

**DRAFT**

**INTERNAL REGULATIONS ON  
COMPANY ADMINISTRATION  
TIEN PHONG PLASTIC  
JOINT STOCK COMPANY**

**Hai Phong, April 2024**

**Chapter I**

**GENERAL PROVISIONS**

**Article 1. Meaning and scope of adjustment**

This regulation is developed based on the provisions of:

- Enterprise Law No. 59/2020/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and documents guiding the implementation of the Enterprise Law (hereinafter referred to as "**Enterprise Law**");
- Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and documents guiding the implementation of the Securities Law (hereinafter referred to as "**Securities Law**");
- Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law (hereinafter referred to as "**Decree No. 155/2020/ND-CP**");
- Circular No. 116/2020/TT-BTC dated December 31, 2020 guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31 /2020 of the Government detailing the implementation of a number of articles of the Securities Law (hereinafter referred to as "**Circular No. 116/2020/TT-BTC**");
- Charter of organization and operation of *Tien Phong Plastic Joint Stock Company*;
- Resolution of the General Meeting of Shareholders No. /NQ-DHDCDTN-2024/NTP dated April 27, 2024;

The Board of Directors issued internal regulations on company administration of *Tien Phong Plastic Joint Stock Company*:

This regulation stipulates basic principles of company administration to protect the legitimate rights and interests of shareholders, and establishes standards of behavior and professional ethics of members of the Board of Directors, the General Director and management staff of *Tien Phong Plastic Joint Stock Company*.

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

## **Article 2: Term explanation**

The following terms are understood as follows:

a. "Company administration" is a system of rules to ensure that the Company is effectively directed and controlled for the benefit of shareholders and people related to the Company. Company administration principles include:

- Ensure an effective administration structure;
- Ensuring the rights of shareholders;
- Fair treatment among shareholders;
- Ensure the role of those with related interests to the Company;
- Transparency in the Company's operations;
- The Board of Directors effectively leads and controls the Company.

"Công ty" được hiểu là *Công ty Cổ phần Nhựa Thiếu niên Tiền phong*;

b. "Company" is understood as *Tien Phong Plastic Joint Stock Company*;

- c. “General Meeting of Shareholders” is understood as the General Meeting of Shareholders of *Tien Phong Plastic Joint Stock Company*;
- d. “Board of Directors” is understood as the Board of Directors of *Tien Phong Plastic Joint Stock Company*;
- e. “Related person” is an individual or organization specified in the Enterprise Law and Securities Law;
- f. Other terms not defined in this Regulation will be understood according to the provisions of the Enterprise Law, Securities Law and Decree No. 155/2020/ND-CP.

## Chapter II

### ORDER AND PROCEDURES FOR CONVENTION AND VOTING OF THE GENERAL MEETING OF SHAREHOLDERS

#### **Article 3. Notice of finalization of the list of shareholders with the right to attend the General Meeting of Shareholders**

1. The company prepares a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders with the right to attend the General Meeting of Shareholders shall be prepared no more than 10 (ten) days before the date of sending the Notice of Invitation to the General Meeting of Shareholders.
2. The company shall disclose information about the preparation of a list of shareholders with the right to attend the General Meeting of Shareholders at least 20 (twenty) days before the last registration date.

#### **Article 4. Notice of convening the General Meeting of Shareholders**

1. The notice inviting the General Meeting of Shareholders must be sent to all shareholders by an appropriate method to ensure it reaches the shareholder's contact address, and at the same time published on the Company's website, the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The notice of the General Meeting of Shareholders must be sent to all shareholders in the list of shareholders with the right to attend the meeting at least 21 (twenty-one) days before the date of the General Meeting of Shareholders, (counting from the date of notification is duly sent or transmitted). In case Shareholders have notified the Company in writing of a fax number or email address, the notice of the General Meeting of Shareholders may be sent to that fax number or email address.
2. The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the General Meeting are sent to shareholders and/or posted on the Company's website. In case the document is not attached to the notice of the General Meeting of Shareholders, the meeting invitation must clearly state the address of the Company's website so that shareholders can access it.
3. Shareholders or groups of shareholders mentioned in Clause 3, Article 12 - Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at

least 03 (three) working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification for shareholders who are individuals; name, enterprise code or establishment decision number, head office address for institutional shareholders; the number and type of shares that shareholder holds, and the proposed content to be included in the meeting agenda

#### **Article 5. How to attend the General Meeting of Shareholders**

1. Shareholders and Authorized Representatives attending the meeting must bring and present the meeting invitation, identification documents, power of attorney and other necessary related documents to the Meeting Organizing Committee to register to attend the General Meeting of Shareholders.
2. Procedures for authorization and making power of attorney for shareholders: Shareholders will make a written authorization to the Authorized Representative to attend the meeting drawn up in accordance with the provisions of civil law and must clearly state the name of authorizing shareholder, name of authorized individual or organization, number of authorized shares, authorization content, scope of authorization, authorization term, signature of the authorizing party and the authorized party. Shareholders can send information about the authorization document to the Organizing Committee before the opening day of the Meeting.

Trường hợp có hơn một đại diện được ủy quyền tham dự theo quy định của pháp luật được quyền tham dự, thì phải xác định rõ số cổ phần được ủy quyền của mỗi người đại diện.

In case there is more than one authorized representative who is entitled to attend according to the law, the number of authorized shares of each representative must be clearly determined.

#### **Article 6. Voting method**

1. When registering shareholders, the Company will issue each shareholder or authorized representative a Voting Form, which contains the registration number, full name of the shareholder, and full name of the authorized representative and number of votes of that shareholder. Voting ballots can be encrypted or digitized so that voting and/or counting can be done using computer software or technological or digital means. The Meeting will select the people responsible for counting votes or supervising vote counting
2. The content of the Voting Form depends on the content of the General Meeting of Shareholders. The form and content of the Election Ballot is as prescribed in the Election Regulations.
3. When voting at the General Meeting, shareholders vote on the Voting Sheet according to the instructions of the Vote Counting Committee.

4. Normally, after completing all the contents that need to be voted on at the General Meeting, shareholders send the Voting Form to the sealed ballot box at the General Meeting according to the instructions of the Vote Counting Committee.

**Article 7. Method of counting votes**

1. The Meeting elects those responsible for counting votes at the request of the chairman (voting by raising hands).
2. The Vote Counting Committee will check the number of votes for, against, and no comments on each content and is responsible for recording, statistics and reporting the results of vote counting at the General Meeting of Shareholders.

**Article 8. Notification of vote counting results**

After counting the votes, the Vote Counting Committee will announce the results of the vote counting directly at the General Meeting of Shareholders. The notice of vote counting results must specifically state the number of votes for, the number of votes for, and the number of votes with no opinion on each issue.

**Article 9. Protesting method of the decision of the General Meeting of Shareholders**

1. In case a shareholder objects to the decision of the General Meeting of Shareholders, that shareholder must do so in writing, clearly stating his/her full name, attendance code, and the content and reason for the objection. That document is forwarded to the Congress Secretary for recording.
2. Shareholders who vote against the resolution on reorganizing the company or changing the rights and obligations of shareholders stipulated in the company's charter have the right to request the company to buy back their shares. The request must be in writing, clearly stating the name and address of the shareholder, number of shares of each type, intended selling price, and reason for requesting the company to buy back. The request must be sent to the company within 10 days from the date the General Meeting of Shareholders passed a resolution on reorganizing the company or changing the rights and obligations of shareholders as stipulated in the company's Charter.

**Article 10. Prepare minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in another electronic form. Minutes of the General Meeting of Shareholders must be completed and approved before the meeting closes.

The chairman and secretary of the meeting must be jointly responsible for the truthfulness and accuracy of the minutes' content.

2. Minutes must be made in Vietnamese, can be made in English and have the following main contents:
  - a) Name, head office address, business code;
  - b) Time and location of the General Meeting of Shareholders;
  - c) Meeting agenda and content;
  - d) Full names of the chairman and secretary;

- d) Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
  - e) Number of shareholders and total votes of shareholders attending the meeting, appendix of list of shareholder registration, shareholder representatives attending the meeting with the corresponding number of shares and votes;
  - g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid votes, invalid votes, approval, disapproval and no comments; corresponding proportion of the total number of votes of shareholders attending the meeting;
  - h) Issues that have been approved and the corresponding percentage of votes for approval;
  - i) Signature of the chairman and secretary.
3. The chairperson of the General Meeting of Shareholders is responsible for organizing and archiving the minutes of the General Meeting of Shareholders. Minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours from the date the General Meeting of Shareholders ends. The minutes of the General Meeting of Shareholders are considered authentic evidence of the work carried out at the General Meeting of Shareholders unless there are objections to the content of the minutes made in accordance with the procedures within ten (10) days from the date of sending the minutes
- In case the chairman or secretary refuses to sign the meeting minutes, these minutes will be effective if signed by all other members of the Board of Directors attending the meeting and have full content according to the law. The meeting minutes clearly state that the chairman and secretary refused to sign the meeting minutes.
4. Minutes of the General Meeting of Shareholders, records, minutes, signature book of shareholders attending the meeting and written authorization to attend must be kept at the Company's headquarters.

#### **Article 11. Announcement of Resolution of the General Meeting of Shareholders**

The resolution of the General Meeting of Shareholders must be disclosed in accordance with the provisions of the Company's Charter and the provisions of securities law.

#### **Article 12. The General Meeting of Shareholders passes resolutions in the form of collecting written opinions**

1. The process of soliciting written opinions from shareholders is carried out in accordance with Article 22 of the Charter after there is a resolution of the Board of Directors on the application of the form of obtaining written opinions.
2. The following cases are not subject to written opinions
  - 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;
  - Approve annual financial reports;

- Reorganize and dissolve the Company
  - Short and long-term development plan of the Company;
  - Elect, dismiss, dismiss and replace members of the Board of Directors.
  - Type of shares and total number of shares of each type;.
3. Issues falling under the authority of the General Meeting of Shareholders and not falling under the cases specified in Clause 2 of this Article can be approved by collecting written opinions. Resolutions passed in the form of collecting shareholders' opinions in writing have the same value as resolutions passed in the event of holding a General Meeting of Shareholders.

**Article 13. Order and procedures for the General Meeting of Shareholders to pass resolutions by online conference**

Based on the actual situation, the Board of Directors decided to convene the General Meeting of Shareholders in the form of an online conference.

Organizing an online General Meeting of Shareholders includes the following main contents. The Board of Directors will consider proposals in the Regulations on holding the General Meeting of Shareholders from time to time to provide detailed instructions on organizing the General Meeting of Shareholders in the form of an online conference.

1. Notice inviting the online General Meeting of Shareholders

The method of announcing an invitation to an online General Meeting of Shareholders is the same as the method of announcing an invitation to an in-person General Meeting of Shareholders specified in the Company's Charter and these Regulations.

2. How to register to attend the online General Meeting of Shareholders

Shareholders will register to attend the online General Meeting of Shareholders according to the documents

Instructions are sent to Shareholders and/or posted on the Company's website. Accordingly, Shareholders will access the link announced by the Meeting Organizing Committee and declare and authenticate their status as Shareholders to attend the meeting.

3. Implementation condition

- The online General Meeting of Shareholders is conducted when the number of shareholders registered to attend the meeting represents at least 65% of the total voting shares.

- The system for organizing online congresses and electronic voting must meet the conditions of transmission lines, power sources, electronic means and other equipment according to the requirements and nature of the online meeting.

4. Online voting method

The Organizing Committee will prepare technical equipment or means and ways for Shareholders to vote online, electronically and/or other electronic methods and record online voting. This line of Shareholders or Authorized Persons attending the meeting for

the contents of the meeting agenda. The specific method will depend on the electronic equipment the Company uses for voting and will be announced to Shareholders before each general meeting.

5. Online vote counting method

The Organizing Committee will apply modern technology to count Shareholders' votes. The counting of votes will be calculated based on the number of votes that Shareholders and/or Authorized Persons attending the meeting have voted by online voting, electronic voting and/or other electronic methods. The vote counting committee is responsible for the accuracy of this vote counting and is responsible for damages arising from resolutions passed due to dishonest or inaccurate vote counting.

6. Vote counting result announcement

The results of vote counting will be announced immediately at the online General Meeting of Shareholders after completing the vote counting and before closing the meeting.

7. Approve the Resolution of the General Meeting of Shareholders

The voting rate to pass Resolutions of the General Meeting of Shareholders by online conference is carried out in accordance with Article 21 of the Charter. Resolutions passed by the General Meeting of Shareholders via online conference are as valid as resolutions passed at the General Meeting of Shareholders.

8. Prepare minutes of the General Meeting of Shareholders

preparation of minutes of an online General Meeting of Shareholders is carried out in the same manner and includes the same contents as the preparation of minutes of an in-person General Meeting of Shareholders specified in Article 10 of these Regulations.

9. Announce the Resolution of the General Meeting of Shareholders

The resolutions of the General Meeting of Shareholders are disclosed in accordance with the provisions of the Company's Charter and the provisions of securities law.

**Article 14. Order and procedures for meeting the General Meeting of Shareholders to pass resolutions by combining in-person and online conferences**

Based on the actual situation, the Board of Directors decided to convene the General Meeting of Shareholders in the form of a combined in-person and online conference.

The organization of the General Meeting of Shareholders in the form of both an in-person and online conference includes the main contents as follows. The Board of Directors will consider proposals in the Regulations on holding the General Meeting of Shareholders from time to time to provide detailed instructions on organizing the General Meeting of Shareholders in the form of a combined in-person conference and online conference..

1. Notice of invitation to the General Meeting of Shareholders

The method of announcing the invitation to the General Meeting of Shareholders in the form of an in-person conference combined with online is done the same as the method of



announcing the invitation to the General Meeting of Shareholders in person as prescribed in the Company's Charter and Regulations.

### 2. How to register to attend the General Meeting of Shareholders

Shareholders can attend the General Meeting of Shareholders directly at the meeting location or attend the meeting via online conference using modern technological means.

- For Shareholders attending the meeting in person: register to attend the meeting in the same way as registering for a direct meeting as prescribed in Article 5 of these Regulations.

- For Shareholders attending the online meeting: register as instructed in Clause 2, Article 13 of these Regulations.

### 3. Condition of implementation

- The General Meeting of Shareholders in this combined method is conducted when the total number of shareholders registered to attend the General Meeting in person and online represents at least 65% of the total shares with voting rights.

- The system for organizing online congresses and electronic voting must meet the conditions of transmission lines, power sources, electronic means and other equipment according to the requirements and nature of the online meeting.

### 4. Voting method

Shareholders can vote in the form of: (i) direct voting at the General Meeting or (ii) electronic voting or other electronic methods.

### 5. Vote counting method

The Organizing Committee will apply modern technology to count Shareholders' votes. The counting of votes will be calculated based on the number of votes that Shareholders and/or Authorized Persons attending the meeting have voted in the form of direct voting, online voting, electronic voting and/or other electronic methods.

The vote counting committee is responsible for the accuracy of this vote counting and is responsible for damages arising from resolutions passed due to dishonest or inaccurate vote counting.

### 6. Voting result announcement

The results of vote counting will be announced immediately at the General Meeting of Shareholders after completing the vote counting and before closing the meeting.

### 7. Approve the Resolution of the General Meeting of Shareholders

The voting ratio to pass Resolutions of the General Meeting of Shareholders in the form of in-person conferences combined with online is implemented in accordance with Article 21 of the Company's Charter. Resolutions passed by the General Meeting of Shareholders in the form of an in-person conference combined with online are as valid as Resolutions passed at the General Meeting of Shareholders.

### 8. Prepare minutes of the General Meeting of Shareholders

The preparation of minutes of the General Meeting of Shareholders is carried out in accordance with the provisions of Article 10 of these Regulations.

9. Announce the Resolution of the General Meeting of Shareholders

The resolutions of the General Meeting of Shareholders are disclosed in accordance with the provisions of the Company's Charter and the provisions of securities law.

### Chapter III

#### APPLICATION, NOMINATION, ELECTION, DISMISSAL, REMOVAL OF BOARD OF DIRECTORS MEMBERS

##### Article 15. Standards for members of the Board of Directors

Requirements for members of the Board of Directors and independent members of the Board of Directors are specified in Article 26 of the Charter..

##### Article 16. How shareholders and groups of shareholders can apply and nominate people to be members of the Board of Directors

1. Shareholders or groups of shareholders holding shares of 5% (five percent) of the total number of common shares or more have the right to combine the voting rights of each person together to nominate candidates for the Board of directors. Shareholders or groups of shareholders holding from 5% to less than 10% of the total voting shares may nominate 01 (one) candidate; From 10% to less than 30% can nominate a maximum of 02 (two) candidates; From 30% to less than 40% can nominate a maximum of 03 (three) candidates; from 40% to less than 50% can nominate a maximum of 04 (four) candidates; From 50% to under 60% can nominate a maximum of 05 (five) candidates; from 60% to less than 70% can nominate a maximum of 06 (six) candidates; From 70% to 80% can nominate a maximum of 07 (seven) candidates; From 80% to less than 90% can nominate a maximum of 08 (eight) candidates; and from 90% of the total voting shares or more are allowed to nominate a maximum number of candidates.
2. Application documents to nominate candidates to be elected to the Board of Directors include:
  - a. Application for nomination to the Board of Directors;
  - b. Candidate's curriculum vitae;
  - c. Copies of the following documents: ID card/ID card/Passport/Permanent residence (if any);
  - d. Certificates of educational and professional qualifications (if any);
  - e. Documents confirming the ownership ratio of the shareholder/group of shareholders that meets the nomination conditions.
  - f. Other requirements (if any)

3. Candidates for the Board of Directors must have a written commitment to the truthfulness, accuracy and reasonableness of the published personal information and must commit to performing their duties honestly if elected to be a member of the Board of Directors.

**Article 17. Method of electing members of the Board of Directors**

1. Voting to elect members of the Board of Directors must be carried out by cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to give all or part of their total votes to one or several candidates.
2. The elected member of the Board of Directors is determined by the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. .
3. In case there are 02 (two) or more candidates receiving the same number of votes for the last member of the Board of Directors, re-election will be conducted among the candidates with an equal number of votes. .
4. In case there are not enough members of the Board of Directors, the Congress will re-elect until there is a sufficient number.

**Article 18. Cases of dismissal and removal of members of the Board of Directors**

1. Cases of dismissal and removal of members of the Board of Directors include
  - a. That member is not qualified to be a member of the Board of Directors according to the provisions of the Enterprise Law or is prohibited by law from being a member of the Board of Directors;
  - b. That member submits his resignation in writing to the Company's headquarters and is accepted;
  - c. That member has a mental disorder and other members of the Board of Directors have expert evidence proving that that person no longer has civil capacity;
  - d. That member is absent from meetings of the Board of Directors continuously for six (06) months, except in cases of force majeure;
2. For the case of resignation at Point b, Clause 1 of this Article. The dismissal is only effective when there is a written resolution of the Board of Directors

**Article 19. Notice of election, dismissal and removal of members of the Board of Directors**

In cases of changing members of the Board of Directors related to the election, dismissal, or removal of members of the Board of Directors, procedures for reporting changes in corporate manager information according to enterprise law and information disclosure will be carried out according to securities law.

**Article 20. Method of introducing candidates for members of the Board of Directors**

In case candidates have been identified in advance, information related to candidates for the Board of Directors will be included in the documents of the General Meeting of

Shareholders and announced at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness, accuracy and reasonableness of published personal information and must commit to performing their duties honestly if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors published includes the following minimum contents:

- a. Full name, date, month and year of birth;
- b. Academic level;
- c. Qualification;
- d. Working process;
- e. Companies where the candidate is holding the position of member of the Board of Directors and other management positions;
- f. Evaluation report on the candidate's contribution to the Company, in case that candidate is currently a member of the Board of Directors of the Company;
- g. Benefits related to the Company (if any);
- h. Full name of the shareholder or group of shareholders nominating that candidate (if any);
- i. Other information (if any).

#### **Chapter IV**

### **ORDER AND PROCEDURES FOR ORGANIZING BOARD OF DIRECTORS MEETINGS**

#### **Article 21. Notice of meeting of the Board of Directors**

1. Notice of the meeting of the Board of Directors must be sent to the members of the Board of Directors at least 05 (five) days before the meeting date. A member of the Board of Directors can refuse the meeting invitation notice in writing and this refusal can be changed or canceled in writing by that Board member.
2. Notice of the Council meeting must be made in writing in Vietnamese and must fully inform the agenda, time and location of the meeting, accompanied by necessary documents on the issues to be discussed and voted on at the meeting of the Board of Directors and votes for Board of Directors who cannot attend the meeting.
3. The meeting invitation notice is sent by post, fax, email or other means, but must ensure it reaches the address of each member of the Board of Directors registered at the Company.

#### **Article 22. Conditions for holding meetings of the Board of Directors**

1. The first meetings of the Board of Directors may only be conducted when at least 3/4 (three-quarters) of the members of the Board of Directors are present in person or through representatives (authorized persons) if approved by the majority of members of the Board of Directors or another form as prescribed in Clause 9, Article 31 of the

Charter.

2. In case the meeting convened according to the provisions of this Clause does not have enough members attending the meeting as prescribed, it will be convened a second time within 07 (seven) days from the intended date of the first meeting. In this case, the meeting will be conducted if more than 1/2 (one-half) of the members of the Board of Directors attend the meeting.

#### **Article 23. Voting method**

1. Except for the provisions in Point b, Clause 10, Article 31 - Charter, each member of the Board of Directors or authorized person directly present at the meeting of the Board of Directors will have 01 (one) vote. .
2. During face-to-face meetings, via online conferences or other similar forms, members of the Board of Directors will vote to agree orally or by raising their hands on issues after being raised by the Chairman and end of discussion.
3. Members of the Board of Directors can send votes to the meeting via mail, fax, or email. In case of sending voting ballots to the meeting via mail, the voting ballots must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 (one) hour before the opening. Voting ballots may only be opened in the presence of all meeting attendees.

#### **Article 24. Meeting method to pass resolutions of the Board of Directors**

1. The Board of Directors passes decisions and issues resolutions based on the approval of a majority of the Board of Directors members. In case the number of votes for and against is equal, the vote of the Chairman of the Board of Directors is the deciding vote.
2. Resolutions in the form of written opinions are passed on the basis of the approval of the majority of members of the Board of Directors with voting rights. In case the favorable and opposing opinions are equal, the opinion of the Chairman of the Board of Directors is the decisive opinion. This resolution has the same effect and value as a resolution passed by members of the Board of Directors at a meeting.

#### **Article 25. Recording minutes of meetings of the Board of Directors**

- a. The Board of Directors may request a member of the Board of Directors or another person to act as secretary to record meeting minutes. Minutes of meetings of the Board of Directors must be recorded fully and truthfully. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meetings to the members and those minutes are authentic evidence of the work carried out in those meetings unless there are objections about the content of the minutes within 10 (ten) days from the date of sending.
- b. Minutes of meetings of the Board of Directors are prepared in Vietnamese and can be prepared in English and must be signed by the Chairman, the person taking the minutes and the attending members.

#### **Article 26. Notice of Board of Directors resolutions**

1. Based on the content and decisions passed at the meeting of the Board of Directors, the Chairman of the Board of Directors will sign and promulgate the resolutions of the Board of Directors on behalf of the Board of Directors.
2. These resolutions will be communicated to all members of the Board of Directors.
3. Based on the content of the resolution within the scope of information disclosure, information will be disclosed in accordance with the law.

## **Chapter V**

### **ESTABLISHMENT AND OPERATION OF THE AUDIT COMMITTEE**

#### **Article 27. Standards of members of the Audit Committee**

1. Audit Committee members must have knowledge of accounting and auditing, have a general understanding of the law and operations of the Company and do not fall into the following cases:

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

#### **Article 28. Composition structure of the Audit Committee**

The Audit Committee is under the Board of Directors and was established by the Board of Directors.

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

#### **Article 29. Rights and responsibilities of the Audit Committee**

- a. Monitor the integrity of the Company's financial reports and official announcements related to the Company's financial results;
- b. Review the internal control and risk management system;
- c. Review transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions that require approval from the Board of Directors or the General Meeting of Shareholders;
- d. Supervise the Company's internal audit department;
- đ. Recommend the independent auditing company, remuneration levels and related terms in the contract with the auditing company for the Board of Directors to approve before submitting to the Annual General Meeting of Shareholders for approval;

- e. Monitor and evaluate the independence and objectivity of the audit firm and the effectiveness of the audit process, especially in cases where the Company uses non-audit services of the auditor;
- g. Supervision is to ensure that the Company complies with the law, requirements of regulatory agencies and other internal regulations of the Company.
- h. Have the right to access documents related to the Company's operations, discuss with other members of the Board of Directors, General Director, Chief Accountant and other managers to collect information to serve Audit Committee activities.
- i. Have the right to request representatives of approved audit organizations to attend and answer issues related to audited financial statements at meetings of the Audit Committee.
- j. Use outside legal, accounting or other consulting services when necessary.
- k. Develop and submit to the Board of Directors policies for detecting and managing risks; Propose to the Board of Directors solutions to handle risks arising in the company's operations.
- l. Prepare a written report and send it to the Board of Directors when discovering that members of the Board of Directors, General Director and other managers do not fully carry out their responsibilities as prescribed in the Enterprise Law and the Company's Charter.
- m. Develop operating regulations of the Audit Committee and submit to the Board of Directors for approval.
- n. Other rights and responsibilities according to the Company Charter and legal regulations.

#### **Article 30. Meeting of the Audit Committee**

The audit committee must meet at least 02 (two) times a year. Audit Committee meeting minutes are prepared in detail and clearly. The person taking the minutes and the members of the Audit Committee attending the meeting must sign the meeting minutes.

Minutes of meetings of the Audit Committee must be fully kept.

### **Chapter VI**

#### **SELECTION, APPOINTMENT AND DISMISSAL OF GENERAL DIRECTOR AND OTHER MANAGEMENT OFFICERS**

#### **Article 31. Roles, responsibilities, rights and obligations of the General Director**

The General Director is the person who runs the Company's daily business; subject to the supervision of the Board of Directors; Be responsible before the Board of Directors and before the law for the implementation of assigned rights and obligations.

The term of office of the General Director shall not exceed 05 (five) years and may be reappointed for an unlimited number of terms.

The duties and powers of the General Director are specified in the Company's Charter.

### **Article 32. Standards of management officers**

#### 1. General standards of managers

- Graduated from University or higher.
- Be in good health suitable for the position held.
- Have good expertise, suitable for the work position, and have practical capacity demonstrated in work results and efficiency.
- Have a spirit of initiative, creativity, dare to do, dare to take responsibility.
- Ability to unite, gather staff, build a strong team, to complete common tasks.
- Ability to identify and train next-level staff.
- Have a fair and objective attitude in evaluating staff.
- Ability to guide work for others.

#### 2. Standards and conditions for General Director

In addition to the provisions of the Enterprise Law, the Company's Charter and Clause 1, Article 32 of these Regulations, the General Director must also meet the following standards and conditions:

- Have full capacity for civil acts and are not prohibited from managing a business.
- Be a shareholder of the Company or a person who is not a shareholder but has professional qualifications and practical experience in business administration in the main business lines of the Company.
- Honest, diligent and reputable.
- Hold the position of General Director/Deputy General Director or Head of units within the Company or equivalent positions in other Companies for 01 year or more

#### 3. Standards and conditions for other managers:

In addition to the provisions in Clause 1, Article 31 of this Regulation, other managers must also meet specific standards specified in the Company's Personnel Management Regulations.

### **Article 33. Appointment and dismissal of management officials**

The authority, order, and procedures for appointment and dismissal of the General Director and management officers are specifically stipulated in the Company's Personnel Management Regulations.

### **Article 34. Notice of appointment and dismissal of managers**

Notification/disclosure of information on the appointment and dismissal of managers will be carried out in accordance with the law on enterprises and securities.



## Chapter VII

### COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS AND THE GENERAL DIRECTOR

#### **Article 35. Procedures and order for convening, announcing meeting invitations, recording minutes, and announcing meeting results between the Board of Directors and the General Director**

Procedures, meeting invitation order, and meeting content have been mentioned in the convening of the Board of Directors meeting.

#### **Article 36. Genral Director**

1. The General Director and other members of the management apparatus are the executive bodies, managing the Company's operations according to decentralization of authority, ensuring that the Company operates normally and effectively.
2. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for implementing assigned tasks and powers.

#### **Article 37. Cases requiring convening a meeting of the Board of Directors and issues requiring the Board of Directors' opinion:**

The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) days from the date of receiving a written request from one of the following components: General Director, or at least 02 (two) members of the Board of Directors; or at least five (05) managers (from unit head level or higher); or independent member of the board of directors. The document clearly states the purpose of the meeting and the issues to be discussed. In case of failure to convene a meeting as requested, the Chairman of the Board of Directors must be responsible for any damage caused to the Company.

#### **Article 38. Report of the General Director to the Board of Directors on the implementation of assigned tasks and powers**

Reporting to the Board of Directors and the General Meeting of Shareholders: The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for implementing assigned tasks and powers and must report to these agencies when requested.

#### **Article 39. Reviewing the implementation of resolutions and other matters authorized by the Board of Directors to the General Director**

The General Director must manage the company's daily business in accordance with the provisions of law, the company's Charter, the labor contract signed with the company and the resolutions of the Board of Directors. In case of operating contrary to this regulation and causing damage to the company, the General Director must be responsible before the law and must compensate the company for damage.

#### **Article 40. Issues the General Director must report, provide information and ways to notify the Board of Directors.**

1. Recommend the number and positions of management officers that the Company needs to hire for the Board of Directors to appoint or dismiss when necessary to apply activities as well as good management structures proposed by the Board of Directors and advise the Board of Directors to decide on salaries, remunerations, benefits and other terms of labor contracts of managers.
2. Propose the Board of Directors to approve the annual business plan.
3. Propose measures to improve the Company's operations and management.
4. Prepare the Company's long-term, annual and monthly estimates (hereinafter referred to as estimates) to serve the Company's long-term, annual and monthly management activities according to the business plan. The annual estimate (including balance sheet, production and business activity report and expected cash flow report) for each fiscal year will have to be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations.
5. Other contents that need to be consulted by the Board of Directors and General Director shall be implemented in accordance with the provisions of the Company Charter and the Company's regulations.

**Article 41. Coordination of control, administration and supervision activities among members of the Board of Directors, General Director and other managers**

**1. Responsibility to be careful**

Members of the Board of Directors, General Director and other managers are responsible for performing their duties, including duties as members of subcommittees of the Board of Directors, in an honest and careful way for the benefit of the Company.

**2. Responsibility to be honest and avoid conflicts of interest**

Members of the Board of Directors, General Director and other managers are responsible for performing their duties, including duties as members of subcommittees of the Board of Directors in a honest and careful way for the benefit of the Company.

**3. Liability for damages and compensation.**

- a. Members of the Board of Directors, General Director and other managers who violate the obligation to act honestly and do not fulfill their obligations with care, diligence and professional capacity will be responsible for damages caused by their violations.
- b. The Company will compensate those who have been, are or may become a related party in complaints, lawsuits and prosecutions (including civil and administrative cases and not lawsuits brought by the Company being the plaintiff) if that person is or has been a member of the Board of Directors, a manager, an employee or an authorized representative of the Company (or a Subsidiary of the Company), or that person has or is working at the request of the Company (or a Subsidiary of the Company) as a member of the Board of Directors, manager, employee or authorized representative of the Company provided that that person has act honestly, carefully, diligently in the best interests of or against the Company, on the

- basis of compliance with the law and without genuine evidence that that person has breached his or her responsibilities
- c. When performing functions, tasks or performing work authorized by the Company, members of the Board of Directors, managers, employees or authorized representatives of the Company are compensated by the Company when becoming a related party in complaints, lawsuits, and prosecutions (except for lawsuits initiated by the Company) in the following cases:
- Acted honestly, carefully, and diligently for the benefit and not in conflict with the interests of the Company;
  - Comply with the law and have no evidence confirming failure to carry out its responsibilities.
- d. Compensable costs include costs incurred (including attorney's fees), judgment costs, fines, and amounts payable that actually arise or are considered reasonable when resolving these cases within the framework allowed by law. The Company can buy insurance for those people to avoid the above compensation responsibilities.

### **Chapter VIII**

#### **QUY ĐỊNH VỀ ĐÁNH GIÁ HÀNG NĂM ĐỐI VỚI HOẠT ĐỘNG KHEN THƯỞNG VÀ KỶ LUẬT ĐỐI VỚI THÀNH VIÊN HỘI ĐỒNG QUẢN TRỊ, TỔNG GIÁM ĐỐC VÀ CÁC CÁN BỘ QUẢN LÝ KHÁC**

##### **Article 42. Regulations on annual evaluation of reward and disciplinary activities for members of the Board of Directors, General Director and other managers;**

Depending on the regulations of the Board of Directors, the evaluation of the performance of members of the Board of Directors, the General Director and officers holding management positions of the Company can be conducted in one or number of methods below:

- Self-comment and evaluation;
- Organize polls and confidence polls;
- Other methods selected by the Board of Directors from time to time.

### **Chapter IX**

#### **PERSON IN CHARGE OF COMPANY ADMINISTRATION**

##### **Article 43. Standards of the person in charge of company administration**

The person in charge of company administration must meet the following standards:

- a. Have knowledge of the law;
- b. Must not simultaneously work for an independent auditing company that is auditing the Company's financial statements;
- c. Other standards as prescribed by law and decisions of the Board of Directors.

**Article 44. Rights and obligations of the person in charge of administration**

1. Consulting the Board of Directors in organizing the General Meeting of Shareholders according to regulations and related work between the Company and shareholders;
2. Prepare meetings of the Board of Directors and General Meeting of Shareholders at the request of the Board of Directors;
3. Advise on meeting procedures;
4. Attend meetings;
5. Consulting on procedures for preparing resolutions of the Board of Directors in accordance with the provisions of law;
6. Provide financial information, copies of Board of Directors meeting minutes and other information to members of the Board of Directors;
7. Monitor and report to the Board of Directors on the company's information disclosure activities.
8. Confidentiality of information according to the provisions of law and the Company's Charter;
9. Other rights and obligations according to the provisions of law and the company's Charter.

**Article 45. Appointment of person in charge of company administration**

The Board of Directors appoints at least one (01) person as the person in charge of company administration to support company administration activities to be conducted effectively. The term of office of the person in charge of company administration is decided by the Board of Directors, a maximum of five (05) years and can be reappointed.

**Article 46. Cases of dismissal of the person in charge of company administration**

The Board of Directors can dismiss the person in charge of company administration when necessary but not contrary to current legal regulations on labor. The Board of Directors may appoint Assistant Person in charge of company administration from time to time.

**Article 47. Notice of appointment and dismissal of person in charge of company administration**

Notice of appointment and dismissal of the person in charge of company administration according to the provisions of the Company's Charter and securities laws.

**Chapter X**

**IMPLEMENTATION EFFECT**

**Article 48. Effective date**

1. This regulation includes 11 chapters and 49 articles, effective from April 27, 2024.
2. Amendments, supplements and replacements of these Regulations will be developed by the Board of Directors and submitted to the General Meeting of Shareholders for approval.

3. In case the provisions of law related to the company's operations have not been mentioned in this Regulation or in case there are new provisions of law that are different from the provisions in this Regulation so the provisions of that law are naturally applied and regulate the company's operations.
4. Contents not mentioned in these Regulations will be adjusted according to the provisions of the Company's Charter and/or current legal regulations. In case the provisions of these Regulations conflict with the provisions of the Company's Charter, the contents of the Company's Charter will prevail.

**O.B.O THE BOARD OF DIRECTORS  
CHAIRMAN**

**DANG QUOC DUNG**