

**REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS
TRUONG PHU JOINT STOCK COMPANY**

CHAPTER I

Article 1. Scope of Regulation and Subjects of Application

1. Scope of Regulation

These Regulations on the Operation of the Board of Directors set forth the organizational and personnel structure, operating principles, rights and obligations of the Board of Directors and its members to ensure their operation in compliance with the Law on Enterprises, the Company Charter and other relevant legal regulations.

2. Subjects of Application: These Regulations shall apply to the Board of Directors and all members of the Board of Directors.

Article 2. Operating Principles of the Board of Directors

1. The Board of Directors shall operate on the principle of collective decision-making. Members of the Board of Directors shall bear individual responsibility for the duties assigned to them and shall jointly bear responsibility before the General Meeting of Shareholders and before the law for resolutions and decisions of the Board of Directors relating to the development of the Company.

2. The Board of Directors shall assign the General Director to organize and manage the implementation of the resolutions and decisions of the Board of Directors.

CHAPTER II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and Obligations of Members of the Board of Directors

1. Members of the Board of Directors shall have all rights prescribed by the Law on Securities, relevant laws and the Company Charter, including the right to be provided with information and documents relating to the financial position and business operations of the Company and its affiliated units.

2. Members of the Board of Directors shall perform the obligations prescribed in the Company Charter and the following obligations:

- a) To perform their duties honestly and prudently in the best interests of the shareholders and the Company;
- b) To attend all meetings of the Board of Directors and express opinions on matters submitted for discussion;
- c) To promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies and other organizations;
- d) To report to the Board of Directors at its nearest meeting any transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital, and such member of the Board of Directors and his/her related persons; and transactions between the Company and enterprises in which such member is a founding shareholder or enterprise manager within the three (03) years immediately preceding the transaction date;
- e) To disclose information when conducting transactions in the Company's shares in accordance with the law.

3. An independent member of the Board of Directors of a listed company shall prepare a report evaluating the performance of the Board of Directors.

Article 4. Right of Members of the Board of Directors to Access Information

1. A member of the Board of Directors shall have the right to request the General Director, Deputy General Directors and other managers of the Company to provide information and documents relating to the financial position and business operations of the Company.
 2. The requested managers must provide complete, accurate and timely information and documents as requested by members of the Board of Directors. The procedures for requesting and providing information shall be governed by the Company Charter.
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Article 5. Term of Office and Number of Members of the Board of Directors

1. The Board of Directors shall consist of five (05) members.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms.
3. Where all members of the Board of Directors simultaneously complete their terms of office, they shall continue to serve until newly elected members assume their positions and duties.

Article 6. Standards and Conditions for Members of the Board of Directors

1. A member of the Board of Directors must satisfy the following standards and conditions:
 - a) Not falling within the categories of persons prohibited under Clause 2, Article 17 of the Law on Enterprises;
 - b) Possessing professional qualifications and experience in business administration or in the Company's business sectors, and not necessarily being a shareholder of the Company;
 - c) A member of the Board of Directors of the Company may concurrently serve as a member of the board of directors of another company;
 - d) Being in good health, possessing good moral character, honesty and integrity, having full legal capacity and knowledge of the law, and having the competence and commitment required to address the Company's long-term strategic issues; being able to participate effectively in discussions and willing to exercise authority in a cooperative spirit.
2. An independent member of the Board of Directors as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises must satisfy the following standards and conditions:
 - a) Not being currently employed by the Company, its parent company or its subsidiary; and not having been employed by the Company, its parent company or its subsidiary during at least the preceding three (03) consecutive years;
 - b) Not receiving salary or remuneration from the Company, except for allowances payable to members of the Board of Directors in accordance with regulations;
 - c) Not being the spouse, biological parent, adoptive parent, biological child, adopted child, sibling of a major shareholder of the Company, or of a manager of the Company or its subsidiary;
 - d) Not directly or indirectly owning one percent (1%) or more of the total voting shares of the Company;
 - e) Not having served as a member of the Board of Directors or the Supervisory Board of the Company during at least the preceding five (05) consecutive years, except where such person has been appointed for two consecutive terms.
3. An independent member of the Board of Directors shall notify the Board of Directors if he/she no longer satisfies the standards and conditions specified in Clause 2 of this Article and shall automatically cease to be an independent member from the date on which such standards and conditions are no longer met.

The Board of Directors shall notify the General Meeting of Shareholders at its next meeting of any case where an independent member no longer satisfies the required standards and conditions, or shall convene a General Meeting of Shareholders to elect an additional or replacement independent member within six (06) months from the date of receipt of such notification.

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, removed from office, or dismissed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors of the Company shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors shall have the following rights and obligations:
 - a) To formulate programs and plans for the activities of the Board of Directors;
 - b) To prepare agendas, contents and documents for meetings; convene, chair and preside over meetings of the Board of Directors;
 - c) To organize the adoption of resolutions and decisions of the Board of Directors;
 - d) To supervise the implementation of resolutions and decisions of the Board of Directors;
 - e) To chair meetings of the General Meeting of Shareholders;
 - f) Other rights and obligations prescribed by the Law on Enterprises and the Company Charter.
4. Where the Chairman resigns or is removed from office, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation or removal decision.

Where the Chairman is absent or unable to perform his/her duties, he/she shall authorize another member in writing to exercise the rights and perform the obligations of the Chairman in accordance with the Company Charter.

If no authorization is granted, or where the Chairman dies, is missing, is detained, serving a prison sentence, subject to compulsory administrative measures, absconds from residence, has limited or lost legal capacity, experiences difficulties in cognition and behavior control, or is prohibited by a court from holding office, practicing a profession or performing certain work, the remaining members shall elect one of themselves as Chairman by majority vote until a new decision of the Board of Directors is issued.

5. Where deemed necessary, the Board of Directors may appoint a Company Secretary.

The Company Secretary shall have the following rights and obligations:

- a) Assisting in organizing meetings of the General Meeting of Shareholders and the Board of Directors and recording meeting minutes;
- b) Assisting members of the Board of Directors in exercising their rights and performing their duties;
- c) Assisting the Board of Directors in applying and implementing corporate governance principles;
- d) Assisting the Company in maintaining shareholder relations, protecting the lawful rights and interests of shareholders, and ensuring compliance with information disclosure and administrative procedures;
- e) Other rights and obligations prescribed by the Company Charter.

Article 8. Removal, Dismissal, Replacement and Supplementation of Members of the Board of Directors

1. Removal from Office



The General Meeting of Shareholders shall remove a member of the Board of Directors from office in the following cases:

- a) The member no longer satisfies the qualifications and conditions prescribed in Article 155 of the Law on Enterprises;
- b) The member submits a resignation letter and such resignation is accepted;
- c) Other cases as stipulated in the Company Charter.

2. Dismissal

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

- a) Failure to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- b) Other cases as stipulated in the Company Charter.

3. Where deemed necessary, the General Meeting of Shareholders may decide to replace, remove from office or dismiss a member of the Board of Directors in circumstances other than those specified in Clauses 1 and 2 of this Article.

4. The Board of Directors shall convene a General Meeting of Shareholders for the election of additional members of the Board of Directors in the following cases:

- a) The number of members of the Board of Directors is reduced by more than one-third (1/3) of the number prescribed in the Company Charter. In such case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced beyond such threshold;
- b) The number of independent members of the Board of Directors falls below the minimum ratio required under Point b, Clause 1, Article 137 of the Law on Enterprises;
- c) Except for the cases specified in Points a and b above, the General Meeting of Shareholders shall elect new members to replace those who have been removed from office or dismissed at its nearest meeting

Article 9. Election, Removal and Dismissal of Members of the Board of Directors

1. A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with the Company Charter.

2. Where the number of candidates nominated or self-nominated remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the Company Charter.

Any additional nominations made by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes on the election of members of the Board of Directors in accordance with applicable laws.

3. The election of members of the Board of Directors shall be conducted using the cumulative voting method, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of members to be elected.

A shareholder may allocate all or part of his/her votes to one or more candidates.

Candidates receiving the highest number of votes shall be elected in descending order until the number of members specified in the Company Charter is filled.

If two or more candidates receive an equal number of votes for the final available seat on the Board of Directors, a re-election shall be conducted among those candidates, or another selection method prescribed in the election regulations or the Company Charter shall apply.

4. The election, removal from office and dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders through voting.

Article 10. Announcement of Election, Removal and Dismissal of Members of the Board of Directors

1. Once candidates for membership of the Board of Directors have been identified, the Company shall disclose information relating to such candidates on the Company's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders, enabling shareholders to review the candidates before voting.

Candidates for membership of the Board of Directors must provide a written commitment confirming the truthfulness and accuracy of the personal information disclosed and undertaking to perform their duties honestly, prudently and in the best interests of the Company if elected.

The information to be disclosed regarding candidates shall include:

- a) Full name and date of birth;
 - b) Professional qualifications;
 - c) Employment and work experience;
 - d) Other relevant information (if any).
2. The announcement of the results of the election, removal from office or dismissal of members of the Board of Directors shall be made in accordance with applicable regulations on information disclosure.

CHAPTER III

THE BOARD OF DIRECTORS

Article 11. Rights and Obligations of the Board of Directors

1. The Board of Directors shall be the management body of the Company and shall have full authority, on behalf of the Company, to decide and exercise the rights and perform the obligations of the Company, except for those rights and obligations falling within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company Charter and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:

- a) To decide on the Company's development strategy, medium-term development plans and annual business plans;
- b) To recommend the classes of shares and the total number of shares authorized for offering of each class;
- c) To decide on the sale of unsold shares within the scope of authorized shares of each class and to decide on additional capital mobilization in other forms;
- d) To determine the offering price of shares and bonds of the Company;
- e) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f) To decide on investment policies and investment projects within its authority and limits prescribed by law;
- g) To decide on solutions for market development, marketing and technology;
- h) To approve contracts for purchase, sale, borrowing, lending and other contracts or transactions having a value equal to or exceeding ten percent (10%) of the total assets recorded in the Company's most recent financial

statements, and contracts or transactions falling within the authority of the General Meeting of Shareholders as prescribed by Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) To elect, remove from office and dismiss the Chairman of the Board of Directors; to appoint, remove from office, enter into and terminate contracts with the Director/General Director and other key managers as prescribed by the Company Charter; to determine salaries, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies and determine their remuneration and other benefits;

k) To supervise and direct the General Director and other managers in conducting the Company's daily business operations;

l) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches and representative offices; and to decide on capital contributions to or acquisition of shares in other enterprises;

m) To approve agendas and materials for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect shareholders' opinions in writing for the adoption of resolutions;

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

o) To recommend dividend rates; to decide on the time limit and procedures for dividend payment or the handling of losses incurred during business operations;

p) To recommend the reorganization or dissolution of the Company and to request the initiation of bankruptcy procedures for the Company;

q) To promulgate the Regulations on the Operation of the Board of Directors and the Internal Corporate Governance Regulations; to approve the Regulations on the Operation of the Supervisory Board and the Company's Information Disclosure Regulations;

r) To exercise other rights and perform other obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws and the Company Charter.

3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, collecting written opinions, or by other methods prescribed in the Company Charter. Each member of the Board of Directors shall have one (01) vote.

4. Where a resolution or decision adopted by the Board of Directors is contrary to law, resolutions of the General Meeting of Shareholders or the Company Charter and causes damage to the Company, the members voting in favor of such resolution or decision shall be jointly and severally liable and shall compensate the Company for the damage incurred.

Any member voting against such resolution or decision shall be exempt from liability.

In such cases, shareholders shall have the right to request a competent court to suspend the implementation of or annul such resolution or decision.

Article 12. Responsibilities and Authority of the Board of Directors in Approving and Executing Contracts and Transactions

1. The Board of Directors shall approve contracts and transactions having a value exceeding ten percent (10%) of the total assets of the Company, or transactions resulting in the aggregate value of transactions arising within twelve (12) months from the date of the first transaction exceeding ten percent (10%) of the total assets stated in the most recent financial statements, when entered into with any of the following persons or entities:

- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and their related persons;

- Shareholders and authorized representatives of shareholders owning more than ten percent (10%) of the total ordinary shares of the Company and their related persons;

- Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises.

2. The Company's legal representative signing a contract or transaction shall notify the members of the Board of Directors and the Supervisory Board of the related parties involved in such contract or transaction and shall provide a draft contract or a summary of the principal contents thereof.

The Board of Directors shall decide whether to approve the contract or transaction within fifteen (15) days from the date of receipt of such notice, unless the Company Charter provides otherwise.

Any member of the Board of Directors having an interest related to the contract or transaction shall not be entitled to vote on the matter.

Article 13. Responsibilities of the Board of Directors in Convening Extraordinary Meetings of the General Meeting of Shareholders

1. The Board of Directors shall convene an extraordinary meeting of the General Meeting of Shareholders in the following circumstances:

- a) When the Board of Directors deems it necessary for the interests of the Company;
- b) When the number of remaining members of the Board of Directors or the Supervisory Board is lower than the minimum number required by law;
- c) Upon request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises. Such request must be made in writing, clearly stating the reasons and purpose of the meeting, and must bear the signatures of the relevant shareholders, either on a single document or on multiple documents compiled together;
- d) Upon request of the Supervisory Board;
- đ. Other cases as prescribed by law and the Company Charter.

2. The number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the minimum number required by the Company Charter; or It receives a request as specified in Points c and d, Clause 1 of this Article.

3. The person convening the General Meeting of Shareholders shall perform the following duties:

- a) Preparing the list of shareholders entitled to attend the meeting;
- b) Providing information and resolving complaints relating to the list of shareholders;
- c) Preparing the agenda and contents of the meeting;
- d) Preparing meeting documents;
- e) Drafting resolutions of the General Meeting of Shareholders corresponding to the proposed agenda items and preparing the list and detailed information of candidates in cases involving the election of members of the Board of Directors or the Supervisory Board;
- f) Determining the time and venue of the meeting;
- g) Sending notices of invitation to all shareholders entitled to attend the meeting in accordance with the Law on Enterprises;
- h) Performing other tasks necessary for the organization of the meeting.

CHAPTER IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting percentage. In

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the event that more than one member receives the same highest number of votes or voting percentage, the members shall elect, by majority vote, one among them to convene and chair the meeting.

2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings when necessary.

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

- a) Upon request of the Supervisory Board or an independent member of the Board of Directors;
- b) Upon request of the General Director or at least five (05) other managers;;
- c) Upon request of at least two (02) members of the Board of Directors;
- d) Other cases as prescribed by the Company's Charter.

4. Requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions falling within the authority of the Board of Directors.

5. The Chairman of the Board of Directors shall convene a meeting within seven (07) working days from the date of receipt of a request specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, he/she shall be responsible for any damage caused to the Company; the requesting party shall have the right to convene the meeting in place of the Chairman.

6. The Chairman of the Board of Directors or the person convening the meeting must send a notice of meeting at least five (05) working days before the meeting date. The notice shall clearly specify the time and venue of the meeting, agenda, matters to be discussed, and decisions to be made.

The notice of meeting shall be accompanied by documents to be used at the meeting and voting forms for members.

The notice may be sent by invitation letter, telephone, electronic means, or other methods prescribed by the Company's Charter, provided that it reaches the registered contact address of each Board member.

7. The Chairman of the Board of Directors or the convener shall send the notice of meeting and accompanying documents to members of the Supervisory Board in the same manner as for members of the Board of Directors.

8. A meeting of the Board of Directors shall be valid when attended by at least three-fourths (3/4) of the total number of Board members.

If a meeting convened under this provision does not have the required quorum, a second meeting shall be convened within fifteen (15) days from the date scheduled for the first meeting. In such case, the meeting shall be valid if attended by more than one-half of the Board members.

9. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote on his/her behalf in accordance with Clause 11 of this Article;
- c) Participating and voting through teleconferencing, electronic voting, or other electronic means;
- d) Sending voting ballots to the meeting by mail or email;
- e) Sending voting ballots by other means as prescribed in the Company's Charter.

10. In the case of voting ballots sent by mail, such ballots must be enclosed in sealed envelopes and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. The ballots shall only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on his/her behalf if approved by a majority of the members of the Board of Directors.

12. A resolution of the Board of Directors shall be adopted if approved by a majority of the attending members. In the event of a tie vote, the final decision shall follow the opinion voted for by the Chairman of the Board of Directors.

Article 17. Minutes of Meetings of the Board of Directors

1. All meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language. The minutes shall include the following principal contents:

- a) Name, head office address, and enterprise registration number of the Company;
- b) Time and venue of the meeting;
- c) Purpose, agenda, and contents of the meeting;
- d) Full names of attending members or authorized representatives and the method 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 attending member in the order of the meeting proceedings;
- g) Voting results, clearly stating members voting in favor, against, or abstaining;
- h) Matters approved and the corresponding approval ratios;
- i) Full names and signatures of the chairperson and the minute-taker, except as provided in Clause 2 of this Article.

2. If the chairperson or minute-taker refuses to sign the minutes, the minutes shall remain valid provided that they are signed by all other attending members of the Board of Directors and contain all information required under Points a, b, c, d, e, g, and h of Clause 1 of this Article.

3. The chairperson, minute-taker, and persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes.

4. Minutes of meetings of the Board of Directors and documents used at the meetings shall be retained at the Company's head office.

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.

CHAPTER V

REPORTING AND DISCLOSURE OF INTERESTS

Article 18. Submission of Annual Reports

1. At the end of each fiscal year, the Board of Directors shall submit the following reports to the General Meeting of Shareholders:

- a) Report on the Company's business performance;
- b) Financial statements;
- c) Report on the management and administration of the Company;
- d) Appraisal report of the Supervisory Board.

2. The reports specified in Points a, b, and c of Clause 1 of this Article must be submitted to the Supervisory Board for appraisal no later than thirty (30) days prior to the opening date of the Annual General Meeting of Shareholders, unless otherwise provided in the Company's Charter.

3. The reports specified in Clauses 1 and 2 of this Article, together with the appraisal report of the Supervisory Board and the audit report, must be kept at the Company's head office no later than ten (10) days before the opening date of the Annual General Meeting of Shareholders, unless the Company's Charter stipulates a longer period.

Article 19. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on business performance and operational efficiency.

2. Members of the Board of Directors shall be entitled to remuneration for their services. Such remuneration may be calculated on a monthly or annual basis. The Board of Directors shall determine the remuneration of each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.



3. The remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with regulations on corporate income tax, disclosed as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.

4. A member of the Board of Directors holding an executive position and performing duties beyond the ordinary scope of responsibilities of a Board member may receive additional remuneration in the form of a lump-sum payment, salary, commission, profit-sharing arrangement, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, subsistence, and other reasonable expenses incurred in the performance of their duties, including expenses arising from attendance at meetings of the General Meeting of Shareholders and meetings of the Board of Directors.

6. Members of the Board of Directors may be covered by directors' and officers' liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter by members of the Board of Directors.

Article 20. Disclosure of Related Interests

Unless the Company's Charter provides for stricter requirements, the disclosure of interests and related persons shall be carried out as follows:

1. Members of the Board of Directors must declare to the Company their related interests, including:

a) The name, enterprise registration number, head office address, and business lines of any enterprise in which they hold contributed capital or shares, together with the percentage and date of acquisition of such ownership interests;

b) The name, enterprise registration number, head office address, and business lines of any enterprise in which their related persons jointly or separately own contributed capital or shares representing more than ten percent (10%) of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises. Any amendment or supplementation must be notified to the Company within seven (07) working days from the date of such amendment or supplementation.

3. Any member of the Board of Directors who, in his/her own name or on behalf of another person, conducts any activity in any form within the Company's business scope must disclose the nature and contents of such activity to the Board of Directors and may only proceed upon approval by a majority of the remaining members of the Board of Directors. If such activity is conducted without disclosure or without approval of the Board of Directors, all income derived therefrom shall belong to the Company

CHAPTER VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationships Among Members of the Board of Directors

1. The relationship among members of the Board of Directors shall be one of coordination. Members shall be responsible for keeping one another informed of matters related to the performance of their assigned duties.

2. In the course of performing assigned duties, the member primarily responsible for a matter shall proactively coordinate with other members when issues arise that relate to areas under their responsibility. Where differing opinions exist among Board members, the member primarily responsible shall report the matter to the Chairman of the Board of Directors for consideration and decision within his/her authority or for the organization of a meeting or collection of opinions from Board members in accordance with applicable laws, the Company's Charter, and these Regulations.

3. In the event of a reassignment of responsibilities among members of the Board of Directors, the relevant members shall hand over all related work, files, and documents. Such handover must be documented in writing and reported to the Chairman of the Board of Directors.

Article 22. Relationship with the Board of Management

In its governance role, the Board of Directors shall issue resolutions for implementation by the Board of Management. At the same time, the Board of Directors shall inspect and supervise the implementation of such resolutions.

Article 23. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board shall be one of coordination. Their working relationship shall be based on the principles of equality and independence, while maintaining close cooperation and mutual support in the performance of their respective duties.

2. Upon receipt of inspection minutes or consolidated reports from the Supervisory Board, the Board of Directors shall be responsible for reviewing such documents and directing the relevant departments to formulate and implement corrective measures in a timely manner.

CHAPTER VII IMPLEMENTATION PROVISIONS

Article 24. Effectiveness

Regulations on the Organization and Operation of the Board of Directors of Truong Phu Joint Stock Company consist of seven (07) Chapters and twenty-four (24) Articles and shall take effect from the date of promulgation.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



Luong Hoai Nam

