TANPHU
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REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS TAN PHU VIETNAM JOINT STOCK COMPANY

Based on the Enterprise Law of 2020, as amended and supplemented in 2025, and its implementing guidelines;

Based on the Securities Law of 2019, as amended and supplemented in 2024, and its implementing regulations;

Based on 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;

Based on Decree No. 245/2025/ND-CP amending and supplementing a number of articles of 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;

Based on Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;

Based on the Articles of Association of Tan Phu Vietnam Joint Stock Company;

Based on Resolution No. 02/2026/NQ-ĐHĐCĐ of the General Meeting of Shareholders, dated October 26, 2026, of Tan Phu Vietnam Joint Stock Company.

The Board of Directors issues the Regulations on the Operation of the Board of Directors of Tan Phu Vietnam Joint Stock Company.

The operating regulations of the Board of Directors of Tan Phu Vietnam Joint Stock Company include the following contents:

Chapter I

GENERAL REGULATIONS

Article 1. Scope of Regulation and Applicable Subjects

1. Scope of application: The Board of Directors' operating regulations stipulate the organizational structure, operating principles, powers, and obligations of the Board of Directors and its members, in order to operate in accordance with the Enterprise Law, the company's charter, and other relevant legal provisions.

2. Scope of Application: This regulation applies to the Board of Directors and its members.

Article 2. Principles of operation of the Board of Directors

1. The Board of Directors operates on the principle of collective decision-making. Members of the Board of Directors are individually responsible for their assigned tasks and are jointly accountable

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to the General Meeting of Shareholders and to the law for the resolutions and decisions of the Board of Directors concerning the Company's development.

2. The Board of Directors assigns responsibility to the General Director to organize and implement the resolutions and decisions of the Board of Directors.

Chapter II

MEMBER OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have all the rights stipulated in the Securities Law, relevant laws, and the company's charter, including the right to be provided with information and documents on the financial situation and business operations of the Company and its subsidiaries.

2. Members of the Board of Directors have the obligations stipulated in the company's charter and the following obligations:

a) To perform my duties honestly and diligently for the best interests of the shareholders and the Company;

b) Attend all meetings of the Board of Directors and provide input on the issues discussed;

c) To promptly and fully report to the Board of Directors all remuneration received from subsidiaries, affiliated companies, and other organizations;

d) Report to the Board of Directors at the next meeting on transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital with members of the Board of Directors and their related parties; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or a business manager during the three years immediately preceding the transaction.

d) Disclose information when conducting transactions involving the Company's shares in accordance with the law.

3. Each independent member of the board of directors of a listed company must prepare an evaluation report on the performance of the board of directors.

Article 4. Right of Board of Directors members to access information

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business operations of the Company and its units.

2. Managers are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors. The procedures for requesting and providing information are stipulated in the company's charter.

Article 5. Term of office and number of members of the Board of Directors

1. The Board of Directors shall have at least 03 (three) members and at most eleven (11) members. The specific number of members of the Board of Directors shall be decided by the General Meeting of Shareholders of the Company.

2. The term of the Board of Directors is five (05) years. The term of a member of the Board of Directors is not more than five (05) years and can be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. A member of the Board of Directors of a company can only simultaneously be a member of the Board of Directors or Board of Members in a maximum of 05 other companies.

3. If all members of the Board of Directors complete their terms at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work, unless otherwise stipulated in the company's charter.

4. The total number of independent board members must be at least equal to the total number of board members.

5. The company's charter specifies the number, rights, obligations, organization, and coordination of activities of the independent members of the Board of Directors.

6. The number of non-executive members of the company's Board of Directors must comply with the following regulations:

a. There must be at least one non-executive member in the case of a company with a Board of Directors consisting of 3 to 5 members;

b. There must be at least two non-executive members in the case of a company with a Board of Directors consisting of 6 to 8 members;

c. There must be at least 3 non-executive members in the case of a company with 9 to 11 members on its Board of Directors.

Article 6. Standards and conditions for membership of the Board of Directors

1. Members of the Board of Directors must meet the following standards and conditions:

a) Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;

b) Possess professional qualifications and experience in business administration or in the field, industry, or profession of business of the Company, and are not necessarily shareholders of the Company, unless the Company's Articles of Association stipulate otherwise;

c) A member of the Board of Directors of a public company may only simultaneously be a member of the Board of Directors or Board of Members of a maximum of 05 other companies;

d) Other standards and conditions as stipulated in the company's charter.

2. Independent members of the Board of Directors as stipulated in point b, clause 1, Article 137 of the Enterprise Law must meet the following standards and conditions:

a) Not currently employed by the Company, its parent company, or its subsidiary; not previously employed by the Company, its parent company, or its subsidiary for at least the three preceding years;

b) Not a person currently receiving a salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to according to 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 1% of the total voting shares of the Company;

d) Not a person who has served as a member of the Board of Directors or Supervisory Board of the Company for at least 05 consecutive years prior to the appointment, except in the case of being appointed for two consecutive terms;

e) Other standards and conditions as stipulated in the company's charter.

3. An independent member of the Board of Directors must notify the Board of Directors that they no longer meet the standards and conditions stipulated in Clause 2 of this Article and will automatically cease to be an independent member of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must announce the case of an independent member no longer meeting the standards and conditions at the next General Meeting of Shareholders.

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members.

2. The Chairman of the Board of Directors of the Company may not also hold the position of General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

a) Develop the program and plan of activities for the Board of Directors;

b) Prepare the agenda, content, and documents for the meeting; convene, preside over, and chair the Board of Directors meeting;

c) Organizing the adoption of resolutions and decisions by the Board of Directors;

d) Monitoring the implementation of resolutions and decisions of the Board of Directors;

(d) Presiding over the General Meeting of Shareholders;

e) Other rights and obligations as stipulated in the Enterprise Law and the company's charter.

4. In the event that the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation letter or dismissal. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the company's charter. In the event that there is no authorized representative or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is restricted or incapacitated, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or performing a certain job, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote 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) Assisting in organizing and convening General Meetings of Shareholders and Board of Directors; recording meeting minutes;

b) To assist members of the Board of Directors in exercising their assigned rights and obligations;

c) Assisting the Board of Directors in applying and implementing corporate governance principles;

d) Assisting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; ensuring compliance with information provision obligations, information disclosure, and administrative procedures;

d) Other rights and obligations as stipulated in the company's charter.

Article 8. Dismissal, removal, replacement, and appointment of members of the Board of Directors

1. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:

a) Does not meet the qualifications and conditions stipulated in Article 155 of the Enterprise Law;

b) A resignation letter has been submitted and accepted;

c) Other cases as stipulated in the company's charter.

2. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:

a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

b) Other cases as stipulated in the company's 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 except in the cases stipulated in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members to the Board of Directors in the following cases:

a) The number of Board of Directors members is reduced by more than one-third compared to the number stipulated in the company's charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b) The number of independent members of the Board of Directors has decreased, failing to meet the ratio stipulated in point b, clause 1, Article 137 of the Enterprise Law;

c) Except as provided 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 from office at the most recent meeting.

Article 9. Procedures for electing, dismissing, and removing members of the Board of Directors

1. Shareholders or groups of shareholders owning 10% or more of the total number of common shares, or a smaller percentage as stipulated in the company's charter, have the right to nominate individuals to the Board of Directors. Unless otherwise stipulated in the company's charter, the nomination process for the Board of Directors shall be as follows:

a) Common shareholders forming a group to nominate candidates for the Board of Directors must notify the attending shareholders of the group 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 has the right to nominate one or more individuals as decided by the General Meeting of Shareholders to be candidates for the Board of Directors. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. If the number of candidates for the Board of Directors, through nomination and candidacy, is still insufficient as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the operating regulations of the Board of Directors. The incumbent Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

3. Unless otherwise stipulated in the company's charter, the election of Board of Directors members must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of Board members to be elected. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected Board members are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the company's charter is reached. If two or more candidates receive the same number of votes for the last Board member, a re-election will be held among those candidates or a selection will be made according to the election regulations or the company's charter.

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

Article 10. Notification of election, dismissal, and removal of members of the Board of Directors

1. Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates at least 10 days before the opening 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 provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors that must be published includes:

a) Full name, date of birth (day, month, year);

b) Professional qualifications;

c) Work experience;

d) Other managerial positions (including board positions in other companies);

d) Interests related to the Company and its related parties;

e) Other information (if any) as stipulated in the company's charter;

g) Public companies are responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and any related interests in the candidate's Board of Directors (if any).

2. The announcement of the results of the election, dismissal, and removal of members of the Board of Directors shall be carried out in accordance with the regulations and guidelines on information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 11. Powers and duties of the Board of Directors

1. The Company's business operations and activities are subject to the management or direction of the Board of Directors. The Board of Directors is the body with full authority to exercise all rights on behalf of the Company, except for those powers reserved to the General Meeting of Shareholders.

2. The Board of Directors has the following responsibilities and obligations:

a. Supervise the activities of the legal representative and the Board of Directors of the Company.

b. Responsible to shareholders for the company's operations.

c. Treat all shareholders equally and respect the interests of stakeholders in the Company.

d. Ensure that the Company's operations comply with all applicable laws, regulations, and internal rules of the Company.

e. Develop the Board of Directors' operating regulations, submit them to the General Meeting of Shareholders for approval, and publish them on the Company's website.

f. Monitoring and preventing conflicts of interest among members of the Board of Directors, members of the Audit Committee, the General Director, and other managers, including misuse of Company assets and abuse of related-party transactions.

g. Organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, the person in charge of corporate governance, and other managers of the company.

h. Dividend payments to shareholders will be made in accordance with the law after being approved by the Annual General Meeting of Shareholders.

3. The rights and obligations of the Board of Directors are stipulated by law, the company's charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

a) Deciding on the Company's strategic plan, medium-term development plan, and annual business plan;

b) Propose the types of shares and the total number of shares authorized for sale for each type;

c) Decisions to offer new shares within the permitted number of shares for each class; decisions to raise additional capital through other forms (including but not limited to issuing non-convertible bonds);

d) Deciding on the offering price of the company's shares and bonds;

e) Decision to repurchase shares as stipulated in Clause 1, Article 13 of the Enterprise Law;

f) Decisions to invest in or sell assets with a value ranging from 25% to less than 35% of the total asset value recorded in the Company's most recent financial statement; the most recent financial statement is understood to be the Company's financial statement prepared no more than 90 days prior to the date of the decision.

g) Through transactions valued between 25% and less than 35% of the total asset value recorded in the most recent financial statement with entities specified in Clause 1, Article 16 of the Enterprise Law.

h) Through purchase, sale, loan, lending and other contracts with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statement. This regulation does not apply to contracts and transactions stipulated in point d, clause 2, Article 138 , clauses 1 and 3, Article 167 of the Enterprise Law;

i) Appointing authorized representatives to exercise the ownership rights of the Company's shares or capital contributions in other companies.

j) Decisions on the establishment, dissolution, and merger of branches, representative offices, and workshops of the Company.

k) Appointing, dismissing, and removing the Chairman of the Audit Committee reporting to the Board of Directors;

l) Electing, dismissing, and removing the Chairman of the Board of Directors;

m) Appointing, dismissing, removing from office, signing contracts, terminating contracts, and determining the salary and other benefits for the General Director.

n) Appointing, dismissing, removing, and determining the salary of the Chief Accountant, Secretary of the Board of Directors (if any), and the person in charge of company administration. The legal representative of the Company will sign and terminate employment contracts with the Chief Accountant, Secretary of the Board of Directors, and the person in charge of company administration based on the decision of the Board of Directors.

o) Through the company's internal management regulations based on proposals from the Board of Directors;

p) Reviewing the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to approve decisions;

q) Propose the dividend rate to be paid; decide on the timing and procedures for paying dividends or handling losses incurred during business operations; decide on the allocation of the Company's funds in accordance with the purposes approved by the General Meeting of Shareholders.

r) Propose the issuance of convertible bonds and bonds with warrants;

s) Submit the annual financial statement to the General Meeting of Shareholders;

t) Proposing the consolidation, merger, reorganization, dissolution, or bankruptcy of a company;

u) Other rights and duties as prescribed by law, the company's charter, internal regulations, and decisions of the General Meeting of Shareholders.

v) Within the scope stipulated in Clause 2, Article 153 of the Enterprise Law, and except for cases stipulated in Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Enterprise Law which must be approved by the General Meeting of Shareholders, the Board of Directors shall decide on the implementation, amendment, and cancellation of the Company's contracts;

w) Decisions to establish subsidiaries, contribute capital, or purchase shares or equity stakes in other companies established in Vietnam or abroad with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statement;

x) Valuation of assets contributed to the Company in non-monetary form during the issuance of shares or bonds by the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;

y) Business matters or transactions decided by the Board of Directors require approval within the scope of their authority and responsibility.

z) Authorized to perform tasks delegated by the General Meeting of Shareholders, including but not limited to approving and adjusting the purpose and plan for the use of capital and proceeds from offerings and issuances, if authorized by the General Meeting of Shareholders; and other delegated tasks as decided by the General Meeting of Shareholders in accordance with legal regulations.

aa) Authorized the Company's legal representative to perform necessary tasks in accordance with legal regulations.

4. The Board of Directors shall report to the General Meeting of Shareholders on its activities, specifically on the Board's oversight of the General Director and other executives during the fiscal year.

5. Unless otherwise provided by law, the Board of Directors may authorize subordinate employees and/or other managers to represent and handle business on behalf of the Company.

6. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for their work as members of the Board of Directors. The total amount of remuneration for the Board of Directors is determined by the General Meeting of Shareholders. This remuneration is distributed among the members of the Board of Directors according to agreement within the Board of Directors or equally distributed in the absence of agreement.

7. The total amount of remuneration paid to members of the Board of Directors must be detailed in the Company's annual report, and the remuneration of Board members must be shown as a separate item in the Company's annual financial statements.

8. Members of the Board of Directors holding executive positions (including the position of Chairman or Vice-Chairman), or members of the Board of Directors serving on Board Committees, or performing other duties which, in the view of the Board of Directors, fall outside the ordinary scope of a member's duties, may be compensated in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as determined by the Board of Directors.

9. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the

Board of Directors or committees. committee of the Board of Directors or the General Meeting of Shareholders.

Article 12. Duties and powers of the Board of Directors in approving and signing transaction contracts.

1. The Board of Directors approves contracts and transactions with a value ranging from 25% to less than 35% of the total asset value recorded in the most recent financial statement between the Company and one of the following parties:

- Members of the Board of Directors, General Manager, other managers, and related parties of these entities;

- Shareholders, authorized representatives of shareholders owning more than 10% of the total common stock of the Company, and their related parties;

- Businesses that are related to the entities specified in Clause 2, Article 164 of the Enterprise Law.

2. The company's representative signing the contract or transaction must notify the members of the Board of Directors about the parties involved in that contract or transaction and send a draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless the company's charter stipulates a different period; members of the Board of Directors with an interest related to the parties in the contract or transaction do not have the right to vote.

Article 13. Responsibilities of the Board of Directors in convening extraordinary general meetings of shareholders.

1. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:

a) The Board of Directors deems it necessary for the benefit of the Company;

b) The number of remaining members of the Board of Directors is less than the minimum number of members required by law;

c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and include sufficient signatures of the relevant shareholders;

d) Other cases as prescribed by law and the company's charter.

2. Convening an extraordinary general meeting of shareholders.

Unless otherwise stipulated in the company's charter, the Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors or independent members of the Board of Directors is less than the

minimum number of members stipulated in the company's charter, or upon receiving a request as stipulated in points c and d of Clause 1 of this Article;

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

a) Prepare a list of shareholders entitled to attend the meeting;

b) Providing information and resolving complaints related to the shareholder list;

c) Develop the agenda and content for the meeting;

d) Prepare documents for the meeting;

d) Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors;

e) Determine the time and place of the meeting;

g) Send meeting notices to each shareholder entitled to attend the meeting as stipulated in the Enterprise Law;

h) Other tasks related to the meeting.

Article 14. Subcommittees assisting the Board of Directors.

1. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of members of a subcommittee is determined by the Board of Directors and may include both Board members and external members. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when a majority of members attend and vote in favor at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with applicable laws and regulations and the provisions of the company's charter and internal regulations on corporate governance.

Chapter IV

BOARD OF DIRECTORS MEETING

Article 15. Board Meetings

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest number of votes or the same percentage of votes, the members shall elect by majority vote to choose one of them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet 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) Based on a proposal from an independent member of the Board of Directors;

b) Based on a proposal from the General Director or at least 05 other managers;

c) A proposal must be submitted by at least two members of the Board of Directors;

d) Other cases as stipulated in the company's charter.

4. Proposals stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the authority of the Board of Directors in making decisions.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving the request as stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, he/she shall be liable for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening the meeting.

6. The Chairman of the Board of Directors or the person convening the Board meeting must send a notice of meeting at least 3 working days before the meeting date, unless otherwise stipulated in the company's charter. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed, and the decisions to be made. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballots of the members.

Notices inviting members to the Board of Directors meeting may be sent by invitation, telephone, fax, electronic means, or other methods as stipulated in the company's charter, and must be ensured to reach the contact address of each member of the Board of Directors registered with the Company.

8. A Board of Directors meeting shall be held when at least three-quarters of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within seven days from the date of the first scheduled meeting, unless the company's charter stipulates a shorter period. In this case, the meeting shall be held if more than half of the Board of Directors are present.

9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following circumstances:

a) Attend and vote directly at the meeting;

b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;

c) Attend and vote via online conference, electronic voting, or other electronic means;

d) Send the ballot to the meeting via mail, fax, or email;

d) Submitting voting ballots by other means as prescribed in the company's charter.

10. In the case of sending ballots to the meeting by mail, the ballots must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. The ballots may only be opened in the presence of all attendees.

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

12. Unless otherwise stipulated in the company's charter, resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members present at the meeting; in case of a tie, the final decision shall rest with the side whose opinion is supported by the Chairman of the Board of Directors.

Article 17. Minutes of the Board of Directors Meeting

1. Board of Directors meetings must be recorded in minutes and may also be audio-recorded, recorded, and stored electronically. Minutes must be in Vietnamese and may also be in a foreign language, including the following main contents:

a) Name, address of head office, business registration number;

b) Time and place of the meeting;

c) Purpose, agenda, and content of the meeting;

d) The full names of each member attending the meeting or their authorized representatives, and the manner of attendance; the full names of members absent from the meeting and the reasons for absence;

d) Issues discussed and voted on at the meeting;

e) Summarize the statements of each meeting participant in chronological order of the meeting's proceedings;

g) The voting results clearly indicate which members approved, disapproved, and abstained;

h) The issue was approved and the corresponding percentage of votes in favor;

i) Full name and signature of the presiding officer and the person recording the minutes, except as provided in Clause 2 of this Article.

2. In cases where the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors present at the meeting sign and the minutes contain all the information as stipulated in points a, b, c, d, e, g, and h of Clause 1 of this Article, then these minutes shall be valid.

3. The chairperson, the person recording the minutes, and those signing the minutes are responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

4. Minutes of Board of Directors meetings and documents used in the meetings must be kept at the Company's head office.

5. Minutes drawn up in Vietnamese and in a foreign language have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.

Chapter V

REPORT AND DISCLOSURE OF BENEFITS

Article 18. Submission of Annual Reports

At the end of the fiscal year, the Board of Directors must submit the following report to the General Meeting of Shareholders:

a) Report on the company's business results;

b) Financial statements;

c) Report evaluating the company's management and operations;

d) Reports on the activities of independent Board members and the results of each independent member's evaluation of the Board's performance.

Article 19. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Directors determines the remuneration for each member by mutual agreement. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in subcommittees of the Board of Directors, or performing other duties outside the normal scope of a member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing their duties as members of the Board

of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be insured by the Company for liability insurance after approval by the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and the Company's Articles of Association.

Article 20. Disclosure of related interests

Unless otherwise stipulated in the company's charter, the disclosure of the company's interests and related parties shall be carried out in accordance with the following regulations:

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

a) Name, business registration number, head office address, business sector and activities of the enterprise in which they own capital contributions or shares; percentage and time of ownership of those capital contributions or shares;

b) The name, business registration number, head office address, and business lines of the enterprise in which the related parties jointly or individually own more than 10% of the charter capital.

2. The declarations stipulated in Clause 1 of this Article must be made within 7 working days from the date the relevant benefit arises; any amendments or additions must be notified to the Company within 7 working days from the date of the corresponding amendments or additions.

3. Members of the Board of Directors who, in their own name or on behalf of others, perform any work in any form within the scope of the Company's business activities must explain the nature and content of such work to the Board of Directors and may only perform it with the approval of a majority of the remaining members of the Board of Directors; if they perform such work without reporting it or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company.

Chapter VI

RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 21. Relationship between members of the Board of Directors

1. The relationship between the members of the Board of Directors is one of collaboration; the members of the Board of Directors are responsible for informing each other on relevant issues in the process of handling their assigned tasks.

2. During the course of work, the Board member assigned primary responsibility must proactively coordinate and handle any issues that relate to the area of responsibility of another Board member. In cases where there are differing opinions among Board members, the member primarily responsible shall report to the Chairman of the Board for consideration and decision within his/her authority, or organize a meeting or seek the opinions of the Board members in accordance with the law, the company's charter, and these Regulations.

3. In the event of a reassignment of duties among Board members, the Board members must hand over their work, files, and related documents. This handover must be documented in writing and reported to the Chairman of the Board.

Article 22. Relationship with the Executive Board

In its governance role, the Board of Directors issues resolutions for the CEO and the executive team to implement. At the same time, the Board of Directors monitors and supervises the implementation of these resolutions.

Article 23. Relationship with the Audit Committee

1. The relationship between the Board of Directors and the Audit Committee is one of collaboration. The working relationship between the Board of Directors and the Audit Committee is based on the principles of equality and independence, while also ensuring close coordination and mutual support in the performance of their duties.

2. Upon receiving inspection reports or summary reports from the Audit Committee, the Board of Directors is responsible for reviewing them and directing relevant departments to develop plans and implement timely corrective actions.

Chapter VII

ENFORCEMENT CLAUSES

Article 24. Effective Date

The operating regulations of the Board of Directors of Tan Phu Vietnam Joint Stock Company consist of 7 chapters and 24 articles and will come into effect from October 26, 2026.

Chairman of the Board of Directors

M.S.D.N: 0303640880 C.T.C.P
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P.TÂN PHÚ - TP.HỒ CHÍ MINH

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