

## APPENDIX

### (Attach Proposal No.09/ĐHĐCĐ/2024 on amending the Company's Charter)

**Note:**

- Articles not detailed in this appendix are unchanged.
- The proposed changes in the section "Regulations in the current Charter" are lines of text shown in **bold, underlined or crossed out form.**
- The content that needs to be amended or supplemented in the "Contents proposed to be amended" section is ***italicized and bolded in red.***
- Enterprise Law 2020 (LDN 2020) is Enterprise Law No. 59/2020/QH14 dated June 17, 2020.
- Law No. 03/2022/QH15 is Law No. 03/2022/QH15 dated January 11, 2022 amending and supplementing a number of articles of the Law on Public Investment, Law on Investment by public-private partnership method, Law on Investment, Housing Law, Bidding Law, Electricity Law, Enterprise Law, Special Consumption Tax Law and Civil Judgment Enforcement Law.
- Securities Law 2019 is Securities Law No. 54/2019/QH14 dated November 26, 2019.
- Model Charter is the Model Charter applicable to public companies issued together with Circular No. 116/2020/TT - BTC is Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the securities law.

Regulations in the current company charter	Content proposed for amendment	Reason for amendment
<b>OPENING</b>	<b>OPENING</b>	
This Charter was approved according to the valid Resolution of the General Meeting of Shareholders of Tieu Nien Tien Phong Plastic Joint Stock Company held on <b><u>April 28, 2023.</u></b>	This Charter is approved according to the valid Resolution of the General Meeting of Shareholders of Tien Phong Plastic Joint Stock Company held on <b><i>April 27, 2024.</i></b>	Update the time of issuance of the Charter
<b>I. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICE AND OPERATION PERIOD OF THE COMPANY</b>	<b>I. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICE AND OPERATION PERIOD OF THE COMPANY</b>	

**Article 3. Legal Representative of the Company**

~~The Company's legal representative is an individual who represents the enterprise to exercise the rights and obligations arising from the enterprise's transactions, representing the enterprise as a plaintiff, defendant, or people with related right and obligation before Arbitrators, courts and other rights and obligations according to the provisions of law.~~

The company has one (01) legal representative: Chairman of the Board of Directors. The rights and obligations of the legal representative are implemented in accordance with the provisions of the Enterprise Law, this Charter and the Management Regulations issued by the Board of Directors in accordance with the provisions of this Charter.

**Article 3. Legal Representative of the Company**

1. The company has *two (02)* legal representatives, including: *Chairman of the Board of Directors and General Director.*

*2. The legal representative who is the Chairman of the Board of Directors has the following rights and obligations:*

*a. Signing contracts and transactions of the Company on behalf and in the name of the Company, including:*

*- Loan contracts, guarantees and other forms of credit (including security measures) with banks;*

*- Contracts and transactions that according to the Company Charter and Enterprise Law need to be approved by the General Meeting of Shareholders and the Board of Directors.*

*Approval must be done before signing. In this case, the legal representative can only sign those contracts and transactions after there has been a resolution or decision of the General Meeting of Shareholders and the Board of Directors.*

*b. Sign transaction documents with government agencies/shareholders related to securities.*

*c. Implement the Company's information disclosure according to securities laws.*

In case the General Meeting of Shareholders approves the Company with 02 legal representatives, the Company's Charter specifically stipulates the rights and obligations of each legal representative based on Article 12 of the Law on Enterprise 2020.

Regulations in the current company charter	Content proposed for amendment	Reason for amendment
	<p><i>d. Sign the Company's amended and supplemented Charter after it is approved by the General Meeting of Shareholders.</i></p> <p><i>e. Other rights and obligations according to the provisions of law and internal regulations of the Company.</i></p> <p><i>3. The legal representative, the General Director, has the following rights and obligations:</i></p> <p><i>a. Signing contracts and transactions of the Company on behalf and in the name of the Company, including:</i></p> <ul style="list-style-type: none"> <li><i>- Labor contract</i></li> <li><i>- Purchase and sale contracts and other contracts and transactions that according to the Company Charter and Enterprise Law do not need to be approved by the General Meeting of Shareholders or the Board of Directors.</i></li> <li><i>- Transaction documents such as debt acceptance contracts, loan repayment documents, documents and papers related to loans and debt repayment;</i></li> </ul> <p><i>b. Sign transaction documents with government agencies/partners/customers related to investment, business, trade, labor, etc.</i></p>	

Regulations in the current company charter	Content proposed for amendment	Reason for amendment
	<p><i>c. Sign the Company's separate financial statements and consolidated financial statements (including quarterly financial reports, reviewed semi-annual financial reports, audited annual financial statements and explanatory documents (if any);</i></p> <p><i>- Sign accounting documents (together with the chief accountant);</i></p> <p><i>d. Representing the company as a requester to resolve civil matters, plaintiffs, defendants, and people with related rights and obligations before Arbitrators, Courts and other litigation agencies.</i></p> <p><i>e. Other rights and obligations according to the provisions of law and internal regulations of the Company.</i></p> <p><i>4. Responsibilities of the legal representative</i>  <i>The legal representative of the Company has the following responsibilities:</i></p> <p><i>a. Exercise assigned rights and obligations honestly, carefully, and best to ensure the legitimate interests of the Company.</i></p> <p><i>b. Loyal to the benefits of the Company; Do not abuse your authority or position and use information, know-how, business opportunities, or other assets of the Company for personal</i></p>	

Regulations in the current company charter	Content proposed for amendment	Reason for amendment
	<p><i>gain or to serve the interests of other organizations or individuals.</i></p> <p><i>c. Notify the Company promptly, fully and accurately about the enterprise that you, your related person owns or has shares or capital contribution in accordance with the provisions of the Enterprise Law.</i></p> <p><i>d. The legal representative of the Company is personally responsible for damages to the Company due to breach of responsibility specified in this Clause.</i></p> <p><i>e. For other issues not specified in this Charter, each legal representative is a competent representative of the Company before third parties; and be jointly responsible with other legal representatives for damages caused to the Company according to the provisions of civil law and other relevant laws.</i></p>	
<b>III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY</b>	<b>III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY</b>	

Regulations in the current company charter	Content proposed for amendment	Reason for amendment																
<p><b>Article 4. Operational objectives of the company</b></p>	<p><b>Article 4. Operational objectives of the company</b></p> <p><b>Add the following professions and businesses:</b></p> <table border="1" data-bbox="793 337 1415 708"> <thead> <tr> <th data-bbox="793 337 940 389">Profession and business codes</th> <th data-bbox="940 337 1415 389">Name of profession and business</th> </tr> </thead> <tbody> <tr> <td data-bbox="793 389 940 441">7490</td> <td data-bbox="940 389 1415 441">Technical testing and analysis Details: Testing product and goods quality</td> </tr> <tr> <td data-bbox="793 441 940 477">8521</td> <td data-bbox="940 441 1415 477">Primary education</td> </tr> <tr> <td data-bbox="793 477 940 513">8522</td> <td data-bbox="940 477 1415 513">Secondary education</td> </tr> <tr> <td data-bbox="793 513 940 548">8523</td> <td data-bbox="940 513 1415 548">High school education</td> </tr> <tr> <td data-bbox="793 548 940 584">8531</td> <td data-bbox="940 548 1415 584">Elementary training</td> </tr> <tr> <td data-bbox="793 584 940 620">8532</td> <td data-bbox="940 584 1415 620">Intermediate training</td> </tr> <tr> <td data-bbox="793 620 940 708">8559</td> <td data-bbox="940 620 1415 708">Other education has not been classified yet Details: Examination, vocational training, foreign language teaching, life skills teaching, aptitude teaching, tutoring services</td> </tr> </tbody> </table>	Profession and business codes	Name of profession and business	7490	Technical testing and analysis Details: Testing product and goods quality	8521	Primary education	8522	Secondary education	8523	High school education	8531	Elementary training	8532	Intermediate training	8559	Other education has not been classified yet Details: Examination, vocational training, foreign language teaching, life skills teaching, aptitude teaching, tutoring services	<p>- Additional industry code 7490 for product and goods quality testing activities based on reality of the Laboratory at TPP was established to comply with the requirements of ISO/IEC1702:2017 standard.</p> <p>- Adding educational business lines to be able to implement the Tien Phong Education Complex project at No. 2 An Da.</p> <p>These contents will be updated in the Charter after the General Meeting of Shareholders approves the relevant proposals and registers changes with the business registration agency.</p>
Profession and business codes	Name of profession and business																	
7490	Technical testing and analysis Details: Testing product and goods quality																	
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<p><b>VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS</b></p>	<p><b>VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS</b></p>																	
<p><b>Article 15. Rights and obligations of the General Meeting of Shareholders</b></p>	<p><b>Article 15. Rights and obligations of the General Meeting of Shareholders</b></p>																	
<p>1. The <del>Annual</del> General Meeting of Shareholders has the following rights and obligations:</p>	<p>1. The General Meeting of Shareholders has the following rights and obligations:</p>	<p>Correct the wording in accordance with the provisions of Article 138 of Law 2020</p>																
<p><b>Article 19. Conditions for conducting the General Meeting of Shareholders</b></p>	<p><b>Article 19. Conditions for conducting the General Meeting of Shareholders</b></p>																	
<p>2. <del>In case there is not enough delegates within thirty (30) minutes from the scheduled opening time of the meeting, the convener will cancel the meeting. The meeting of the General Meeting of Shareholders is convened</del></p>	<p>2. <i>In case the first meeting does not meet the conditions to proceed as prescribed in Clause 1 of this Article, a notice to convene a second meeting shall be made within 30 (thirty) days from the intended date of the first meeting.</i> The</p>	<p>Revised to be more flexible in the Company's management and operations and in accordance with Article 145 of the Law on Enterprise 2020.</p>																

Regulations in the current company charter	Content proposed for amendment	Reason for amendment
<p><b><u>for the second time within 30 (thirty) days from the intended date of holding the first General Meeting of Shareholders.</u></b> The second General Meeting of Shareholders will only be conducted when the number of shareholders attending the meeting and authorized persons representing at least 51% (fifty one percent) of the total votes.</p> <p>3. <del><b><u>In case the second congress cannot be held because there is not enough delegates within thirty (30) minutes from the scheduled opening time of the meeting, The third General Meeting of Shareholders may be convened within twenty (20) days from the intended date of holding the second general meeting, and in this case the meeting is conducted regardless of the number of shareholders or authorized representatives attends and is considered valid and has the right to decide on all issues expected to be approved at the first General Meeting of Shareholders.</u></b></del></p>	<p>second General Meeting of Shareholders will only be conducted when the number of shareholders attending the meeting and authorized persons representing at least 51% (fifty one percent) of the total votes.</p> <p>3. <i><b>In case the second meeting does not meet the conditions to proceed as prescribed in Clause 2 of this Article, the notice inviting the third meeting must be sent within 20 (twenty) days from the intended date of the second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes of shareholders attending the meeting and authorized persons attending the meeting.</b></i></p>	
<p><b>Article 21. Approval of resolutions of the General Meeting of Shareholders</b></p>	<p><b>Article 21. Approval of resolutions of the General Meeting of Shareholders</b></p>	
<p>1.b. Resolutions of the General Meeting of Shareholders on the following issues must be</p>	<p>1.b Resolutions of the General Meeting of Shareholders on the following issues must be</p>	<p>Revise to be more flexible in the Company's management and operations</p>

Regulations in the current company charter	Content proposed for amendment	Reason for amendment
<p>approved by voting at the General Meeting of Shareholders:</p> <ul style="list-style-type: none"> <li>- Decide to invest or sell Company assets whose value is equal to or greater than 35% (thirty-five percent) of the total asset value recorded in the Company's most recent financial report;</li> <li>- Approve annual financial reports;</li> <li>- Reorganize and dissolve the Company;</li> <li>- Short and long-term development plan of the Company;</li> <li>- Elect, dismiss, dismiss and replace members of the Board of Directors;</li> <li>- Type of shares and total number of shares of each type; <del>annual dividend level of each type of share;</del></li> <li><del>— Change professions, occupations and business fields;</del></li> <li><del>— Change the Company's organizational and management structure.</del></li> </ul>	<p>approved by voting at the General Meeting of Shareholders:</p> <ul style="list-style-type: none"> <li>- Decide to invest or sell Company assets whose value is equal to or greater than 35% (thirty-five percent) of the total asset value recorded in the Company's most recent financial report;</li> <li>- Approve annual financial reports;</li> <li>- Reorganize and dissolve the Company;</li> <li>- Short and long-term development plan of the Company;</li> <li>- Elect, dismiss, remove and replace members of the Board of Directors;</li> <li>- Type of shares and total number of shares of each type.</li> </ul>	<p>and in accordance with Clause 2, Article 147 of the Law on Enterprise 2020.</p>
<p><b>VII. BOARD OF DIRECTORS</b></p>	<p><b>VII. BOARD OF DIRECTORS</b></p>	



Regulations in the current company charter	Content proposed for amendment	Reason for amendment
<p><b>Article 27 Composition and term of members of the Board of Directors</b></p> <p>1. The number of members of the Board of Directors of the Company is from 05 to 11 members. The term of the Board of Directors is 05 (five) years. The term of a member of the Board of Directors shall not exceed 05 (five) years; Members of the Board of Directors can be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, those members will continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.</p>	<p><b>Article 27 Composition and term of members of the Board of Directors</b></p> <p>1. The number of members of the Board of Directors of the Company is from 05 to 11 members. The term of the Board of Directors is 05 (five) years. The term of a member of the Board of Directors must not exceed 05 (five) years <i>and the term of a member of the Board of Directors must follow the term of the Board of Directors</i>; Members of the Board of Directors can be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, those members will continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.</p> <p><i>In case of additional election or replacement of a member of the Board of Directors who is dismissed or removed, the term of the additional or replacement member is the remaining term of the term of the Board of Directors.</i></p>	<p>More detailed regulations on the term of office of members of the Board of Directors to ensure monitoring and implementation are synchronized and consistent with the term of the Board of Directors</p>
<p><b>Article 29. Powers and duties of the Board of Directors</b></p>	<p><b>Article 29. Powers and duties of the Board of Directors</b></p>	
<p>3.c <b><u>Decide on the organizational structure</u></b>; decide to establish subsidiaries, branches, representative offices, transaction offices and contribute capital, buy/sell shares of other</p>	<p>3.c <i>On the basis of the company's organizational and management structure approved by the General Meeting of Shareholders and stipulated in this Charter, the</i></p>	<p>Specifying the authority of the Board of Directors to decide on the Company's organizational structure to suit the</p>

Regulations in the current company charter	Content proposed for amendment	Reason for amendment
enterprises within the limits prescribed by law and the Company's Charter	<i>Board of Directors has the right to decide in more detail on the Company's organizational structure, accordingly, the Board of Directors decides on the functions of the Company, the number of departments, divisions and units; the establishment, division, separation, dissolution, consolidation... of departments, divisions and units within the Company;</i> Decide to establish subsidiaries, branches, representative offices, transaction offices and contribute capital, buy/sell shares of other enterprises within the limits prescribed by law and the Company's Charter	Company's management and operating practices.
3.d. Resolve the Company's complaints against managers as well as decide to select a Company representative to resolve issues related to legal procedures for those managers.	Remove this content	To be consistent with the Company's management and operating practices
	<i>3.q. Decide to promulgate and amend internal management regulations under the authority of the General Meeting of Shareholders, after being approved by the General Meeting of Shareholders; Decisions to issue or amend other internal management regulations do not have to be submitted to the General Meeting of Shareholders for approval and are not subject to delegation of authority to the General Director according to this Charter and other internal documents;</i>	Additional clarification of the authority of the Board of Directors in accordance with the actual operations of the Company.

Regulations in the current company charter	Content proposed for amendment	Reason for amendment
	<i>3.r. Propose amendments and supplements to the Company's Charter</i>	Additional clarification of the authority of the Board of Directors
	<i>3.s. Exercise the rights of the owner of the subsidiary established by the Company and owns 100% of the charter capital (including the rights of the owner as prescribed in the Subsidiary's Charter and the provisions of law)</i>	Additional clarification of the authority of the Board of Directors for Subsidiaries that own 100% of charter capital
<b>Article 30. Chairman and Vice Chairman of the Board of Directors</b>	<b>Article 30. Chairman and Vice Chairman of the Board of Directors</b>	
4. The Chairman of the Board of Directors must be responsible for ensuring that the Board of Directors sends the annual financial report, the Company's activity report, the audit report and the Board of Directors' inspection report to shareholders at the General Meeting of Shareholders	Remove this content	The disclosure of reports and meeting documents to shareholders is carried out in accordance with the provisions of law
<b>Article 32. Subcommittees of the Board of Directors</b>	<b>Article 32. Subcommittees of the Board of Directors</b>	
1. The Board of Directors can establish a subcommittee to be in charge of development policies, human resources, compensation, and internal audit. The number of members of the subcommittee is decided by the Board of Directors <del>but there are at least 03 (three) people including members of the Board of Directors and external members. Independent members of the Board of Directors make up the majority of the subcommittee and one of these members is appointed as Head of the</del>	1. The Board of Directors can establish a subcommittee to be in charge of development policies, human resources, compensation, and internal audit. The number of members of the subcommittee is decided by the Board of Directors. Activities of the subcommittee must comply with the regulations of the Board of Directors.	Revise the regulations on subcommittees under the Board of Directors to suit the Company's current operations.

Regulations in the current company charter	Content proposed for amendment	Reason for amendment
<p><del>subcommittee according to the decision of the Board of Directors.</del> Activities of the subcommittee must comply with the regulations of the Board of Directors. <del>Subcommittee resolutions are only effective when a majority of members attending and voting for approval at the subcommittee meeting are members of the Board of Directors.</del></p>		
<p>VIII. GENERAL DIRECTOR, OTHER MANAGEMENT OFFICERS AND COMPANY SECRETARY</p>	<p>VIII. GENERAL DIRECTOR, OTHER MANAGEMENT OFFICERS AND COMPANY SECRETARY</p>	
<p>Article 37. Appointment, dismissal, duties and powers of the General Director</p>	<p>Article 37. Appointment, dismissal, duties and powers of the General Director</p>	
<p>3.b. Powers and duties: Decide on all issues that do not require a resolution of the Board of Directors, <del>including deciding on behalf of the Company and signing financial and commercial contracts on behalf of the Company, except in the case of contracts under the authority of the Board of Directors/General Meeting of Shareholders.</del> Organize and operate the Company's daily production and business activities according to best management practices</p>	<p>3.b. Powers and duties: Decide on all issues that do not require a resolution of the Board of Directors, organizing and operating daily production and business activities of the Company according to best management practices.</p>	<p>Amendments based on Article 162 of the Law on Enterprise 2020 on the rights and obligations of the General Director. The rights and obligations of the General Director as the legal representative are based on Clause 3, Article 3 of the Charter.</p>
	<p><i>3.i. Recruitment and signing labor contracts</i></p>	<p>Additional clarification of the General director's authority in accordance with enterprise law and labor law</p>

Regulations in the current company charter	Content proposed for amendment	Reason for amendment
	<i>3.j. Decide on functions and tasks; responsibilities and powers of departments, divisions and units within the Company;</i>	The delegation of authority to the General Director corresponds to the addition and clarification of the authority of the Board of Directors in Clause 3, Article 29 of the Charter.
	<i>3.k. Decide to promulgate and amend internal regulations to serve the Company's daily production and business management and operations in accordance with the provisions of the Charter and decentralization of the Board of Directors.</i>	The delegation of authority to the CEO corresponds to the addition and clarification of the authority of the Board of Directors in Clause 3, Article 29 of the Charter.
<b>XX. EFFECTIVE DATE</b>	<b>XX. EFFECTIVE DATE</b>	
<b>Article 57. Effective date</b> 1. This Charter includes 20 chapters, 57 articles, unanimously approved by the General Meeting of Shareholders of Tien Phong Plastic Joint Stock Company according to Resolution No. 29/NQ-DHĐCĐ-2023/NTP dated April 28, 2020. 2023 at Thieu Nien Tien Phong Plastic Joint Stock Company and jointly accept the full validity of this Charter	<b>Article 57. Effective date</b> 1. This Charter includes 20 chapters, 57 articles, unanimously approved by the General Meeting of Shareholders of Tien Phong Plastic Joint Stock Company according to Resolution No...../NQ-DHĐCĐ- <b>2024/NTP April 27, 2024</b> at Thieu Nien Tien Phong Plastic Joint Stock Company and jointly accept the full validity of this Charter	Update the modification date
<i>Some other detailed adjustments in sentence structure, words used, order of items, abbreviations and some references to provisions to ensure consistency in form and content of the Charter but not change the content of Articles, Clauses, Sections.</i>		