TAN PHU VIETNAM JOINT STOCK COMPANY
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INTERNAL GOVERNANCE REGULATIONS

TAN PHU VIETNAM JOINT STOCK COMPANY

(Issued together with Resolution No. 02/2026/NQ-ĐHĐCĐ dated October 26, 2026, of the General Meeting of Shareholders of Tan Phu Vietnam Joint Stock Company)

Ho Chi Minh City, October 26, 2026

Signature Not Verified
Ký bởi: CÔNG TY CỔ PHẦN TÂN PHÚ VIỆT NAM
Ký ngày: 19/11/2026 16:12:06

...R I: GENERAL PROVISIONS

...icle 1. Subjects and Scope of Application

- This regulation sets out the fundamental principles of corporate governance to protect the legitimate rights and interests of shareholders, and establishes standards of conduct and professional ethics for members of the Board of Directors, the General Management Board, and the company's management staff.
- In the event that there are provisions in the company's charter and relevant legal documents relating to the company's operations not mentioned in this Regulation, or in the event that new legal provisions differ from the provisions in this Regulation, the provisions of the charter and those legal documents shall automatically apply and govern the company's operations.

Article 2. Explanation of terms and abbreviations:

1. The following terms are understood as follows:

a. "The Company" is Tan Phu Vietnam Joint Stock Company , headquartered at 314 Luu Ban Bich Street, Tan Phu Ward, Ho Chi Minh City , Vietnam .

b. "Corporate governance" is a system of rules to ensure that a company is effectively managed and operated for the benefit of shareholders and stakeholders. Principles of corporate governance include:

- Ensure an effective governance structure;
- Ensuring the rights of shareholders;
- Treat all shareholders fairly;
- Ensure the roles of stakeholders are played;
- Transparency in company operations;
- The board of directors leads and governs the company effectively.

c. "Related parties" are individuals or organizations as defined in Clause 46, Article 4 of the Securities Law and Clause 23, Article 4 of the Enterprise Law;

d. Independent members of the Board of Directors and members of the Board of Directors who meet all the standards and conditions as stipulated in the Enterprise Law and the Company's Articles of Association;

e. Non-executive members of the Board of Directors are those who are not the CEO, Deputy CEO, or Chief Accountant.

2. Abbreviations:

a. "General Meeting of Shareholders": General Meeting of Shareholders

b. "Board of Directors": Board of Directors

c. " Audit Committee": UBKT

d. "Board of Directors": Board of Directors

e. " State Securities Commission": UBCKNN

3. In these Regulations, references to one or more provisions or legal texts shall include any amendments or replacements to those texts.

CHAPTER II: SHAREHOLDERS AND THE SHAREHOLDER MEETING

Article 3. Rights and obligations of shareholders:

1. The rights, obligations, and responsibilities of shareholders are stipulated in Articles 10 and 11 of the Company's Charter in accordance with the provisions of the Enterprise Law, the Securities Law, and other relevant provisions of Vietnamese law. Specifically:

a. Attend shareholder general meetings and exercise voting rights directly or through authorized representatives;

b. Receive dividends at the rate decided by the General Meeting of Shareholders;

c. Shares that have been fully paid are freely transferable in accordance with the provisions of this Charter and applicable law, except where the Company's Charter, the law, or a Resolution of the General Meeting of Shareholders/Board of Directors provides otherwise;

d. They have priority in purchasing newly offered shares in proportion to the percentage of common shares they own;

e. Verify the shareholder information in the list of eligible shareholders for the General Meeting and request corrections to any inaccurate information;

f. Review, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g. In the event of the company's dissolution, the shareholder is entitled to receive a portion of the remaining assets corresponding to the number of shares contributed to the company, after the company has paid its creditors and shareholders holding other types of shares as stipulated by law;

h. Request the company to repurchase their shares in the cases stipulated in Article 132 of the Enterprise Law;

i. Other rights as stipulated in the company's charter and the law.

2. The company is responsible for establishing a sound corporate governance structure and building an effective communication system with shareholders to ensure:

a. Shareholders fully exercise their rights as stipulated by law and the company's Articles of Association;

b. Shareholders are treated fairly. Each share of the same class confers equal rights, obligations, and benefits on its holder. In the case of preferred shares, the rights and obligations associated with those preferred shares must be fully disclosed to shareholders and approved by the General Meeting of Shareholders.

c. Major shareholders are not allowed to abuse their advantage to harm the rights and interests of the Company and other shareholders.

Article 4. Procedures for convening and voting at the annual and extraordinary General Meeting of Shareholders:

The company's regulations regarding the procedures for convening and voting at the General Meeting of Shareholders include the following main points:

1. Convene the General Meeting of Shareholders

a. The General Meeting of Shareholders is the highest authority of the Company. The annual General Meeting of Shareholders is held once a year. The General Meeting of Shareholders must be held annually within 4 months from the end of the fiscal year. If necessary, the Chairman of the Board of Directors may decide to extend the annual General Meeting of Shareholders, but not more than 6 months from the end of the fiscal year.

b. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases stipulated in Clause 3, Article 12 of the Company's Charter.

2. Announcement regarding the closing of the shareholder list entitled to attend the General Meeting of Shareholders.

The Company shall make a notice on the closing date of the list of shareholders entitled to attend the General Meeting of Shareholders on the Company's website at least twenty (20) days before the last registration date for exercising the right to attend the General Meeting, in compliance with the provisions of the Company's Charter and the provisions of securities law applicable to listed companies.

3. Notice of convening the General Meeting of Shareholders

Notice of Shareholders' General Meeting. The notice of the Shareholders' General Meeting may be sent to shareholders by hand delivery or by registered mail (or registered mail) to the registered address of the shareholder (or to an address provided by the shareholder for the purpose of sending information). If the shareholder has notified the Company in writing of their fax number or email address, the notice of the Shareholders' General Meeting may be sent to that fax number or email address. The notice of the meeting must also be published on the Company's website and on the website of the State Securities Commission and the Stock Exchange.

The notice of the general meeting of shareholders published on the Company's website has the same validity as a notice sent to the shareholder's address in the

following cases: (i) the shareholder has an unclear address, or (ii) the Company does not have sufficient address information to send the notice to the shareholder; (iii) the notice has been sent to the shareholder at the correct address but is returned to the Company due to the lack of a recipient.

Notices of the General Meeting of Shareholders must be sent no later than twenty-one (21) days before the date of the General Meeting of Shareholders (calculated from the date the notice is duly sent or transmitted, postage is paid or it is placed in the mailbox).

In cases where documents are not included with the notice of the General Meeting of Shareholders, the notice must clearly state the link to all meeting documents so that shareholders can access them, including:

a. Meeting agenda and materials to be used in the meeting;

b. A list and detailed information of candidates in the event of electing members of the Board of Directors (if candidates have been determined in advance);

c. Voting slip;

d. Form for designating a representative to attend the meeting by proxy;

e. Draft resolutions for each item on the meeting agenda.

Article 5. Rights and procedures for registering to attend the General Meeting of Shareholders

1. Shareholders may attend the meeting in person or authorize another person in writing to attend on their behalf. If the shareholder is an organization and does not have an authorized representative as stipulated in Clause 4, Article 14 of the Enterprise Law, the legal representative may attend the General Meeting of Shareholders in person or authorize another person to attend. The authorized person may not further delegate their authority to another person.

Authorization for a representative to attend the General Meeting of Shareholders must be in writing, using the form issued by the Company. The authorized representative must present the written authorization when registering to attend the meeting before entering the meeting room.

2. On the day of the General Meeting of Shareholders, before the meeting begins, the Company must carry out the registration and verification of shareholder eligibility procedures and continue registration until all shareholders entitled to attend the meeting are registered.

3. When registering shareholders, each shareholder or shareholder representative/group of shareholders participating in voting or elections will be issued voting slips/cards, or ballot papers (if any) representing the number of shares they own.

4. Shareholders or their authorized representatives arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the General Meeting immediately after registration. The Chairperson is not obligated to stop the General Meeting to allow late-arriving shareholders to register, and the validity of any previously voted-on items remains unchanged.

Article 6. Conditions, procedures for conducting the meeting, voting methods, vote counting, and notification of vote counting results at the General Meeting of Shareholders.

1. The conditions and procedures for conducting the General Meeting of Shareholders are stipulated in Articles 17 and 18 of the Company's Charter. The General Meeting of Shareholders adopts decisions by direct voting at the online meeting or a combination of direct and online voting, or by written consultation.

2. Voting ballots and voting procedures at the General Meeting of Shareholders:

The form, content of the ballot, and voting method at the General Meeting of Shareholders are specifically outlined in the Voting Regulations adopted before the General Meeting of Shareholders, based on the principle of ensuring the voting rights of shareholders or their representatives/groups of shareholders participating in the voting; creating favorable conditions for the vote counting process to be expeditious, accurate, and in accordance with current legal regulations.

3. Ballots and voting procedures at the General Shareholders' Meeting:

The form, content of ballot papers, and voting methods at the General Meeting of Shareholders are specifically outlined in the Election Regulations adopted before the General Meeting of Shareholders, based on the principle of ensuring the voting rights of shareholders or their representatives/groups of shareholders participating in the election; creating favorable conditions for the vote counting process to be expeditious, accurate, and in accordance with current legal regulations.

4. 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 product of the number of shares owned multiplied by the number of proposed members of the Board of Directors or Supervisory Board. Shareholders have the right to allocate all of their total votes to one or more candidates.

5. The vote count results were announced just before the meeting adjourned.

Article 7. Method of counting votes and adopting resolutions of the General Meeting of Shareholders:

A General Meeting of Shareholders' Resolution can be adopted in two ways: by direct voting at the meeting or by written consultation.

1. Direct voting at the meeting: This refers to voting directly at the meeting using voting ballots and election ballots in accordance with the Rules of Procedure of the General Meeting, the Voting Regulations and the Election Regulations of the Company, which are approved before the General Meeting of Shareholders in accordance with the provisions of the law.

2. Making decisions through written consultation:

In the case of using written consultation, voting shall be conducted in accordance with the provisions of Article 20 of the Company's Charter.

3. Decisions adopted through written shareholder consultations have the same validity as decisions adopted at the General Meeting of Shareholders.

4. The conditions for adopting resolutions by the General Meeting of Shareholders are stipulated in detail in Article 19 of the Company's Charter.

5. Resolutions of the General Meeting of Shareholders are the legal basis expressing the views and will of shareholders on matters related to the organization and operation of the Company that fall within the decision-making authority of the General Meeting of Shareholders.

6. Resolutions of the General Meeting of Shareholders and related documents concerning the adoption of those resolutions must be kept at the Company's Head Office.

Article 8. Announcement of vote count results

After the vote count is completed, the Vote Counting Committee will announce the results directly at the General Meeting of Shareholders. The announcement of the vote count results must specify the number of votes in favor, the number of votes against, and the number of abstentions for each issue, as shown in the Vote Counting Minutes and publicly disclosed at the meeting.

Article 9. Preparation of Minutes of the General Meeting of Shareholders

1. The minutes of the General Meeting of Shareholders must contain all the contents as prescribed in Clause 1, Article 150 of the Enterprise Law.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The minutes must be written in Vietnamese, signed by the Chairman and Secretary, and prepared in accordance with the provisions of the Enterprise Law and these Articles of Association.

3. Based on the content of the Shareholders' General Meeting Minutes and the contents approved by the Shareholders' General Meeting, the Chairman of the Shareholders' General Meeting is responsible for issuing a Resolution.

Resolutions of the General Meeting of Shareholders shall take effect from the date of their adoption or from the effective date specified in the Resolution.

4. Minutes and Resolutions of the General Meeting of Shareholders must be posted on the Company's website within twenty-four (24) hours or sent directly to shareholders within no more than 15 days from the date the Minutes and Resolutions are adopted. Simultaneously, information must be disclosed to the State Securities Commission and the Stock Exchange in accordance with regulations.

5. The minutes of the General Meeting of Shareholders shall be considered authentic evidence of the work carried out at the General Meeting of Shareholders unless there is an objection to the content of the minutes recorded in accordance with the prescribed procedures.

6. All minutes, resolutions, shareholder attendance lists, voting ballots, vote counting records, and other documents related to the General Meeting of Shareholders or the written request for shareholder opinions must be stored at the Company's head office as required.

CHAPTER III: NOMINATION, CANDIDATE, ELECTION, REMOVAL AND DISMISSAL OF BOARD OF DIRECTORS MEMBERS

Article 10. Standards for Board of Directors Members

1. Members of the Board of Directors must meet the standards and conditions stipulated in the Enterprise Law and the Company's Articles of Association.

2. Independent members of the Board of Directors must meet the following standards and conditions:

- Not currently employed by the company or its subsidiaries; not previously employed by the company or its subsidiaries for at least three consecutive years prior to the application.
- Not a person receiving a salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to according to regulations;
- Not 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 who is a manager of the company or its subsidiary;
- Not a person who directly or indirectly owns at least 1% of the total voting shares of the company;
- Not a person who has previously 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;
- An individual may only be elected as an independent member of a company's board of directors for no more than two consecutive terms.

Article 11. Procedures for nominating, electing, and electing members of the Board of Directors

1. In cases where candidates have been identified in advance, information relating to the Board of Directors candidates shall be included in the General Meeting of Shareholders' Meeting documents and published at least ten (10) days before the opening date of the General Meeting of Shareholders' Meeting on the Company's website so that shareholders can learn about these candidates before voting. Board of Directors candidates must provide a written commitment regarding the truthfulness, accuracy and reasonableness of the published personal information and must commit to performing their duties honestly if elected as members of the Board of Directors. The information relating to Board of Directors candidates published shall include at least the following contents:

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

b. Educational level;

c. Professional qualifications;

d. Work experience;

e. Companies where the candidate currently holds positions as a member of the Board of Directors and other management positions;

2. Members of the Board of Directors are nominated by shareholders in proportion to their shareholding with voting rights, specifically: Shareholders or groups of shareholders holding from 10% to less than 20% of the shares with voting rights can nominate one (01) candidate; from 20% to less than 30% can nominate two (02) candidates; from 30% to 40% can nominate a maximum of three (03) candidates; from 40% to less than 50% can nominate a maximum of four (04) candidates; from 50% to less than 65% can nominate a maximum of six (06) candidates; and from 65% or more can nominate the full number of candidates.

3. Shareholders holding less than 10% of the voting shares may combine their individual voting rights to nominate candidates for the Board of Directors in accordance with Clause 3 of this Article.

4. If the number of candidates for the Board of Directors, both nominated and elected, is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to a mechanism stipulated by the company. The method by which the incumbent Board of Directors nominates candidates for the Board of Directors will be clearly announced and approved by the General Meeting of Shareholders before the election takes place.

5. The procedures and methods for electing the Board of Directors are stipulated and specifically guided by the Company for shareholders in the Election Regulations approved before the General Meeting of Shareholders.

Article 12. Composition 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 shall not exceed five (05) years and may be re-elected for an unlimited number of terms. The total number of independent members of the Board of Directors must account for at least one-third of the total number of members of the Board of Directors. At each Board of Directors election, the General Meeting of Shareholders must decide on the number of members of the Board of Directors for the term.

3. A member of the company's Board of Directors may only simultaneously be a member of the Board of Directors or Board of Members in a maximum of 05 other companies.

4. 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.

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 a 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 13. Method of electing members of the Board of Directors

1. The election of Board 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 members to be elected to the Board of Directors, and shareholders have the right to allocate all of their total votes to one or more candidates.

2. Based on the number of members stipulated for the Board of Directors, the General Meeting of Shareholders will select the required number of members for the Board of Directors based on the percentage of votes from highest to lowest, according to the voting results. If two or more candidates receive the same number of votes for the

last member of the Board of Directors, 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.

3. In the event of an election for a new term of the Board of Directors, within 7 working days from the date of the election results, the Board of Directors must select from among its members to elect a Chairman and a Vice-Chairman of the Board of Directors (if applicable).

4. The election results are recognized after the election minutes have been approved by the Chairman and the Resolution has been passed by the General Meeting of Shareholders.

Article 14. Cases of dismissal or removal of members of the Board of Directors

1. A member of the Board of Directors loses their eligibility to be a member of the Board of Directors in the following cases:

a. That member does not meet the eligibility requirements for a Board of Directors membership as stipulated by the Enterprise Law, or is prohibited by law from being a member of the Board of Directors.

b. The member submits a written resignation letter to the Company's head office and it is accepted by the Board of Directors.

c. If that member suffers from a mental disorder and another member of the Board of Directors has professional evidence demonstrating that the person is no longer legally capable, the Board of Directors may decide to suspend the member's membership and shall be jointly liable for the legal basis of this decision.

d. That member is absent from the Board of Directors' activities for six consecutive months, and during this period the Board of Directors does not permit that member to be absent and confirms that the position is vacant, except in cases of force majeure.

e. Members who are dismissed or removed from their positions on the Board of Directors by a decision of the General Meeting of Shareholders.

f. Other cases as prescribed by law.

Article 15. Notification of election, dismissal, and removal of Board of Directors members

The election, removal, and dismissal of members of the Board of Directors must be publicly announced in accordance with securities law regarding the disclosure of information by listed companies.

Article 16. Procedures for organizing Board of Directors meetings

The regulations regarding convening Board of Directors meetings, the conditions for holding meetings, and the voting procedures at Board of Directors meetings are stipulated in Article 26 of the Company's Charter.

The Board of Directors may hold meetings in the form of deliberations among its members when all or some members are located in different places, or may obtain the Board's opinion in writing. Board members who participate in such meetings are considered to be "present" at that meeting.

1. Convene a Board of Directors meeting.

- The first meeting of the Board of Directors' term must be held within 7 working days from the date of the conclusion of the election for that term's Board of Directors. This meeting shall be convened by the member with the highest number of votes. In the event that more than one member has an equal number of votes, the members shall elect by majority vote one of them to convene the Board of Directors' meeting.
- Regular meetings: The Chairman may convene a meeting whenever deemed necessary, but at least one meeting must be held every quarter.
- Extraordinary meetings. The Chairman must convene a meeting of the Board of Directors, without delay unless justifiable, when one of the following parties submits a written request outlining the purpose of the meeting and the issues to be discussed:
  + General Director or at least five (05) other executives;
  + Independent member of the Board of Directors;
  + At least two (02) members of the Board of Directors;

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 4 of this Article. If the Chairman fails to convene a meeting of the Board of Directors as requested, the Chairman shall be liable for any damages incurred by the company; the person making the request has the right to replace the Board of Directors in convening the meeting.

2. Meeting Announcements and Agenda

Notices of Board of Directors meetings must be sent to Board members at least three working days before the meeting date. Board members may refuse the meeting notice in writing; such refusal may be modified or revoked in writing by that Board member. The notice of the Board of Directors meeting must be in writing in Vietnamese and must fully detail the agenda, time, location of the meeting, topics to be discussed, and include necessary documents regarding the issues to be discussed and voted on at the Board meeting, as well as the members' voting ballots.

Meeting notices may be sent by mail, fax, email, or other means, but must ensure they reach the contact address of each Board member registered with the Company.

3. Conditions and procedures for organizing a Board of Directors meeting

a. Board of Directors meetings shall be held when at least three-quarters (3/4) of the total number of Board members are present in person or through a representative (authorized person) if approved by a majority of the Board members. If the required number of members is not present, a second meeting must be convened within seven (07) days from the date of the first scheduled meeting. The second meeting shall be held if more than half (1/2) of the Board members are present.

b. The Board of Directors may hold meetings in person or indirectly via telephone or other means. Board meetings may be held in the form of a deliberative session among the members of the Board of Directors when all or some members are in different locations, provided that each member participating in the meeting is able to:

- Listen to each of the other Board members who are participating in the meeting speak;
- If they wish, they can speak to all other attendees simultaneously.

The meeting location as stipulated in this regulation is the location where the largest group of Board members is assembled, or, if no such group exists, the location where the meeting chair is present.

c. The Board of Directors may adopt resolutions by written ballot. In this case, the Chairman of the Board must send ballots to all members of the Board of Directors. A resolution adopted by written ballot must be approved by at least two-thirds of the total number of members of the Board of Directors. This type of resolution has the same effect as a resolution adopted by the Board of Directors at any meeting convened and held in accordance with customary practice.

d. Members of the Board of Directors may send voting ballots to the meeting via mail, fax, or email. In the case of sending voting ballots to the meeting via mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. The ballot may only be opened in the presence of all attendees.

4. Voting method

a. Each member of the Board of Directors or authorized person as prescribed in point a, clause 3 of this Article who is present in person at the Board of Directors meeting has one (01) voting right.

b. Board members shall not vote on contracts, transactions, or proposals in which they or persons related to them have an interest that conflicts with, or may conflict with, the interests of the Company. A Board member shall not be counted toward the minimum number of representatives required to convene a Board meeting on decisions in which they do not have the right to vote.

c. In accordance with Clause 9d, Article 26 of the Company's Charter, when issues arise during a meeting of the Board of Directors concerning the level of interest of a Board member or concerning the voting rights of a member, and such issues cannot be resolved by the voluntary waiver of voting rights of that Board member, the arising issues shall be referred to the Chairman of the meeting, and the Chairman's decision concerning all other Board members shall be final, unless the nature or scope of the interest of the Board member concerned has not been adequately disclosed;

d. A member of the Board of Directors who benefits from a contract as stipulated in Clause 5 of Article 35 of the Company's Charter shall be deemed to have a substantial interest in that contract.

5. Through resolutions of the Board of Directors:

a. Each member of the Board of Directors, or their replacement, and authorized representatives attending the meeting will have one vote.

b. The Board of Directors will pass resolutions and make decisions by a majority vote (more than 50%) of the Board members present at the meeting. In the event of a tie vote, the Chairman's vote will be the deciding vote.

c. Resolutions adopted through written consultation are based on the majority vote of the Board of Directors members with voting rights. These resolutions have the same effect and value as resolutions adopted at the meeting.

6. Minutes of the Board of Directors meeting

The recording, approval, and retention of the minutes of the Board of Directors meetings shall be carried out in accordance with the provisions of Article 26, Clause 14 of the company's charter and relevant laws.

7. Announcement of Board of Directors' Resolution

Board of Directors resolutions must be notified to relevant parties as stipulated in the company's charter and applicable laws.

Article 17. The Audit Committee is a subordinate body of the Board of Directors.

1. The Audit Committee is a specialized body under the Board of Directors. The Audit Committee shall have two or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.

2. The Audit Committee adopts decisions by voting at meetings, by written consultation, or by other means as stipulated in the company's charter or the Audit Committee's operating regulations. Each member of the Audit Committee has one vote. Unless the company's charter or the Audit Committee's operating regulations stipulate a higher percentage, a decision of the Audit Committee is adopted if it is approved by a

majority of the members present at the meeting; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Audit Committee.

3. Functions and responsibilities of the Audit Committee:

- Monitoring the accuracy of the company's financial reports and official disclosures regarding the company's financial results;
- Review the internal control and risk management systems;
- Review transactions with related parties that fall under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring approval from the Board of Directors or the General Meeting of Shareholders;
- Supervise the company's internal audit department;
- The proposal includes the appointment of an independent auditing firm, the fee structure, and related terms in the audit contract, for the Board of Directors' approval before submitting it to the Annual General Meeting of Shareholders for final approval.
- Monitoring and evaluating the independence and objectivity of the auditing firm and the effectiveness of the audit process, especially in cases where the company uses non-audit services from the auditing firm;
- Monitoring aims to ensure that the company complies with legal regulations, regulatory requirements, and other internal company policies.

CHAPTER IV: PROCEDURES FOR SELECTING, APPOINTING, AND DISMISSING SENIOR MANAGEMENT OFFICIALS

Article 18. Criteria for selecting the General Director, Deputy General Director, and Chief Accountant

1. Standards and conditions for the Board of Directors

- They must have full legal capacity and not be subject to any prohibitions from managing businesses.
- Being a shareholder of the company or a non-shareholder with professional qualifications and practical experience in business management.
- Honest, diligent, and trustworthy.
- Do not simultaneously hold the position of Director/General Director in another company, except in cases where the position is held within the Company's system or in other cases approved by the Company's Board of Directors.

2. Other management staff

According to Article 29 of the company's charter, the number of management personnel in each period is determined by the company's legal representative.

3. Company's Chief Accountant

The appointment of the company's chief accountant is governed by Article 32 of the Company Charter.

Article 19. Appointment of Legal Representatives, General Directors, and other Senior Management Personnel

1. The legal representative will be appointed, dismissed, or removed from office by the Board of Directors. The Chairman of the Board of Directors is the legal representative of the Company. The positions of General Director, Chief Accountant, Company Secretary (if any), and person in charge of company administration will be appointed by the Board of Directors based on the proposal of the Company's legal representative .

2. The Board of Directors shall appoint one (01) member of the Board of Directors or another person as General Director; sign a contract which stipulates the remuneration, salary and other benefits. The remuneration, salary and other benefits of the General Director must be reported at the annual General Meeting of Shareholders and shown as a separate item in the Company's annual financial statements.

3. The number of management personnel in each period is decided by the Company's General Director. Other management positions in the Company, including Deputy General Directors, Company Lawyers, Branch Directors, heads/deputy heads of departments/divisions, workshop managers, and other management positions, will be appointed, dismissed, or removed from office by the Company's General Director.

Article 20. Cases of dismissal of the General Director

The General Director may be dismissed in cases stipulated in the Company's Articles of Association and the signed employment contract.

Article 21. Notification of appointment and dismissal of the General Director

The appointment and dismissal of the Company's General Director shall be announced as an extraordinary matter within 24 hours of the appointment or dismissal, in accordance with the regulations on information disclosure in the securities market for listed companies.

CHAPTER V: PROCESS AND PROCEDURES FOR COORDINATING THE ACTIVITIES OF THE BOARD OF DIRECTORS - AUDIT COMMITTEE - GENERAL MANAGEMENT BOARD

Article 22. Coordination procedures between the Board of Directors, the Inspection Committee, and the Management Board.

1. Responsibilities of the Board of Directors in relation to the Audit Committee

- The agenda, content, and proposed resolutions for the Board of Directors' meetings are all made public to the General Director and the Audit Committee.
- Board members may be invited to attend meetings of the Board of Directors and the Audit Committee, and may express their opinions, but they are not entitled to vote.

2. Inspection and risk management activities of the Inspection Committee

- The Audit Committee is accountable to the Board of Directors for its audit and risk management activities. The Audit Committee is responsible for auditing and managing risks in the Company's financial operations, ensuring the legality of actions by members of the Board of Directors, the General Management Board, and management personnel; coordinating between the Board of Directors and the Audit Committee, the General Management Board, and shareholders; and performing other duties as stipulated by law and the Company's Charter to protect the legitimate/highest interests of the Company and its shareholders.
- Board members, directors, and management officers are responsible for providing all information and documents related to the Company's operations upon request from the Audit Committee so that the Audit Committee can perform its assigned functions and duties.
- All proposals and actions within the scope of the Inspection Committee's authority must be ensured by the Board of Directors and the General Management Board.
- The Supervisory Board is obligated to maintain absolute confidentiality of all information obtained during the monitoring of the company's operations. Disclosure of this information is only permitted upon request from a competent authority or with the consent of the General Meeting of Shareholders.

3. Board of Directors

Reporting to the Board of Directors and the Supervisory Committee on the implementation of resolutions of the General Meeting of Shareholders and the Board of Directors; reporting on the performance of business and operational tasks of the Company; and other reports as specifically requested by the Board of Directors or the Supervisory Committee.

4. Regulations on performance evaluation, rewards, and disciplinary actions.

If necessary, the Company will establish regulations on performance evaluation, rewards, and disciplinary actions for members of the Board of Directors, members of the Inspection Committee, members of the General Management Board, and management staff, including the following main contents:

- Establish evaluation standards.
- Establish a system of rewards and punishments.
- Establish a system for evaluation, rewards, and disciplinary actions.
- Implementation.

CHAPTER VI: PREVENTING CONFLICTS OF INTEREST AND DEALING WITH PARTIES WITH INTERESTS RELATED TO THE COMPANY

Article 23. Responsibility for honesty and avoidance of conflicts of interest of members of the Board of Directors and the Management Board.

1. Members of the Board of Directors, the Company's legal representative, the General Management Board, and other executives must disclose their related interests as stipulated in Article 164 of the Enterprise Law and other relevant legal regulations.

2. Members of the Board of Directors, the Company's legal representative, the General Management Board, and other executives are not permitted to use the Company's business opportunities that could benefit the Company for personal gain; nor are they permitted to use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.

3. Members of the Board of Directors, the Company's legal representative, the General Management Board, and management personnel are obligated to inform the Board of Directors of all potential conflicts of interest with the Company's interests that they may obtain through other economic entities, transactions, or individuals. These entities may only utilize such opportunities when members of the Board of Directors with no vested interest have decided not to pursue the matter.

4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not grant loans or guarantees to members of the Board of Directors, the General Director, other executives, and individuals or organizations related to the aforementioned members, or legal entities in which these individuals have a financial interest, except in cases where the public company and the organization related to such member are companies within the same group or companies operating as a group of companies, including parent-subsidiary companies, economic conglomerates, and specialized laws provide otherwise.

5. Contracts or transactions between the Company, its subsidiaries, or companies in which the public company holds 50% or more of the charter capital, and one or more members of the Board of Directors, General Director, other executives, and individuals or organizations related to them, partners, associations, or organizations of which the members of the Board of Directors, General Director, other executives, or those related to them are members or have a financial interest, shall not be invalidated in the following cases:

a. For contracts with a value less than or equal to 35% of the total asset value recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the Board members, the General Director, and other executives, have been reported to the Board of Directors. Furthermore, the Board of Directors has authorized the execution of that contract or transaction in good faith by a majority vote of Board members with no vested interest;

b. For contracts with a value exceeding 35% of the total asset value recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationship and interests of the Board members, the General Director, and other executives, have been disclosed to shareholders without an interest in the matter who have voting rights, and those shareholders have approved the contract or transaction;

c. The contract or transaction is deemed fair and reasonable in all respects relating to the Company's shareholders at the time the transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.

6. Members of the Board of Directors, the General Director, other executives, and organizations and individuals related to the aforementioned members are prohibited from using or disclosing unauthorized information of the Company to conduct related transactions.

7. Senior staff must not use their position to pressure subordinates for personal gain. They must respect the interests of the Company, not embezzle Company assets, and not engage in any act, in any form, aimed at transforming Company assets and interests into personal assets and interests.

8. The company is not permitted to provide loans or guarantees to individual shareholders or their related parties who are individuals.

9. The company is not permitted to provide loans or guarantees to related parties of institutional shareholders except when the company and the related party are companies within the same group or companies operating as a group of companies, including parent-subsidiary companies, economic conglomerates, and such transactions must be approved by the General Meeting of Shareholders or the Board of Directors with the appropriate authority.

10. The General Director shall not be a related person of the business manager, the company's and parent company's auditor, the representative of state capital, or the representative of the enterprise's capital in the company and parent company as stipulated in point d, clause 46, Article 4 of the Securities Law.

Article 24. Transactions with related parties

1. When conducting transactions with related parties, the company must enter into written contracts based on the principles of equality and voluntariness. The content of

the contract must be clear and specific. The terms of the contract, amendments, validity period, price, and the basis for determining the price must be disclosed in accordance with legal regulations.

2. If necessary, the Company may take measures permitted by law to prevent related parties from interfering with the Company's operations and harming the Company's interests through monopolizing sales channels or manipulating prices.

3. Where necessary, the Company may take measures permitted by law to prevent shareholders and related parties from engaging in transactions that would result in the loss of the Company's capital, assets, or other resources. The Company undertakes not to provide financial guarantees to shareholders and related parties.

CHAPTER VII: REPORTING, MONITORING AND HANDLING OF VIOLATIONS

Article 25. Reporting and Monitoring

Annually, the company is obligated to report on its corporate governance situation in accordance with the regulations of the State Securities Commission and other competent authorities as prescribed by law.

The Company, related individuals and organizations, and its shareholders are subject to corporate governance oversight by the State Securities Commission, the Stock Exchange, and other competent authorities as prescribed by law.

Article 26. Handling of violations

Cases of violations of corporate governance will be subject to the penalties stipulated in the relevant legal documents.

Other cases will be handled based on the Company's internal regulations on rewards and penalties. The handling of violations must comply with the law, the Company Charter, and other internal regulations.

CHAPTER VIII: INFORMATION DISCLOSURE AND TRANSPARENCY

Article 27. Regular Information Disclosure

1. Listed companies are obligated to disclose complete, accurate, and timely periodic and extraordinary information regarding their business operations, finances, and corporate governance to shareholders and the public. The information and methods of disclosure must comply with legal regulations and the company's charter. Furthermore, listed companies must promptly and fully disclose other information if such information is likely to affect the stock price and influence the decisions of shareholders and investors.

2. Information disclosure shall be conducted in a manner that ensures equitable and simultaneous access for shareholders and the investing public. The language used

in information disclosures shall be clear, understandable, and avoid misleading shareholders and the investing public.

Article 28. Person in charge of corporate governance

1. The Board of Directors shall appoint at least one (01) person to be the Head of Corporate Governance to support the effective conduct of corporate governance activities. The term of office of the Head of Corporate Governance shall be decided by the Board of Directors, with a maximum of five (05) years. The Head of Corporate Governance may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Enterprise Law.

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

a. Possesses knowledge of the law;

b. It is prohibited to simultaneously work for an independent auditing firm that is auditing the Company's financial statements;

c. Other standards as prescribed by law, this Charter, and decisions of the Board of Directors.

3. The Board of Directors may dismiss the Chief Executive Officer when necessary, provided that such dismissal is not contrary to applicable labor laws. The Board of Directors may appoint an Assistant Chief Executive Officer from time to time.

4. The person in charge of corporate governance has the following rights and responsibilities:

a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders;

b. Prepare for meetings of the Board of Directors, the Internal Audit Committee, and the General Meeting of Shareholders as requested by the Board of Directors and the Internal Audit Committee;

c. Providing advice on meeting procedures;

d. Attend meetings;

e. Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;

f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and the Internal Audit Committee;

g. Monitor and report to the Board of Directors on the company's information disclosure activities.

h. Maintain confidentiality of information in accordance with legal regulations and the company's charter;

i. Other rights and obligations as stipulated by law and the company's charter.

CHAPTER IX: AMENDMENT OF REGULATIONS AND THE EFFECTIVENESS OF THE REGULATIONS

Article 29. Amendments to the Corporate Governance Regulations

1. The Board of Directors may amend or supplement these Regulations and submit them to the General Meeting of Shareholders for approval. The amendments or supplements must comply with relevant current laws and regulations.

2. In the event that there are relevant legal provisions relating to the Company's operations not addressed in this Regulations, or in the event that new legal provisions differ from the provisions of these Regulations, those legal provisions shall automatically apply and govern.

Article 30. Effective Date

1. This Regulation comprises nine chapters and 30 articles, and its entire text was unanimously approved by the General Meeting of Shareholders of Tan Phu Vietnam Joint Stock Company for promulgation and application within the Company.

2. Copies or extracts of these Regulations must be signed by the Chairman of the Board of Directors or the legal representative to be valid.

TM. GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTORS

M.S.D.N: 0300740880 CÔNG TY CỔ PHẦN TÂN PHÚ VIỆT NAM P.TÂN PHÚ - TP.HỒ CHÍ MINH

TRAN DUC HUY