meeting via mail, fax or e-mail. In case of sending votes via mail, such votes must be sealed in the envelope and sent to the Chairman of the Board of Directors at least 01 (one) hour prior to the opening time. The

votes shall be unsealed in front of the witness of all attendees.

Article 23. Method of passing/adopting resolutions of the Board of Directors.

1. The Board of Directors adopts decisions and resolutions on the basis that most of the members attending the meeting approve. In case the number of votes for and the number of votes against are equal, the final decision shall belong to the opinion of the Chairman's side.
2. The resolution in the form of collecting written opinions is adopted based on the approval of most of the BOD's members with voting rights. If the votes for and against are equal, the opinion of the BOD Chairman is the decisive opinion. The resolution shall have the same validity as the one passed by Board members at the meeting.

Article 24. Record Minutes of BOD's meetings

1. The BOD may request a member of the BOD or another person to act as secretary to record the meeting minutes. Minutes of Board meetings must be fully and honestly recorded. Chairman of the Board of Directors is responsible for sending the minutes to Board members and the minutes as evidence of the work done at those meetings, unless there are objections to the contents of the minutes of the meeting within 10 (ten) days from the sending date.
2. The Board of Directors meeting minutes are in Vietnamese and may be in English and with signatures of Chairman, person preparing and participants of the Meeting.

Article 25. Announcement of the BOD's resolutions

1. Based on the contents, decisions approved by the Board of Directors, the Chairman will sign the BOD's resolutions on behalf of the Board.
2. These resolutions will be informed/sent to all members of the Board.
3. The contents of resolutions within the scope of information disclosure shall be disclosed according to law provisions.

CHARTER V:

ESTABLISHMENT AND OPERATION OF AUDIT COMMITTEE

Article 26. Standard for members of Audit Committee

1. Members of the Audit Committee must have knowledge of accounting, auditing, have a general understanding of the law and Company operation and do not belong in the following cases:
 - a. Work in the finance and accounting department of the Company;

- b. Being a member or employee of an auditing organization approved to audit the financial statements of the Company in the previous 03 (three) years;
2. The Chairman of the Audit Committee must have a university or higher degree in one of the majors in economics, finance, accounting, auditing, and business administration.
3. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at the meeting of the Board of Directors.

Article 27. Structure and composition of the Audit Committee

Audit Committee is under the BOD and established by the BOD.

The Audit Committee consists of 02 (two) or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.

Article 28. Rights and obligations of Audit Committee

- a. Supervise the truthfulness of the Company's financial statements and official publicity related to the financial results of the Company;
- b. Review the internal control and risk management system;
- c. Review transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring approval by the Board of Directors or the General Meeting of Shareholders;
- d. Supervise the internal audit department of the Company;
- đ. Propose the independent audit firm, remuneration and related terms in the contract with the audit firm to the Board of Directors before submitting to the Annual General Meeting of Shareholders for approval;
- e. Monitoring and evaluating the independence and objectivity of the audit firm and the effectiveness of the audit process, especially in the case that the Company uses non-audit services from the auditors;
- g. Monitoring to ensure that the Company complies with the provisions of law, requirements of management agencies and other internal regulations of the Company.
- h. Have the right to access documents related to the Company's operation, exchange with other members of the Board of Directors, General Director, Chief Accountant and other managers to collect information serving the operation of the Audit Committee.
- i. Having the right to request the audit firm representatives to attend and answer matters related to the audit financial statements at the meetings of the Audit Committee.

- j. Use legal consultant service, accounting or other outsourcing consultants when necessary.
- k. Develop and submit to the Board of Directors the policies of risk detection and management; propose to the Board of Directors solutions to handle risks arisen during the company's operations.
- l. Make a written report to the Board of Directors when detecting that members of the Board of Directors, General Director and other managers fail to fulfill their responsibilities as prescribed in the Law on Enterprises and the Company Charter.
- m. Develop the Operation Regulation of the Audit Committee and submit it to the Board of Directors for approval.
- n. Other rights and responsibilities in accordance with the Company Charter and legal regulations.

Article 29. Meeting of Audit Committee

Audit Committee must hold meetings at least 02 (two) times per year. Minutes of the Audit Committee meeting should be made in detail and clarity. The Minutes maker and members of the Audit Committee attending the meeting must sign the minutes of the meeting.

Minutes of the Audit Committee meeting shall be fully archived

CHARTER VI:

SELECTION, APPOINTMENT AND DISMISSAL OF GENERAL DIRECTOR AND OTHER MANAGERS

Article 30. Criteria applicable to managers

- 1. Criteria applicable to managers:
 - Graduate at least University or College.
 - Good health in line with position.
 - Having the appropriate professional qualifications and practical capacity shown in the working result and performance.
 - To be proactive, creative and high responsibility
 - Have ability to unite, consolidate officers and build the solid enterprise to fulfill the overall duties.
 - To be able to discover and train successors.
 - Fair and objective behavior in evaluation of officers.
 - The ability to guide other persons in working.

2. Standards and conditions of General Director

Besides the regulations in Law on Enterprises and the Company Charter and Clause 1, Article 30 of this Regulation, the standards and conditions for the General Director position include:

- Have a full civil capacity to act and not being a subject banned in corporate governance.
- Being a shareholder or not being a shareholder who possess professional qualification, practical experience of business administration among major business lines of the Company.
- Be honest, diligent and reputable.
- Hold the General Director/Deputy General Director or Head of department in the Company or similar title in other entity at least 01 year.

3. Standards and conditions for other managers:

Apart from regulations in Clause 1, Article 30 of this Regulation, other managers must satisfy the specific standards decided by the Board of Directors from time to time.

Article 31. Appointment of managers

The appointment of officers is specified in the Regulation on officer management of the Company.

Article 32. Cases for dismissal of other managers

The dismissal of officers is specified in the Regulation on officer management of the Company.

Article 33. Notice of appointment and dismissal of Managers

Notice/disclosure of appointment and dismissal of Managers shall be conducted in accordance with regulations the law on Enterprises and Securities.

CHARTER IIV:

COORDINATION BETWEEN THE BOARD OF DIRECTORS

AND GENERAL DIRECTOR

Article 34. Procedures and sequence for convening, sending meeting invitations, writing minutes, announcing the results of meetings of the Board of Directors and General Director;

Procedures, sequence of invitation and content of meeting are mentioned in the section of BOD's meeting convention.

Article 35. General Director

1. General Director and other members of the Management apparatus are the executive and operating body of the Company in compliance with decentralization, ensuring the normal and effective operation of the Company.
2. General Director is responsible for discharging his/her assigned duties and obligations to the Board of Directors and the General Meeting of Shareholders.

Article 36. Cases in which General Director and Internal Audit Division propose to convene a BOD's meeting and issues on which it is necessary to request the opinion of the BOD.

The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) days from the date of receiving a written request from one of following participants: General Director; or at least two (02) BOD members; or at least five (05) other managers (from the head of the unit or higher); or Independent BOD member; Such request must specify the purpose of meeting as well as issues to be discussed. In case of not convening the meeting as proposed, the Chairman of the Board of Directors shall be responsible for any damages caused to the Company.

Article 37. Report of General Director to the Board of Directors on the performance of assigned tasks and powers

Report to the Board of Directors and the General Meeting of Shareholders: General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned tasks and powers and shall report to these bodies upon request.

Article 38. To review the implementation of resolutions and other matters authorized by the Board of Directors to the General Director

General Director must run the day-to-day business of the Company in accordance with the law, the Company Charter, the labor contract signed with the Company and the resolution of the Board of Directors. In cases where the operation is contrary to this provision, causing damage to the Company, General Director shall have to take responsibility before law and pay compensation to the Company.

Article 39. Issues that the Director General must report, provide information and how to inform the Board of Directors, the Board of Supervisors

1. Propose the number and kind of managers who the Company hires for appointment or dismissal by the Board of Directors as needed, aiming to apply good activities as well as management proposed by the Board of Directors, and consult the Board of Directors for decision on salary, remuneration, benefits and other terms of labor contracts of managers.

2. Consult with the Board of Directors to determine the number of employees, wages, allowances, benefits, appointments, dismissals and other terms related to their labor contracts.
3. Propose the Board of Directors to approve the annual business plan.
4. Propose the measure to improve the Company's activities and management.
5. Prepare the long-term, annual and monthly cost estimates of the Company (hereinafter referred to as "cost estimates") serving long-term, annual and monthly management of the Company. The annual cost estimates (including balance sheet, report on production-business activities and expected cash flow statement) each fiscal year shall be proposed to the Board of Directors for approval and contain information stipulated in the Company Charter.
6. Other contents that need to be consulted by the Board of Directors and General Director shall be in accordance with the Company Charter and regulations of the Company;

Article 40. Coordination of control, management and supervision activities among the members of the Board of Directors, General Director and other managers

1. Responsible to be prudent

Members of the Board of Directors, General Director and other managers shall be responsible for the performance of their duties, including the duties of members of the subcommittees of the Board of Directors, in an honest and cautious manner for the highest interest of the Company.

2. Responsible to be honest and avoid conflicts of interest.

Members of the Board of Directors, General Director and other managers shall be responsible for the performance of their duties, including the duties of members of the subcommittees of the Board of Directors, in an honest and cautious manner for the highest interest of the Company.

3. Responsible for damage and compensation

a. Members of the Board of Directors, of Internal Audit Division, General Directors and other managers violate their duties, responsibilities of honesty and prudence, fail to fulfill their obligations with diligence and professional competence shall be responsible for damages caused by their violation acts.

b. The Company indemnifies those who have, or may become, a related party in a complaint, suit or proceeding (including civil or administrative cases and not litigation by the Company) as the petitioner if he or she is a member of the Board of Directors,

managers, employees or authorized representatives or he or she has been or is acting at the request of the Company (or its subsidiary) as a member of the Board of Directors, managers, employees or authorized representatives of the Company, provided that he or she has acted honestly, cautiously, diligently for the benefit of or not in conflict with the interests of the Company, on the basis of compliance with the law and without evidence that the person has violated the their responsibility

c. When performing their functions, tasks or performing tasks as authorized by the Company, members of the Board of Directors, managers, employees or authorized representatives of the Company shall be compensated by the Company upon becoming a party involved in complaints, lawsuits and legal proceedings (except for cases where the company initiates a lawsuit) in the following cases:

- Acted honestly, cautiously, diligently for the benefit and not in conflict with the interests of the Company;
- Comply with the law and there is no evidence show that they did not fulfill their responsibilities.

d. Compensate costs include costs incurred (including attorney's fees), judicial costs, fines, payments incurred in actual or reasonable consideration when dealing with this case within the scope of the law. The company can purchase insurance for these people to avoid the above liability.

CHARTER VIII:

REGULATIONS ON ANNUAL EVALUATION FOR REWARDS AND DISCIPLINE ACTIVITIES FOR MEMBERS OF BOARD OF DIRECTORS, GENERAL DIRECTORS AND OTHER MANAGERS

Article 41. To stipulate the annual evaluation of commendation and disciplining activities of members of the Board of Directors, General Directors and other managers;

Depending on the regulations of the Board of Directors, the evaluation of the activities of members of the Board of Directors, General Director and the management positions of the Company may be proceeded by one or more of the following methods:

- Self-assessment and evaluation;
- Organizing surveys on crediting;
- Other means selected by the Board of Directors from time to time.

CHARTER IX:

PERSON IN CHARGE OF CORPORATE GOVERNANCE

Article 42. Standards for person in charge of corporate governance

The Person in charge of Corporate governance must meet the following criteria:

- a. Have a knowledge of laws;
- b. Cannot concurrently work for an independent auditing company that is auditing the financial statements of the Company;
- c. Other standards required by law and decision of BOD.

Article 43. Rights and obligations of person in charge of corporate governance

1. Advise the BOD on the organization of the General Meeting of Shareholders in accordance with regulations and related work between the Company and its shareholders;
2. Prepare meetings of the BOD and the GMS as required by the BOD;
3. Advise on the procedures of the meetings;
4. Attend meetings;
5. Advise on procedures for resolving resolutions of the BOD in accordance with the laws;
6. Provide financial information, copies of minutes of Board meetings and other information to members of the BOD;
7. Supervise and report to the Board on disclosure of information of the company;
8. Keep confidentiality of information in accordance with the provisions of law and the Company Charter;
9. Other obligations prescribed by law and the Company's regulations.

Article 44. Appointment of the Person in charge of Corporate governance

The Board of Directors appoints at least one (01) person in charge of corporate governance to support corporate governance effectively. The term of the person in charge of corporate governance is decided by the BOD, maximum five (05) years and may be reappointed.

Article 45. Circumstances of dismissal of persons in charge of corporate governance

The BOD may dismiss the person in charge of corporate governance when necessary, but not in contravention of the prevailing laws on labor. The BOD may appoint an Assistant of the Person in charge of Corporate governance anytime necessary.

Article 46. Announcement of appointment, dismissal of the person in charge of corporate governance

Announcement on the appointment and dismissal of persons in charge of corporate governance is in accordance with the provisions of Company Charter and regulations of the securities law.

CHARTER X:

**AMENDMENT OF THE INTERNAL REGULATION
ON CORPORATE GOVERNANCE**

Article 47. Amendment of internal regulations on corporate governance

1. Any amendment, supplement or replacement of this Regulation shall be prepared by the BOD and proposed to the GMS for approval.
2. In cases where the provisions of law related to the operation of the Company are not mentioned in this Regulation or in case there are new provisions of the Law other than the provisions of this Regulation, the provisions of the law are automatically applied and adjusted the Company operation.

CHARTER XI:

EFFECTIVE DATE

Article 48. Effective date

1. This regulation consists of 11 Chapters of 48 Articles, approved by the General Meeting of Shareholders on April 19th, 2021.
2. This regulation is unique and official belongs to the Company.
3. Copies or extracts of the Regulations on corporate governance must be signed by the Chairman of the BOD or at least 1/2 (a half) of the total number of BOD members to be valid.

LEGAL REPRESENTATIVE



DANG QUOC DUNG