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REGULATION ON THE OPERATION OF THE BOARD OF DIRECTORS

BINH THUAN HIGH QUALITY PLASTIC JOINT STOCK COMPANY

First issued pursuant to Resolution of the General Meeting of Shareholders No. 01-04/2024/NQ-DHDCD dated April 15, 2024 and amended and supplemented for the first time pursuant to Resolution of the General Meeting of Shareholders No. 13-09/2026/NQ-BQP dated September 26, 2026

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First issued pursuant to Resolution of the General Meeting of Shareholders No. 01-04/2024/NQ-DHDCD dated April 15, 2024 and amended and supplemented for the first time pursuant to Resolution of the General Meeting of Shareholders No. 13-09/2026/NQ-BQP dated September 26, 2026.

- Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and its amendments and supplements from time to time;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its amendments and supplements from time to time;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities and its amendments and supplements from time to time;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities and its amendments and supplements from time to time;
- Pursuant to the Charter on Organization and Operation of Binh Thuan High Quality Plastic Joint Stock Company;
- Pursuant to Resolution of the General Meeting of Shareholders No. 13-09/2026/NQ-BQP dated September 26, 2026

The Board of Directors hereby promulgates the Regulation on the Operation of the Board of Directors of Binh Thuan High Quality Plastic Joint Stock Company.

The Regulation on the Operation of the Board of Directors of Binh Thuan High Quality Plastic Joint Stock Company comprises the following contents:

CHAPTER I
GENERAL PROVISIONS

Article 1. Scope of Regulation and Subjects of Application

1. Scope of Regulation: The Regulation on the Operation of the Board of Directors stipulates the organizational structure and personnel, operating principles, rights, and obligations of the Board of Directors and members of the Board of Directors to ensure operations in accordance with the Law on Enterprises, the Company's Charter, and other relevant legal regulations.
2. Subjects of Application: This Regulation applies to the Board of Directors and members of the Board of Directors.
3. Interpretation of Terms and Abbreviations:
 - a. **"Company"** means Binh Thuan High Quality Plastic Joint Stock Company;

- b. **"Law on Enterprises"** means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its amendments and supplements from time to time;
- c. **"Law on Securities"** means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amendments and supplements from time to time;
- d. **"Decree No. 155/2020/ND-CP"** means Decree No. 155/2020/ND-CP promulgated by the Government on December 31, 2020 detailing the implementation of certain articles of the Law on Securities and its amendments and supplements from time to time;
- e. **"Company Charter"** means the Charter on Organization and Operation of Binh Thuan High Quality Plastic Joint Stock Company;
- f. **"Executive Officer"** means the Director, Deputy Director(s), Chief Accountant, and other executive officers as stipulated in the Company Charter;
- g. **"Company Manager"** means the company's managers, including the Chairman of the Board of Directors, members of the Board of Directors, Director, and individuals holding other managerial positions as stipulated in the Company Charter;
- h. **"Related Person"** means an individual or organization as defined in Clause 46, Article 4 of the Law on Securities;
- i. Terms defined in the Charter on Organization and Operation of Binh Thuan High Quality Plastic Joint Stock Company shall have the same meanings in this Regulation, unless otherwise specified in this Article. References to one or more regulations or legal documents shall include their amendments, supplements, or replacement documents.

Article 2. Operating Principles of the Board of Directors

- 1. The Board of Directors operates under the principle of collective decision-making. Each member of the Board of Directors shall be personally responsible for his/her assigned tasks and shall jointly bear responsibility before the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.
- 2. The Board of Directors shall assign the Director the responsibility for organizing and managing 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 as provided for under the Law on Securities, relevant laws, and the Company Charter, including the right to receive information and documents regarding the financial status and business operations of the Company and its affiliated units.
- 2. Members of the Board of Directors shall have obligations as stipulated in the Company Charter and the following obligations:
 - a. Perform their duties honestly and prudently for the best interests of shareholders and the Company;
 - b. Fully attend meetings of the Board of Directors and provide opinions on matters discussed at such meetings;

- c. Promptly and fully report to the Board of Directors on remuneration received from subsidiaries, affiliated companies, and other organizations;
 - d. Report to the Board of Directors at the nearest meeting any transactions between the Company, subsidiaries, or other companies under the Company's control holding more than 50% of charter capital with a member of the Board of Directors and such member's related persons; transactions between the Company and a company in which a member of the Board of Directors is a founding member or has held a managerial position within the preceding three (03) years before the transaction date;
 - e. Disclose information when conducting transactions in the Company's shares in accordance with applicable laws.
3. When the Company becomes a listed company in accordance with applicable laws, each independent member of the Board of Directors shall prepare an evaluation report on the operation of the Board of Directors.

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

1. Members of the Board of Directors shall have the right to request the Director, Deputy Director(s), and other managers of the Company to provide information and documents regarding the financial status and business operations of the Company and its affiliated units.
2. Managers who are requested to provide information must provide such information and documents promptly, fully, and accurately in accordance with the requests of members of the Board of Directors. The procedures and process for requesting and providing information shall be stipulated in the Company Charter.

Article 5. Term of Office and Number of Members of the Board of Directors

1. The number of members of the Board of Directors shall be from three (03) to eleven (11) members. The Company Charter shall specifically stipulate the number of members of the Board of Directors.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

An individual may only be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms.

3. In the event that all members of the Board of Directors concurrently finish their terms of office, such members shall continue to act as members of the Board of Directors until new members are elected, replace them, and take over their duties, unless otherwise provided in the Company Charter.
4. The Company Charter shall specifically stipulate the number, rights, obligations, organizational structure, and coordination mechanisms for the operation of independent members of the Board of Directors.

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

1. Members of the Board of Directors must satisfy the following standards and conditions:
 - a. Not being among the persons specified in Clause 2, Article 17 of the Law on Enterprises;
 - b. Having professional qualifications and experience in business administration or in the Company's business sectors and fields, and not being required to be a shareholder of the Company, unless otherwise provided by the Company Charter;
 - c. A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of another company;

- d. A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors or Members' Council of no more than five (05) other companies.
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 a person currently working for the Company, the parent company, or a subsidiary of the Company; not being a person who has previously worked for the Company, the parent company, or a subsidiary of the Company for at least three (03) consecutive years immediately preceding;
 - b. Not being a person currently receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled in accordance with regulations;
 - c. Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company, or is a manager of the Company or its subsidiary;
 - d. Not being a person who directly or indirectly owns at least one percent (1%) of the total voting shares of the Company;
 - e. Not being a person who has previously served as a member of the Board of Directors or the Supervisory Board of the Company for at least five (05) consecutive years immediately preceding, except where such person has been continuously appointed for two (02) consecutive terms.
3. An independent member of the Board of Directors must notify the Board of Directors when 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 of the Board of Directors from the date on which such standards and conditions are no longer satisfied. The Board of Directors must notify the case where an independent member of the Board of Directors no longer satisfies the required standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within six (06) months from the date of receipt of the notification from the relevant independent member of the Board of Directors.

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors of the Company shall not concurrently hold the position of Director.
3. The Chairman of the Board of Directors shall have the following rights and obligations:
 - a. Develop programs and plans for the operation of the Board of Directors;
 - b. Prepare meeting agendas, contents, and documents; convene, preside over, and act as chairperson of meetings of the Board of Directors;
 - c. Organize the adoption of resolutions and decisions of the Board of Directors;
 - d. Supervise the implementation of resolutions and decisions of the Board of Directors;
 - e. Chair meetings of the General Meeting of Shareholders;
 - f. Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.

4. In the event that the Chairman of the Board of Directors submits a resignation letter or is removed from office, the Board of Directors must elect a replacement within the period specified in Clause 4, Article 29 of the Company Charter from the date of receipt of the resignation letter or the date of removal.

In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Chairman must authorize another member in writing to exercise the rights and perform the obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Company Charter.

In the event that there is no authorized person, or the Chairman of the Board of Directors dies, is missing, is detained, is serving an imprisonment sentence, is subject to administrative handling measures at a compulsory rehabilitation facility or compulsory education facility, has absconded from his/her place of residence, has limited or lost legal capacity, has difficulties in awareness or control of his/her acts, or is prohibited by a Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one member among themselves to act as Chairman of the Board of Directors based on the approval of the majority of the remaining members until a new decision is made by the Board of Directors.

5. When deemed necessary, the Board of Directors shall appoint a Company Secretary. The Company Secretary shall have the following rights and obligations:
 - a. Assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; prepare and record meeting minutes;
 - b. Assist members of the Board of Directors in exercising their assigned rights and performing their assigned obligations;
 - c. Assist the Board of Directors in applying and implementing corporate governance principles;
 - d. Assist the Company in establishing shareholder relations and protecting the legitimate rights and interests of shareholders; ensuring compliance with obligations regarding information provision, information disclosure, and administrative procedures;
 - e. Other rights and obligations as prescribed in the Company Charter.

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

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a. The member no longer satisfies the standards and conditions prescribed in Article 155 of the Law on Enterprises and Article 275 of Decree No. 155/2020/ND-CP and its amendments and supplements from time to time;
 - b. The member submits a resignation letter and such resignation is approved;
 - c. Other cases as stipulated in the Company Charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
 - a. The member fails to participate in 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. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors in cases other than those specified in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect 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) compared to the number prescribed in the Company Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced by more than one-third (1/3);
 - b. The number of independent members of the Board of Directors or non-executive members of the Board of Directors is reduced and no longer satisfies the required number as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises, Article 276 of Decree No. 155/2020/ND-CP, and their amendments and supplements from time to time;
 - c. Except for the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the nearest meeting.

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

1. A shareholder or group of shareholders holding the ownership ratio specified in Clause 3, Article 12 of the Company Charter shall have the right to nominate candidates for the Board of Directors. The nomination of candidates for the Board of Directors shall be conducted as follows:
 - a. Ordinary shareholders forming a group to nominate candidates for the Board of Directors must notify the meeting of such group formation to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;
 - b. Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this Clause shall have the right to nominate one or more candidates, as decided by the General Meeting of Shareholders, for election to the Board of Directors. In cases where the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
2. In the event that the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company Charter, the Internal Regulation on Corporate Governance, and the Regulation on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with applicable laws.
3. Voting for members of the Board of Directors must be conducted using the cumulative voting method, whereby each shareholder shall have a total number of voting votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors. Shareholders may allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors shall be determined based on the number of votes received, ranked from the highest to the lowest, starting with the candidate receiving the highest

number of votes until the required number of members prescribed in the Company Charter is reached. In the event that two (02) or more candidates receive the same number of votes for the final position of the Board of Directors, a re-election shall be conducted among such candidates with equal votes, or the selection shall be made according to the election regulations or the Company Charter

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

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

1. In cases where candidates for the Board of Directors have been determined, the Company must disclose information relating to such candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review information about such candidates before voting. Candidates for the Board of Directors must provide a written undertaking regarding the truthfulness and accuracy of their disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed includes:
 - a. Full name, date, month, and year of birth;
 - b. Professional qualifications;
 - c. Employment history;
 - d. Other managerial positions held (including positions as members of the Board of Directors of other companies);
 - e. Related interests in the Company and the Company's related parties;
 - f. Other information (if any) as prescribed in the Company Charter;
 - g. Public companies shall be responsible for disclosing information regarding companies in which candidates currently hold positions as members of the Board of Directors, other managerial positions, and related interests of such candidates (if any).
2. Notification of the results of the election, dismissal, and removal of members of the Board of Directors shall be carried out in accordance with regulations guiding information disclosure on the securities market.

**CHAPTER III
BOARD OF DIRECTORS**

Article 11. Rights and Obligations of the Board of Directors

1. The Board of Directors is the management body of the Company and has full authority on behalf of the Company to decide, exercise rights, and perform obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by laws, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:
 - a. Decide on the Company's strategies, medium-term development plans, and annual business plans;
 - b. Propose the types of shares and the total number of shares of each type that may be offered for sale;

- c. Decide on the sale of unsold shares within the number of shares authorized for offering of each type; decide on additional capital raising through other forms;
- d. Decide on the offering prices of the Company's shares and bonds;
- e. Decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f. Decide on investment plans and investment projects within its authority and limits prescribed by law;
- g. Decide on solutions for market development, marketing, and technology;
- h. Approve purchase, sale, borrowing, lending contracts and other contracts and transactions with values specified in Point h, Clause 2, Article 27 of the Company Charter, except for contracts and transactions falling under the authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138 and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
- i. Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, enter into and terminate contracts with the Director and other important managers as stipulated in the Company Charter; decide salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies and decide remuneration and other benefits of such representatives;
- j. Supervise and direct the Director and other managers in managing the Company's daily business operations;
- k. Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital to or purchase of shares in other enterprises;
- l. Approve the agenda and documents for meetings of the General Meeting of Shareholders; convene meetings of the General Meeting of Shareholders or collect shareholders' written opinions for approval of resolutions of the General Meeting of Shareholders;
- m. Submit audited annual financial statements to the General Meeting of Shareholders;
- n. Recommend the dividend payment rate; decide the time limit and procedures for dividend payment or handling losses incurred during business operations;
- o. Recommend the reorganization or dissolution of the Company; request bankruptcy of the Company;
- p. Decide on the issuance of the Regulation on the Operation of the Board of Directors and the Internal Regulation on Corporate Governance after being approved by the General Meeting of Shareholders; decide on the issuance of regulations on the operation of the Audit Committee under the Board of Directors and the Company's information disclosure regulations;
- q. Organize training and professional development on corporate governance and necessary skills for members of the Board of Directors, Director, Person in Charge of Corporate Governance, and other managers;
- r. Make dividend payments to shareholders in accordance with laws after approval by the annual General Meeting of Shareholders;
- s. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant legal regulations, and the Company Charter.

3. The Board of Directors shall approve resolutions and decisions through voting at meetings, written opinions, or other forms as prescribed by the Company Charter. Each member of the Board of Directors shall have one voting right.
4. In the event that a resolution or decision approved by the Board of Directors violates laws, resolutions of the General Meeting of Shareholders, or the Company Charter and causes damage to the Company, members who approve such resolution or decision shall be jointly and severally liable for such resolution or decision and shall compensate the Company for any damages incurred. Members who vote against the approval of such resolution or decision shall be exempt from liability. In such case, shareholders of the Company shall have the right to request the Court to suspend the implementation of or annul such resolution or decision.

Article 12. Duties and Authority of the Board of Directors in Approving and Entering into Contracts and Transactions

1. The Board of Directors shall approve contracts and transactions valued at less than thirty-five percent (35%) or transactions resulting in the total value of transactions arising within twelve (12) months from the date of the first transaction being less than thirty-five percent (35%) of the total asset value recorded in the latest financial statements, or another lower ratio or value as prescribed in the Company Charter, between the Company and any of the following parties:
 - a. Members of the Board of Directors, Director, other managers, and related persons of such persons;
 - b. Shareholders and authorized representatives of shareholders owning more than ten percent (10%) of the total ordinary shares of the Company and their related persons;
 - c. Enterprises related to the entities specified in Clause 2, Article 164 of the Law on Enterprises.
2. The Company's representative signing a contract or transaction must notify members of the Board of Directors of the related parties involved in such contract or transaction and provide the draft contract or main contents of the transaction. The Board of Directors shall decide whether to approve such contract or transaction within fifteen (15) days from the date of receipt of the notification, unless another period is stipulated in the Company Charter. Members of the Board of Directors having related interests with parties to the contract or transaction shall not have voting rights.

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

1. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
 - a. The Board of Directors considers it necessary for the benefit of the Company;
 - b. The remaining number of members of the Board of Directors is less than the minimum number required by law;
 - c. Upon request of shareholders or groups of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises. The request to convene a meeting of the General Meeting of Shareholders must be made in writing and include the following contents: full name, contact address, nationality, legal identification document number of individual shareholders; name, enterprise registration number or legal document number and head office address of organizational shareholders; number of shares and date of share registration of each shareholder, total number of shares held by the shareholder group and ownership percentage in the total shares of the Company, and the grounds and reasons for requesting the meeting. The request must be accompanied by documents and evidence regarding violations of the Board of

Directors, the extent of such violations, or decisions exceeding its authority. Shareholders or groups of shareholders shall be fully responsible before the law for the accuracy and truthfulness of documents and evidence provided to competent authorities when requesting the convening of a General Meeting of Shareholders;

d. Other cases as prescribed by law and the Company Charter.

2. Convening an Extraordinary Meeting of the General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within the period specified in Point a, Clause 4, Article 14 of the Company Charter from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors, or non-executive members of the Board of Directors falls below the minimum number prescribed in the Company Charter, or from the date of receiving requests specified in Points c and d, Clause 1 of this Article;

3. The person convening a meeting of the General Meeting of Shareholders must perform the following tasks:

- a. Prepare the list of shareholders entitled to attend the meeting;
- b. Provide information and resolve complaints relating to the list of shareholders;
- c. Prepare the agenda and contents of the meeting;
- d. Prepare documents for the meeting;
- e. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting; prepare the list and detailed information of candidates in case of election of members of the Board of Directors;
- f. Determine the time and venue of the meeting;
- g. Send meeting invitations to each shareholder entitled to attend in accordance with the Law on Enterprises;
- h. Perform other tasks serving the meeting.

Article 14. Committees Assisting the Board of Directors

1. The Board of Directors may establish subordinate committees responsible for development policies, human resources, remuneration, internal audit, and risk management. The number of members of such committees shall be decided by the Board of Directors and shall consist of at least three (03) members, including members of the Board of Directors and external members.

The operation of such committees must comply with regulations issued by the Board of Directors. Resolutions of committees shall only be effective when approved by the majority of attending members voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or subordinate committees under the Board of Directors must comply with applicable laws, the Company Charter, and the Internal Regulation on Corporate Governance.

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 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 the event that more than one member receives the same highest number of votes or voting percentage, the members shall vote by majority to select one (01) person among them to convene and chair the meeting of the Board of Directors.

2. The Board of Directors must hold meetings at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a. At the request of an independent member of the Board of Directors;
 - b. At the request of the Director or at least five (05) other managers;
 - c. At the request of at least two (02) members of the Board of Directors;
4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairman fails to convene a meeting of the Board of Directors as requested, the Chairman shall be responsible for any damages incurred by the Company. The requesting person shall have the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.
6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting invitation notice no later than three (03) working days before the meeting date. The meeting invitation notice must specify the time and location of the meeting, agenda, and issues to be discussed and decided. The meeting invitation notice must be accompanied by documents to be used at the meeting and voting ballots of members.

The meeting invitation notice of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company Charter, ensuring delivery to the contact address of each member of the Board of Directors registered with the Company.

7. A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total number of members attend. In the event that the first meeting convened under this Clause does not have sufficient attending members as required, the meeting may be convened for the second time within [07 days] from the intended date of the first meeting, [unless otherwise provided by the Company Charter with a shorter period]. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.
8. A member of the Board of Directors shall be considered as attending and voting at a meeting in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another person to attend and vote at the meeting in accordance with Clause 10 of this Article;
 - c. Attending and voting through online meetings, electronic voting, or other electronic methods;
 - d. Sending voting ballots to the meeting via mail, fax, or email;
 - e. Sending voting ballots by other means.

9. In the event that a voting ballot is sent to the meeting by mail, the ballot must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees of the meeting.
10. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote at a meeting if such authorization is approved by the majority of members of the Board of Directors.
11. Resolutions and decisions of the Board of Directors shall be approved if they receive approval from the majority of members attending the meeting. In the event of a tie vote, the final decision shall belong to the side supported by the opinion of the Chairman of the Board of Directors.

Article 16. Minutes of Meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may be audio recorded, recorded, and stored in other electronic forms. Minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following principal contents:
 - a. Name, head office address, and enterprise registration number;
 - b. Time and location of the meeting;
 - c. Purpose, agenda, and contents of the meeting;
 - d. Full names of each attending member or authorized attendee and method of attendance; full names of absent members and reasons for absence;
 - e. Issues 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 who voted in favor, against, or abstained;
 - h. Issues approved and the corresponding approval voting ratio;
 - i. Full names and signatures of the chairperson and the person recording the minutes, except for the case specified in Clause 2 of this Article.
2. In the event that the chairperson or the person recording the minutes refuses to sign the meeting minutes, but the minutes are signed by all other attending members of the Board of Directors and contain all contents specified in Points a, b, c, d, e, f, g, and h, Clause 1 of this Article, such minutes shall remain valid.
3. The chairperson, the person recording the minutes, and persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors' meeting.
4. Minutes of meetings of the Board of Directors and documents used at the meetings must be retained at the Company's head office.
5. Minutes prepared in Vietnamese and foreign languages shall have equal legal validity. In the event of any inconsistency between the Vietnamese version and the foreign language version, the contents of the Vietnamese version shall prevail.

CHAPTER V
REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Submission of Annual Reports

1. At the end of the 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 results;
 - b. Financial statements;
 - c. Report on the evaluation of the Company's management and administration activities;
 - d. Report of the Audit Committee.
2. The reports specified in Clauses 1 and 2 of this Article and the audit report must be retained 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 Charter stipulates a longer period. Shareholders who have continuously held shares of the Company for at least one (01) year shall have the right, either individually or together with lawyers, practicing accountants, or licensed auditors, to directly review the reports specified in this Article.

Article 18. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors

1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.
2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days necessary to complete the duties of each member of the Board of Directors and the remuneration rate per day. The Board of Directors shall determine the remuneration level for 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 the annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with regulations on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, members of the Board of Directors working in committees under the Board of Directors, or performing other tasks beyond the ordinary duties of a member of the Board of Directors may receive additional remuneration in the form of lump-sum payments, salaries, commissions, profit percentages, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all reasonable travel, accommodation, and other expenses incurred while performing their responsibilities as members of the Board of Directors, including expenses incurred for attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees under the Board of Directors.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after obtaining approval from the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of laws or the Company Charter.

Article 19. Disclosure of Related Interests

Unless otherwise provided by the Company Charter with stricter requirements, the disclosure of interests and related persons of the Company shall be conducted as follows:

1. Members of the Board of Directors must declare to the Company their related interests, including:
 - a. Name, enterprise registration number, head office address, business sectors and fields of enterprises in which they own contributed capital portions or shares; the ownership ratio and date of ownership of such contributed capital portions or shares;
 - b. Name, enterprise registration number, head office address, business sectors and fields of enterprises in which their related persons jointly own or individually own contributed capital portions or shares representing more than ten percent (10%) of charter capital.
2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date on which the related interest arises. Any amendment or supplementation must be notified to the Company within seven (07) working days from the date of the corresponding amendment or supplementation.
3. A member of the Board of Directors who, in his/her own name or on behalf of another person, performs work in any form within the scope of the Company's business activities must explain the nature and contents of such work to the Board of Directors and may only perform such work upon approval by the majority of remaining members of the Board of Directors. If such work is performed without disclosure or without approval from the Board of Directors, all income generated from such activities shall belong to the Company.

CHAPTER VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationship Among Members of the Board of Directors

1. The relationship among members of the Board of Directors is a relationship of coordination. Members of the Board of Directors shall be responsible for providing information to each other regarding relevant matters during the process of handling assigned tasks.
2. During the handling of assigned tasks, the member of the Board of Directors assigned as the primary responsible person shall proactively coordinate the resolution of matters if such matters are related to areas under the responsibility of another member of the Board of Directors. In the event of disagreement among members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision within his/her authority, or organize a meeting or collect opinions from members of the Board of Directors in accordance with applicable laws, the Company Charter, and this Regulation.
3. In the event of reassignment of responsibilities among members of the Board of Directors, the relevant members must hand over work, files, and related documents. Such handover must be made in writing and reported to the Chairman of the Board of Directors.

Article 21. Relationship with the Executive Board

In its governance role, the Board of Directors shall issue resolutions for the Director and executive apparatus to implement. At the same time, the Board of Directors shall inspect and supervise the implementation of such resolutions.

Article 22. Relationship with the Audit Committee

1. The relationship between the Board of Directors and the Audit Committee is a coordination relationship. The working relationship between the Board of Directors and the Audit Committee shall be based on the principles of equality and independence, while closely coordinating and supporting each other during the performance of duties.

2. Upon receiving inspection minutes or consolidated reports from the Audit Committee, the Board of Directors shall be responsible for reviewing such documents and directing relevant departments to develop plans and promptly implement corrective actions.

CHAPTER VII EFFECTIVENESS

Article 23. Effectiveness

1. This Regulation consists of seven (07) chapters and twenty-three (23) articles, which have been approved by the General Meeting of Shareholders and shall take effect in accordance with applicable laws.
2. Amendments and supplements to this Regulation (if any) shall be made pursuant to resolutions of the General Meeting of Shareholders or decisions of the Board of Directors or the Company's legal representative within the scope authorized by the General Meeting of Shareholders and in compliance with applicable laws.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**



NGUYEN THANH TUNG

**APPENDIX: BASIS FOR ISSUANCE, AMENDMENT, AND SUPPLEMENTATION OF THE
REGULATION ON THE OPERATION OF THE BOARD OF DIRECTORS
BINH THUAN HIGH QUALITY PLASTIC JOINT STOCK COMPANY**

NO.	CONTENTS	BASIS FOR ISSUANCE
1	Regulation on the Operation of the Board of Directors (First issuance)	Resolution of the General Meeting of Shareholders No. 01-04/2024/NQ-DHDCD dated April 15, 2024
2	Regulation on the Operation of the Board of Directors (First amendment)	Resolution of the General Meeting of Shareholders No. 13-09/2026/NQ-BQP dated September 26, 2026

BINH THUAN