

CENTURY SYNTHETIC FIBER CORPORATION

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**INTERNAL RULE ON CORPORATE
GOVERNANCE OF CENTURY
SYNTHETIC FIBER CORPORATION**

Hochiminh city, 2022

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INTERNAL RULE ON CORPORATE GOVERNANCE OF CENTURY SYNTHETIC FIBER CORPORATION

Based on Law on Securities dated 26 November 2019;

Based on Law on Enterprise dated 17 June 2020;

Based on Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government, guiding implementation some provisions of the Law on Securities;

Based on Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding implementation some provisions on corporate governance applicable to public companies in Decree 155/2020/ND-CP dated 31 December 2020 of the Government guiding implementation some provision of the Law on Securities;

Based on the Charter of Century Synthetic Fiber Corporation (“the Charter”)...

Based on the resolution of the General Shareholder Meeting dated [].

The Company’s Board of Directors hereby promulgate the Internal rules on Corporate Governance of Century Synthetic Fiber Corporation.

The Internal Rules on Corporate Governance of Century Synthetic Fiber Corporation comprise of the following information.

CHAPTER I. GENERAL PROVISIONS

Article 1. Meanings, scope of regulation and subjects of application

1. Scope of regulation: this Rule defines principles on corporate governance in order to protect legitimate rights and interests of shareholders, set standards on behaviours and professional ethics of members to the Board of Directors (“BOD”), the Board of Management (“BOM”), the Board of Supervisors (“BOS”) and managers of Century Synthetic Fiber Corporation (hereinafter referred to as the Company).. In particular, the Internal Rule on Corporate Governance stipulate roles, rights and obligations of the General Shareholder Assembly (“GSM”), the BOD, General Director (“GD”); orders and procedures for AGSM; nomination, candidacy, election, dismissal and removal of BOD members, BOS members, GD and other activities according to the Company’s Charter and prevailing regulations.

This Regulation is also the basis for evaluating the governance performance of the Company.

In case there is a conflict between the provisions of this Rule and the Company’s Charter and/or the Enterprise Law, the Securities Law, the provisions of the Company's Charter and/or the Enterprise Law, the Securities Law securities will prevail.

2. Applicable subject: This Rule is applied to BOD members, BOS members, GD and related persons.

Article 2. Interpretation of terms

1. The following terms are construed as follows:

1.1. “Rule on corporate governance” is a system of rules to ensure that the Company is effectively oriented and controlled for the benefit of shareholders and people related to the Company. Rule on Corporate governance rules include:

- Ensure an effective governance structure;
- Ensuring the interests of shareholders;
- Fair treatment among shareholders;
- Ensuring the role of people with interests related to the Company;
- Transparency in the Company's activities;
- The BOD and BOS effectively lead and control the Company.

1.2. Company is Century Synthetic Fiber Corporation;

1.3. “Major shareholder” means an individual or an organization specified in Clause 18, Article 4 of the Law on Securities;

1.4. “Insider” means an individual specified in Clause 45, Article 4 of the Law on Securities;

1.5. “Related person” means an individual or organization specified in Clause 46, Article 4 of the Law on Securities;

1.6. “Manager” means an individual specified in Clause 24, Article 4 of the Law on Enterprises;

- 1.7. Independent member of the BOD is a member of the BOD who is not the GD, Deputy GD, Chief Accountant and other managers appointed by the BOD or the representative of the Company's Major Shareholders or related persons of the Company's Major shareholder.
2. In this Rule, references to one or more provisions or legal documents shall include amendments, additions or replacements to such documents at the time of issuance of the Rule.

Article 3. The Company's Charter and rule on Corporate Governance

1. The Company develops the Company's Charter based on standard charter provided by the Ministry of Finance.
2. The Company is responsible to develop and promulgate the Rule on Corporate Governance. The Rule on Corporate Governance should comprise of the following:
 - 2.1. Order and procedures for convening and voting at the GSM;
 - 2.2. Order and procedures for nomination, candidacy, election, dismissal and removal of members of the Board of Directors;
 - 2.3. Orders, procedures for holding BOD meetings;
 - 2.4. Order and procedures for selection, appointment and dismissal of senior managers;
 - 2.5. Process and procedures for coordinating activities between the BOD, BOS and GD;
 - 2.6. Rule on performance evaluation, reward and discipline for BOD members, BOS members, the GD and other managers.

CHAPTER II. SHAREHOLDERS AND GSM

Article 4. Rights and obligations of the shareholders

1. Shareholders shall have full rights in accordance with the provisions of the Enterprise Law, relevant legal documents and the Company's Charter, especially:
 - 1.1. The right to freely transfer shares which have been paid for in full and recorded in the shareholder registrar of the Company, except in some cases where transfer is restricted according to the provisions of law, the Company's Charter and the decision of the GSM;
 - 1.2. Right to fair treatment. Each share of the same class gives shareholders equal rights, obligations and interests. In case the Company has types of preference shares, the rights and obligations attached to these types of preferred shares must be fully disclosed to shareholders and approved by the GSM;
 - 1.3. The right to be fully informed of periodical and extraordinary information about the Company's activities;
 - 1.4. Rights and responsibilities to participate in the GSM and exercise the right to vote directly or through an authorized representative or to conduct remote voting;
 - 1.5. Preemptive right to buy new shares offered for sale in proportion to the percentage of share ownership in the company;

2. Shareholders have the right to protect their legitimate interests. In case the decision of the GSM, the decision of the BOD, the decision of the GD violates the law or violates the fundamental rights of shareholders as prescribed by law, the shareholder has the right to request the cancellation of the decision. in accordance with the order and procedures prescribed by law. In case illegal decisions cause harm to the Company, the BOD, BOS, and the GD must compensate the Company according to their responsibilities. Shareholders have the right to request the Company to compensate for losses according to the order and procedures prescribed by law.
3. Shareholders are responsible for paying in full and on time for subscribed shares, complying with the Company's Charter and internal management regulations, complying with resolutions of the GSM, the BOD and fully implementing the obligations in accordance with the law and the Company's Charter.

Article 5. Matters related to the Major Shareholders

1. Major shareholders must not abuse their advantages to harm the rights and interests of the Company and other shareholders.
2. The major shareholders have obligations to make public announcement in according to the regulations.

Article 6. Annual and extra-ordinary GSM

1. Role, rights and obligation of the GSM
 - 1.1. The GSM includes all shareholders with voting rights, is the highest decision-making body of the Company.
 - 1.2. The GSM has the rights and obligations as prescribed in Article 15 of the Company's Charter.
2. Order and procedures for the GSM to approve resolutions by voting at the GSM:
 - 2.1. Authority to convene the GSM
 - 2.1.1. The BOD convene the AGSM
 - 2.1.2. The BOD convene the EGSM in the following case:
 - 2.1.2.1. The BOD considers it for the benefit of the Company;
 - 2.1.2.2. The number of remaining members of the BOD and BOS is less than the minimum number of members prescribed by law;
 - 2.1.2.3. At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; The request to convene a meeting of the GSM must be made in writing, clearly stating the reason and purpose of the meeting, signed by all relevant shareholders, or the written request made in many copies and gathered in full signatures of relevant shareholders;
 - 2.1.2.4. At the request of the BOS;
 - 2.1.2.5. Other cases as prescribed by law and the Company's Charter.
 - 2.1.3. The convening of the EGSM shall comply with the provisions of Clause 4, Article 14 of the Company's Charter.

- 2.2. Making a list of shareholders entitled to attend the meeting: The convenor of the GSM must prepare a list of eligible shareholders to attend and vote at a meeting of the GSM. The list of shareholders entitled to attend the GSM shall be prepared no later than 10 (ten) days before the date of sending the notice of invitation to the meeting.
- 2.3. Notice of closing the list of shareholders entitled to attend the GSM: The company must disclose information about the compilation of the list of shareholders entitled to attend the GSM at least 20 days before the last registration date;
- 2.4. Notice of convening the GSM: The notice of invitation to the meeting of the GSM is sent to all shareholders by a method to ensure it reaches the contact address of the shareholders, and at the same time published on the electronic information page (website) of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convenor of the meeting of the GSM must send a notice of invitation to the meeting to all shareholders in the list of shareholders entitled to attend the meeting at least 21 days before the date of the meeting (from the date on which the notice is sent or transmitted in a legitimate manner).
- 2.5. The agenda of the GSM, documents related to the issues to be voted at the meeting are sent to shareholders and/or posted on the website of the Company. In case the document is not attached to the notice of the meeting of the GSM, the notice of invitation must clearly state the link to all meeting documents so that shareholders can access, including:
 - 2.5.1.Meeting agenda, documents used in the meeting;
 - 2.5.2.List and details of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;
 - 2.5.3.Ballot;
 - 2.5.4.Draft resolution for each matter in the meeting agenda.
- 2.6. Authorization for a representative to attend the GSM:
 - 2.6.1.Shareholders, authorized representatives of shareholders being organizations may directly attend the meeting or authorize one or several other individuals and organizations to attend the meeting or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Enterprise Law.
 - 2.6.2.The authorization for an individual or representative organization to attend the GSM as prescribed in Clause 2.6.1 of this Article must be made in writing. The power of attorney is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of the authorization. authorization, authorization period, signatures of the authorizing party and the authorized party.

2.6.3. Persons authorized to attend the GSM must submit a written authorization when registering to attend the meeting. In case of re-authorization, the meeting attendee must also present the original authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

2.6.4. The vote of the person authorized to attend the meeting within the authorized scope is still valid when one of the following cases occurs:

2.6.4.1. The authorizer has died, has limited civil act capacity or has lost his capacity for civil acts;

2.6.4.2. Authorizer has canceled appointment of authorization;

2.6.4.3. The authorizer has revoked the authority of the person who made the authorization.

2.6.4.4. This provision does not apply in case the Company receives a notice of one of the above events before the opening time of the GSM or before the meeting is reconvened.

2.7. How to register to attend the AGM:

2.7.1. Shareholders confirm their registration to attend in the manner stated in the notice of meeting invitation.

2.7.2. On the day of the GSM, the Company carries out the procedures for shareholder registration for shareholders or authorized representatives who have the right to attend.

2.7.3. Shareholders, authorized representatives of shareholders being organizations or authorized persons who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The chairman is not responsible for stopping the meeting so that late shareholders can register and the validity of the previously voted contents will not change.

2.8. Conditions for conducting the GSM

2.8.1. The GSM is conducted when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

2.8.2. In case the first meeting is not qualified to be conducted as prescribed in Clause 2.8.1 of this Article within 30 minutes from the time of determining the opening of the meeting, the convenor of the meeting shall cancel the meeting and the invitation to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second GSM shall be conducted when the number of shareholders attending the meeting represents 33% of the total number of votes or more.

2.8.3. In case the second meeting is not eligible to be held within 30 minutes from the time of determining the opening of the meeting as prescribed in Clause 2.8.2 of this Article, the person convening the meeting will cancel the meeting and the invitation to the third

meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of votes of the attending shareholders.

2.9. Form of passing resolutions of the GSM.

The GSM discusses and votes on each issue in the content and agenda of the meeting.

The GSM passes resolutions under its authority by voting at the meeting or collecting written opinions

2.10. Voting methods:

2.10.1. Voting by casting ballots:

2.10.1.1. The voting contents recorded in the ballot will be voted by the shareholder/authorized representative of the shareholder by choosing the option "agree" or "disagree" or "no opinion" on each matter to be voted.

2.10.1.2. Shareholders vote according to the following principles:

2.10.1.2.1. Voting starts at the command of the Chairman of the meeting or the Head of the Vote Counting Committee and ends when the last shareholder votes in the ballot box or after 30 minutes from the time of voting, depending on the time of voting, which point comes first. After the end of voting, the ballot box will be sealed;

2.10.1.2.2. The counting of votes is carried out immediately after the voting is over and the ballot box is sealed;

2.10.1.3. A valid voting card must meet the following requirements:

2.10.1.3.1. According to the form and with the control number of the Organizing Committee;

2.10.1.3.2. The printed content in the ballot is not erased, scraped or edited. When additional content is added, write the correct number of the content to be voted on, do not write any other content except the content required by the Organizing Committee.

2.10.1.3.3. For each voting matter, one of the three voting selection boxes for that matter should be ticked.

2.10.1.3.4. For Voting ballots made in the form of remote voting, the following additional conditions must be met:

2.10.1.3.4.1. Voting ballots must contain full information on the name, number of ID card/Passport and shareholder's signature for individual shareholders;

2.10.1.3.4.2. Voting ballots must bear the name and signature of the legal representative or the authorized representative and the seal for institutional shareholders;

- 2.10.1.3.5. Invalid voting ballots are those that do not meet one of the conditions of a valid Voting ballot and will not be counted in the voting results.
 - 2.10.1.3.6. the voting for each matter to be approved in the voting ballot is independent of each other and the validity of voting on this matter does not affect the validity of the other voting matters;
 - 2.10.1.3.7. In case a shareholder votes by mistake or the voting ballot is not intact, the shareholder can contact the Organizing Committee to be re-issued a new voting ballot and must return the old one.
- 2.10.2. Voting in the form of direct voting (in the absence of ballot casting) is carried out as follows: shareholders/authorized representatives of shareholders vote on the issue to be consulted by raise his/her voting card or in another form under the control of the Chairman or the Presiding panel. The Vote Counting Committee will record the number of votes agree, disagree and no opinion to announce the voting results before the GSM.
- 2.10.3. The election of members of the BOD/BOS is carried out in accordance with the Regulation on election of members of the BOD/BOS approved at the General Meeting or the Regulation attached to the Shareholders' opinion form (in case of collecting written opinions of shareholders).
- 2.11. / Method of counting votes, for sensitive issues and if requested by shareholders, the Company must appoint an independent organization to collect and count votes;
- 2.11.1. Vote counting committee proposed by the Chairman and approved by the GSM to count votes at the meeting.
 - 2.11.2. The Vote Counting Committee shall count the votes according to the following regulation:
 - 2.11.2.1. The Vote Counting Committee works in a separate room/area;
 - 2.11.2.2. The Vote Counting Committee may use electronic means of counting votes;
 - 2.11.2.3. Check the validity of the Voting Ballot;
 - 2.11.2.4. Check each voting ballot in turn and record the vote counting results;
 - 2.11.2.5. Calculation and elimination of the number of non-voting shares of relevant shareholders (if any in each part of matter to be voted on);
 - 2.11.2.6. Seal all the Voting ballots and hand them over to the Head of the Vote Counting Committee.
 - 2.11.3. Making and announcing the Vote Counting Minutes
 - 2.11.3.1. After counting the votes, the Vote Counting Committee makes a minutes of the vote counting results.
 - 2.11.3.2. The content of the Vote Counting Minutes must have the following main contents:
 - 2.11.3.2.1. Time and place to conduct the counting of votes;

- 2.11.3.2.2. Members of the Vote counting committee;
 - 2.11.3.2.3. Total number of Shareholders with voting rights attending the meeting;
 - 2.11.3.2.4. Total number of Shareholders with voting rights participating in voting
 - 2.11.3.2.5. Number and percentage of valid votes, invalid votes;
 - 2.11.3.2.6. Number and percentage of votes for each matter;
 - 2.11.3.2.7. The vote counting minutes must be signed by members of the Vote Counting Committee.
- 2.12. Conditions for the resolution to be passed:
- 2.13. Resolutions on the following issues are approved by the number of shareholders representing 65% or more of the total votes of all attending shareholders:
- 2.13.1. Type of shares and total number of shares of each class;
 - 2.13.2. Changing industries, professions and business fields;
 - 2.13.3. Change in company management structure;
 - 2.13.4. Projects to invest or sell assets with a value of 50% or more of the total value of assets recorded in the company's most recent financial statement;
 - 2.13.5. Reorganization, dissolution of the Company.
 - 2.13.6. Amendment and supplement to the Company's Charter.
- 2.14. Except for the issues mentioned in Clause 2.13 of this Article, resolutions on other issues are passed when the number of shareholders holding more than 50% of the total votes of all attending shareholders agrees.
- 2.15. Resolutions of the GSM passed with 100% of the total number of voting shares are legal and effective even if the order and procedures for convening and accept such resolutions violates the provisions of the Enterprise Law and the Company's Charter.
- 2.16. Announcement of vote counting results: Vote counting results are announced by the Chairman right at the GSM, before the closing of the GSM.
- 2.17. How to object to the decision of the GSM:
 Within ninety (90) days from the date of receipt of the resolution or minutes of the GSM or the minutes of vote counting results to collect opinions from the GSM, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or Arbitrator to consider and cancel the resolution or part of the resolution of the GSM in the following cases:
- 2.17.1. The order and procedures for convening a meeting of the GSM or collecting shareholders' written opinions and making a decision of the GSM do not comply with the provisions of the Enterprise Law and the Company's Charter, except for the case specified in Clause 3 of Article. 21 in the Company's Charter;
 - 2.17.2. The content of the resolution violates the law or the Company's Charter.
- 2.18. Preparing the GSM minutes;

- 2.18.1. The conduct of the GSM must be recorded in minutes and may be audio recorded or recorded and kept in another electronic form. Minutes must be made in Vietnamese, may be in English and should contain the following principal contents:
 - 2.18.1.1. Name, head office address, enterprise code of the Company;
 - 2.18.1.2. Time and venue of the GSM;
 - 2.18.1.3. The GSM's agenda and matters;
 - 2.18.1.4. Summary of the meeting progress and opinions expressed at the GSM on each matter in the agenda;
 - 2.18.1.5. Total number of votes for each voting issue, clearly stating the voting method, total number of valid and invalid votes, agreeing, disagreeing and abstaining; proportional to the total number of votes of shareholders attending the meeting;
 - 2.18.1.6. Issues passed and corresponding percentage of votes cast;
 - 2.18.1.7. Full name and signature of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, the minutes will take effect if signed by all other members of the BOD attending the meeting and contain all the contents as prescribed in this clause. The minutes of the meeting clearly state the refusal of the chairperson and secretary to sign the minutes of the meeting.
- 2.18.2. Minutes of the GSM must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting must be jointly responsible for the truthfulness and accuracy of the minutes' content.
- 2.18.3. Minutes must be made in Vietnamese and English with equal legal effect. In case there is a difference in content between the Vietnamese and English minutes, the content in the Vietnamese minutes shall prevail.
- 2.19. Announce the meeting minutes and decisions of the GSM to the public: Resolution, Minutes of the GSM, list of shareholders registered to attend the meeting with signatures of shareholders, written authorization to attend the meeting, all documents attached to the minutes (if any) and relevant documents attached to the meeting invitation must be disclosed in accordance with the law on disclosure of information on the stock market. The above documents and the appendix to the list of shareholders registered to attend the meeting together with the shareholder's signature, the written authorization to attend the meeting must be kept at the Company's head office.
3. Order and procedures for passing a resolution of the GSM by collecting written opinions:
 - 3.1. The BOD has the right to collect opinions of shareholders in writing to approve the decision of the GSM on any issue and at any time if deemed necessary for the benefit of the Company, including the issues specified in Clause 2. Article 147 of the Law on Enterprises.
 - 3.2. The order and procedures for passing a resolution of the GSM by way of collecting written opinions are as follows::

3.2.1. The BOD must prepare the opinion form (voting ballot), the draft resolution of the GSM and documents explaining the draft resolution. The BOD must ensure that the documents are sent and disclosed to the shareholders within a reasonable time for consideration and voting and must be sent at least ten (10) days before the deadline to receive the opinion forms. The request and method of sending the opinion form and accompanying documents shall comply with the provisions of Clause 3, Article 18 of the Company's Charter.

3.2.2. The opinion form (voting ballot) must contain the following main contents:

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

3.2.2.2. Purpose of consultation;

3.2.2.3. Full name, permanent address, nationality, number of citizen identification card, number of people's identity card, passport or other lawful personal identification of shareholders being individuals; name, enterprise identification number or establishment decision number, head office address of the shareholder being an organization or full name, permanent address, nationality, number of citizen identification card, people's identity card, Passport or other lawful personal identification of the authorized representative of the shareholder being an organization; number of shares of each class and number of votes of shareholders;

3.2.2.4. Matter(s) to be approved;

3.2.2.5. Voting options include agreeing, disagreeing and abstaining for each matter;

3.2.2.6. Time limit for sending the voting ballot to the Company;

3.2.2.7. Full name, signature of the Chairman of the BOD and the legal representative of the company;

3.2.3. The voting ballot can be sent to the Company in the following forms:

3.2.3.1. Mailing: The voting ballot sent to the Company must be enclosed in a sealed envelope and no one is allowed to open it before counting the votes;

3.2.3.2. Send by fax or email: The voting ballot sent to the Company via fax or email must be kept confidential until the time of counting.

The opinion form (voting ballots received by the Company after the time limit specified in the content of the opinion form (voting ballot) or opened in the case of mailing or published before the time of counting of votes in the case of fax or email are illegitimate.

If the voting ballot is not sent back, it will be considered as a non-voting ballot.

3.2.4. The BOD counts the votes and makes a minutes of the vote counting in the presence of the BOS or shareholders who are not the managers of the enterprise. The vote counting minutes must contain the following main contents:

3.2.4.1. Name, head office address, business code;

3.2.4.2. Purpose and issues to be consulted to pass the resolution;

- 3.2.4.3. Number of shareholders with the total number of votes that participated in the vote, in which the number of valid and invalid votes is distinguished, and the method of sending the ballots together with the list of participating shareholders;
 - 3.2.4.4. Total number of votes agree, disagree and abstention for each issue;
 - 3.2.4.5. Matters passed;
 - 3.2.4.6. Full name and signature of the Chairman of the BOD, the legal representative of the company, the vote counting person and the vote counting supervisor.
The members of the BOD and the vote counting supervisor must be jointly responsible for the truthfulness and accuracy of the vote counting minutes; jointly responsible for damages arising from decisions passed due to dishonest, inaccurate counting of votes;
 - 3.2.5. Minutes of vote counting must be sent to shareholders within fifteen (15) days from the date of completion of vote counting. In case the Company has a website, the submission of the vote counting minutes may be replaced by posting it on the Company's website within twenty-four (24) hours from the closing time of counting votes.
 - 3.2.6. The answered opinion form, the vote counting minutes, the full text of the passed resolution and relevant documents enclosed with the opinion form must all be kept at the company's head office;
 - 3.2.7. A resolution passed in the form of collecting written opinions of shareholders must be approved by the number of shareholders representing at least 50% of the total number of voting shares and have the same validity as the resolution passed at the meeting. General Meeting of Shareholders.
4. Order and procedures for approving the resolution of the GSM in the form of an online conference and the form of a face-to-face conference combined with online:
 - 4.1. The Company may hold a GSM in the form of an online conference or a combination of face-to-face conferences and online meetings at the discretion of the BOD or when force majeure events such as natural disasters, war, epidemics, terrorism, riots, restrictions/ban decisions from state agencies... affect the organization of the GSM in the form of a direct conference.
 - 4.2. In case the BOD decides to convene a GSM according to the forms specified in Section 4.1 above, the Company is responsible for acting that shareholders attend and vote by electronic voting or electronic form. Others as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of the Government's Decree No. 155/ND-CP of December 31, 2020 detailing the implementation of a number of articles of the Securities Law.

CHAPTER III. ROLES, RIGHTS AND OBLIGATIONS OF THE BOM, RESPONSIBILITIES OF BOM MEMBERS

Article 7. Roles, rights and obligations of the BOD

1. The BOD is the management agency of the Company and has full authority on behalf of the Company to decide and perform the rights and obligations of the Company, except for the rights and obligations falling under the authority of the GSM.
2. Rights and obligations of the BOD are specified in Article 27 of the Company's Charter.
3. The BOD must report to the GSM the operation results of the BOD according to the provisions of Clause 4, Article 27 of the Company's Charter.

The report on activities of the BOD submitted to the GSM must include at least the following content:

- 3.1. Evaluation of the Company's performance in the financial year;
- 3.2. Activities, remuneration and operating expenses of the BOD and each member of the BOD;
- 3.3. Summary of meetings and decisions of the BOD;
- 3.4. Monitoring results for the GD;
- 3.5. Monitoring results for other managers;
- 3.6. Future plans.

Article 8. Candidacy and nomination of BOD members

1. Information related to the candidates for the BOD membership (in case the candidates have been identified in advance) shall be published at least ten (10) days before the date of convening the GSM on the website of the Company to Shareholders can learn about these candidates before voting.

Information related to BOD candidates to be disclosed at least includes:

- Full name, date of birth;
 - Qualification;
 - Working experience;
 - Names of companies that the candidate holding BOD membership and other managerial titles;
 - Report on assessment of candidate's contribution to the Company, in case that candidate is currently a member of the Company's BOD;
 - Benefits related to the company (if any);
 - Other information (if any).
2. Candidates for the BOD have a written commitment to the truthfulness, accuracy and reasonableness of the personal information disclosed and must commit to perform their duties honestly if elected as a member of the BOD.
 3. Shareholders holding shares with voting rights for a consecutive period of at least six (06) months have the right to combine the number of voting rights of each person together to nominate candidates for the BOD. A shareholder or a group of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% can nominate up to two (02) candidates; from 30% to less than 40% can nominate up to three (03) candidates; from 40% to less than 50% can nominate up to four (04) candidates; from 50% to less than 60% can nominate up to five (05) candidates; from 60% to less than 70% can nominate up to six (06)

candidates; from 70% to 80% can nominate up to seven (07) candidates; and from 80% to less than 90% can nominate up to eight (08) candidates.

4. In case the number of candidates for the BOD through nomination and candidacy is still not enough, the incumbent BOD may nominate additional candidates or organize the nomination according to a mechanism prescribed by the Company. The nomination mechanism or the way in which the incumbent BOD nominate candidates for the BOD must be clearly disclosed and must be approved by the GSM before the nomination is made.
5. The Company should provide specific regulations and instructions for shareholders to vote for members of the BOD by cumulative voting.

Article 9. BOD Membership

1. A BOD member must meet the standards and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter. BOD Members may not be shareholders of the Company.

Article 10. Composition and term of the BOD

1. The number of BOD members ranges from five (05) to seven (07) members, of which one-third (1/3) of the total number of BOD members should be non-executive members. The GSM decides on the number of specific members of the BOD from time to time.
2. In case a member loses his/her membership status as prescribed by law and the Company's Charter, is dismissed, removed or for any other reason cannot continue to be a BOD member, the BOD may appoint another person to temporarily be a BOD member in accordance with the provisions of the Company's Charter. The election of a new replacement member of the BOD must be done at the nearest GSM.
3. The term of office of a member of the BOD shall not exceed 5 years and may be re-elected for an unlimited number of terms. However, an individual can only be elected as an independent member of the Company's BOD for not more than 02 consecutive terms.

Article 11. Order and procedures for holding meetings of the BOD

1. The BOD holds meetings in accordance with the order specified in the Company's Charter. The organization of the BOD meeting, the meeting agenda and related documents are notified in advance to the BOD members in accordance with the time limit prescribed by law and the Company's Charter.
2. Minutes of meetings of the BOD must be detailed and clear. The secretary and BOD members participating in the meeting must sign the minutes of the meeting. Minutes of the BOD meeting must be kept in accordance with the law and the Company's Charter.

Article 12. Subcommittees of the BOD

1. The BOD may establish subcommittees to support the activities of the BOD, including the development policy subcommittee, the human resources subcommittee, the remuneration subcommittee and other special subcommittees according to the BOD's resolution.

2. In case the Company does not establish sub-committees, the BOD appoints an independent member of the BOD to be in charge of each issue such as salary and bonus, human resources.

Article 13. Person in charge of Corporate governance

In order to support effective corporate governance, the BOD must appoint at least one (01) person to be in charge of corporate governance in accordance with Article 30 of the Company's Charter.

Article 14. Remuneration of the BOD

1. The remuneration of the BOD is approved by the GSM annually and is clearly disclosed to shareholders.
2. In case a member of the BOD holds a concurrent position in the executive apparatus of the Company and its subsidiaries, the announced remuneration must include salaries and bonuses associated with the executive title and other remunerations.
3. Remuneration, other benefits and expenses paid and granted by the Company to each member of the BOD are disclosed in detail in the Company's Annual Report.

CHAPTER IV. MEMBERS TO THE BOD AND BOS

Article 15. Roles and tasks of the BOS, responsibilities of members of the BOS

1. The BOS has the rights and obligations as stipulated in the Charter of the Company.
2. The report on activities of the BOS submitted to the AGSM must at least include the following contents:
 - Operation, remuneration and operating expenses of the BOS and each member of the BOS;
 - Summarizing the meetings of the BOS and the decisions of the BOS;
 - Results of monitoring the company's operational and financial situation;
 - Monitoring results for members of the Board of Directors, CEO and other managers;
 - Report on the evaluation of the coordination between the BOS and the BOS, the General Director and shareholders.

Article 16. Membership of the BOS

1. BOS members are persons who are not prohibited by law and the Company's Charter from being members of the BOS. Members of the BOS must have professional qualifications and experience. A member of the BOS may not be a shareholder of the Company.
2. A member of the BOS is not a person in the accounting and finance department of the Company and is not a member or employee of an independent auditing company that is auditing the financial statements of the Company.

Article 17. Term, number and composition of the BOS

1. The term of the BOS is five (05) years; members of the BOS can be re-elected for an unlimited number of terms.
2. The number of the BOS members of the Company is three (03) members. Members of the BOS must meet the standards and conditions specified in Article 169 of the Enterprise Law and Article 35 of the Company's Charter.

3. The head of the BOS must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the business operations of the enterprise.

Article 18. Candidacy, nomination of members of the BOS

1. Shareholders have the right to combine the number of votes of each person together to nominate candidates for the BOS. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of voting shares may nominate one (01) candidate; from 20% to less than 30% can nominate up to two (02) candidates; from 30% to less than 40% can nominate up to three (03) candidates; from 40% to less than 50% can nominate up to four (04) candidates; from 50% to less than 60% can nominate up to five (05) candidates.
2. In case the number of candidates for the BOS through nomination and candidacy is still not enough, the incumbent BOS may nominate additional candidates or organize the nomination according to the mechanism prescribed by in the Company's Charter, this Regulation and the operation regulation of the BOS. The nomination of candidates for the BOS by the incumbent BOS must be clearly announced and approved by the GSM before the nomination is carried out.

Article 19. Procedures for electing members of the BOS

The Company specifically stipulates and guides shareholders to vote for members of the the BOS by cumulative voting method.

Article 20. Cases of dismissal or removal of members of the BOS

A member of the BOS is no longer a member in the following cases:

1. That member is prohibited by law from being a member of the BOS;
2. The member resigns by a written notice sent to the head office for the Company;
3. That member suffers from a mental disorder and other members of the BOS have professional evidences to prove that he or she no longer has the capacity to act;
4. That member is absent and does not attend meetings of the BOS continuously for six consecutive months, and during this time, the BOS does not allow such member to be absent and has ruled that this person's position is dismissed;
5. That member is dismissed as a member of the BOS according to the decision of the GSM.

Article 21. Remuneration of the BOS

Annually, members of the BOS are entitled to remuneration for the performance of the BOS' obligations. Remuneration for members of the BOS is approved by the GSM. The total remuneration, other benefits as well as expenses that the Company has paid and granted to each member of the BOS is published in the Company's Annual Report and for shareholders.

CHAPTER V. THE GENERAL DIRECTOR

Article 22. Roles, responsibilities, rights and obligations of the General Director

1. The General Director is the person who runs the daily business of the Company, appointed by the BOD; under the supervision of the BOD; take responsibility before the BOD and before the law for the performance of assigned rights and obligations.
2. The term of the General Director is five (05) years and can be re-appointed. The appointment may expire based on the provisions of the labor contract. The General Director is not a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the company's charter.
3. The General Director has the rights and obligations as prescribed in Clause 2, Article 33 of the Company's Charter.

Article 23. Appointment, dismissal, signing and termination of contracts for the General Director

1. The BOD may dismiss the General Director when the majority of the members of the BOD attending the meeting have voted approving and appointing a new General Director to replace.
2. Salary and other benefits of the General Director: The General Director is paid salary and bonus. The salary and bonus of the General Director is decided by the BOD. The salary of the General Director is included in the Company's business expenses according to the decision of the law on corporate income tax, shown in a separate section in the Company's annual financial statements and must be reported to the GSM at the AGSM.

CHAPTER VI. OTHER ACTIVITIES

Article 24. Coordination of activities between the BOD and the BOS

1. The Chairman of the BOD must send the meeting invitation notice and attached documents to the BOS to attend the meetings of the BOD. The members of the BOS have the right to attend the meetings of the BOD but do not have the right to vote on the issues passed at the meeting.

The BOD has the responsibility to coordinate, cooperate closely and create the most favorable conditions for the BOS to exercise the right to inspect and supervise the activities of the BOD in accordance with regulations; and at the same time directing and supervising the rectification and handling of violations at the recommendation of the BOS.

The BOS has the right to request the BOD to provide information and documents on the management and administration of the Company's business activities.
2. The BOD ensures that all resolutions of the BOD will be provided to the members of the BOS, and also to the members of the BOD.

Article 25. Coordination of activities between the BOD and the General Director

1. The BOD ensures all the most favorable conditions in terms of mechanisms, policies, human resources and facilities for the General Director to best perform the administration and management of the Company's business activities.
2. The General Director is responsible for directing and implementing the resolutions of the BOD/GMS. During the implementation process, if problems arise that are not favorable to the

Company, the shareholders and the General Director have the right to propose the BOD to consider and adjust accordingly.

3. The General Director is responsible for reporting to the BOD on matters related to the Company's management and implementation of the resolutions of the BOD/GMS.
4. The General Director and other managers are responsible for creating all favorable conditions for members of the BOD to access information and report fully and in the shortest time possible.

Article 26. Coordination of activities between the BOS and the General Director

1. The General Director may invite the BOS to attend the meeting of the BOM (if deemed necessary). The BOS can give comments (if any) at the meeting to the General Director.
2. The General Director makes periodical and extraordinary reports at the request of the BOS in accordance with the provisions of the Enterprise Law and the Company's Charter.
3. The General Director is responsible for creating all favorable conditions for the BOS to access information and report fully and in the shortest possible time.
4. Reports of the General Director submitted to the BOD must be sent simultaneously to the BOS at the same time and by the same method as sent to the members of the BOD.

Article 27. Regulations on annual evaluation of reward and discipline activities for members of the BOD, members of the BOS, and the General Director

Based on the Company's rules and regulations on reward and discipline and based on the evaluation results of the Company's Reward and Disciplinary Council, the Company will periodically or irregularly reward the employees, collective and staff members of the BOD, members of the BOS, the General Director and other managers with achievements in management.

When there are incidents of violations, violations of the Company's regulations, depending on the severity of each individual's violation, the Company's Reward and Disciplinary Committee considers the disciplinary form and issues a disciplinary decision to members of the BOD, BOS and the General Director.

CHAPTER VII. VALIDITY

Article 28. Validity

1. This Regulation consists of 28 articles, drafted by the Board of Directors, submitted to the GSM for approval and takes effect from the date of signing.
2. The BOD, BOS and General Director are responsible for the implementation of this Regulation.
3. Matters which are not specified in this Rule will be subject to the provisions of the Company's Charter and current laws.

ON BEHALF OF THE BOD

CHAIRPERSON

ĐẶNG MỸ LINH