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VIETNAM PLASTIC CORPORATION
BOARD OF DIRECTORS

No.: 33.25/TTr-NVN-HĐQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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Ho Chi Minh City, May 14th, 2025

PROPOSAL OF THE BOARD OF DIRECTORS

Regarding the Amendment of the Internal Corporate Governance Regulations

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021;*
- *Pursuant to the Charter on organization and operation of Vietnam Plastic Corporation;*
- *Pursuant to Document No. 40.21/QC-NVN-HĐQT dated June 29, 2021 on the Internal Corporate Governance Regulations,*

The Board of Directors of Vietnam Plastic Corporation respectfully submits to the General Meeting of Shareholders (GMS) for review and approval amendment to the **Internal Corporate Governance Regulations** as follows:

Amend Point b, Clause 1, Article 7 to:

"The Board of Directors of the Company shall consist of 03 to 07 members. The General Meeting of Shareholders shall decide on the specific number of Board members for each term."

Reason for amendment: To align with the Proposal to amend the Company's Charter on organization and operations submitted to the General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders of Vietnam Plastic Corporation for consideration and approval by voting.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN OF THE BOARD

M.S.D.N: 0300381966 - C.T.C.P - CÔNG TY CỔ PHẦN NHỰA VIỆT NAM - QUẬN 4 - TP. HỒ CHÍ MINH

Le Ngoc Diep

Note: This is an English translation prepared for reference purpose only. Should there be any inconsistency between the translation and the original Vietnamese text, the latter shall prevail.

VIETNAM PLASTIC CORPORATION	**SOCIALIST REPUBLIC OF VIETNAM**
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No.: 40.25/QC-NVN-HDQT	

Ho Chi Minh City, May 14th, 2025

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

- Pursuant to the Law on Securities dated November 26, 2019;
- Pursuant to the Law on Enterprises dated June 17, 2020;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities;
- Pursuant to the Charter of Vietnam Plastic Corporation;
- Pursuant to Resolution No. 39.25/NQ-NVN-DHĐCDTN dated May 14, 2025, of the General Meeting of Shareholders of Vietnam Plastic Corporation.

These Internal Regulations on Corporate Governance include the following contents:

Chapter I
GENERAL PROVISIONS

Article 1. Scope and Subjects of Application

1. Scope of adjustment:

   These Internal Regulations on Corporate Governance stipulate the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; procedures for convening and conducting the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, Supervisory Board, and the General Director; and other activities as prescribed in the Company's Charter and relevant current legal regulations.

2. Subjects of application:

   These Regulations apply to members of the Board of Directors, the Supervisory Board, the General Director, and relevant individuals.

Chapter II
GENERAL MEETING OF SHAREHOLDERS

Article 2. Roles, Rights and Obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company.
2. The General Meeting of Shareholders has the following rights and obligations:

a. To approve the Company's development orientation;

b. To decide on the types of shares and the total number of shares of each type permitted for offering; to determine the annual dividend rate for each type of share;
c. To elect, dismiss, or remove members of the Board of Directors and Supervisory Board;
d. To decide on investments or sales of assets with a value of 35% or more of the Company's total assets recorded in the most recent financial statements;

e. To decide on amendments and supplements to the Company's Charter;

f. To approve the Company's annual financial statements;

g. To decide on the repurchase of more than 10% of the total sold shares of each type;
h. To consider and handle violations by members of the Board of Directors and Supervisory Board that cause damage to the Company or its shareholders;

i. To decide on the reorganization or dissolution of the Company;

j. To determine the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

k. To approve the internal governance regulations; the operational regulations of the Board of Directors and the Supervisory Board;

l. To approve the list of approved auditing firms; to select an approved auditing firm to audit the Company's operations; to dismiss auditors when deemed necessary;

m. Other rights and obligations in accordance with the law.

Article 3. Procedures for Holding the General Meeting of Shareholders and Passing Resolutions by Voting at the Meeting

1. Authority to Convene the General Meeting of Shareholders

a. The Board of Directors shall convene the annual and extraordinary General Meetings of Shareholders;

b. The Supervisory Board shall convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares of the Company shall have the right to convene the General Meeting of Shareholders as prescribed in Clause 4, Article 140 of the Law on Enterprises.

2. Preparation of the List of Shareholders Entitled to Attend

   The convener of the meeting must prepare a list of shareholders entitled to attend the General Meeting of Shareholders. This list must be prepared no more than 10 days prior to the date of sending the invitation to the meeting.

3. Notice of Record Date for Attending the General Meeting of Shareholders
   The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting at least 20 days before the record date.

4. Notice of the General Meeting of Shareholders

   The meeting invitation must be sent to all shareholders using a method that ensures it reaches their registered addresses. It must also be published on the Company's website and disclosed to the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered.

   The invitation must be sent no later than 21 days before the opening date of the meeting (calculated from the date the notice is properly sent or delivered).

5. Agenda and Meeting Content

a. The agenda and documents related to the matters to be voted on must be sent to shareholders and/or published on the Company's website. If not included with the meeting notice, the notice must specify the link where the documents can be accessed, including:

- The meeting agenda and supporting documents;
- The list and details of candidates in case of election of Board of Directors or Supervisory Board members;
- Voting ballots;
- Draft resolutions for each matter on the agenda.

b. Shareholders or groups holding at least 5% of the total ordinary shares have the right to propose additional matters to the meeting agenda. Proposals must be in writing and submitted no later than 3 working days before the meeting. The proposal must include the shareholder's name, number of shares held, and the proposed matter.

c. If the convener refuses the proposal, they must provide a written explanation no later than 2 working days before the meeting. Refusal is only permitted in the following cases:

- The proposal was not submitted in accordance with Point b above;
- The proposing shareholder(s) did not meet the required 5% shareholding threshold at the time of proposal;
- The proposed matter is not within the authority of the General Meeting;
- The proposal relates to trade secrets or confidential information of the Company;
- Other cases as prescribed by law or the Company's Charter.

d. The convener must include valid proposals in the expected meeting agenda, and such proposals become official agenda items if approved by the General Meeting of Shareholders.

6. Authorization to Attend the General Meeting of Shareholders

a. Shareholders or authorized representatives (for organizational shareholders) may attend directly or authorize one or more individuals or organizations to attend in accordance with Clause 3, Article 144 of the Law on Enterprises.

b. Authorization must be made in writing in accordance with civil law and clearly state: name of the authorizing shareholder, name of the authorized party, number of shares authorized, content, scope, duration of authorization, and signatures of both parties.

Authorized persons must present the authorization document when registering for the meeting. In case of re-authorization, the re-authorized person must also present the original authorization (if not previously registered with the Company).

c. Votes cast by authorized representatives within their authorized scope remain valid in the following cases:

- The authorizer has died, lost civil capacity, or had civil capacity restricted;
- The authorizer has revoked the authorization or the representative's authority. This clause does not apply if the Company is notified of these events before the meeting starts or is reconvened.

7. Registration for Participation

a. In-person attendance at the physical meeting location:

- Shareholders must present the meeting invitation and valid personal identification (ID card, citizen ID, or passport).
- Authorized persons must present the invitation, personal ID, and legal authorization documents.

- Re-authorized persons must present the invitation, personal ID, and both the shareholder's and intermediary's authorization documents.
- The Company will issue voting cards and meeting materials after registration.

b. Online attendance:

- At designated online hubs: follow procedures as per Point a above.
- Remote online attendance: shareholders register via email and will be granted access credentials to participate and vote via the Company's designated platform.

8. Conditions for Holding the Meeting

a. The General Meeting is valid when shareholders attending represent more than 50% of the total voting shares.

b. If the first meeting does not meet this condition, a second notice must be sent within 30 days. The second meeting is valid when shareholders attending represent at least 33% of voting shares.

c. If the second meeting fails to meet the condition, a third notice must be sent within 20 days. The third meeting is valid regardless of the number of attending shareholders' voting rights.

9. Forms of Adopting Resolutions

   Resolutions of the General Meeting of Shareholders may be passed by direct voting at the meeting, online voting, written ballots, or other forms in accordance with the law and the Company's Charter.

10. Voting Method

a. Voting on issues at the General Meeting of Shareholders:

- Shareholders vote (Agree, Disagree, or Abstain) on each matter by marking the corresponding box on the voting ballot, then returning the ballot to the Vote Counting Committee.

  Shareholders vote on major agenda items using the Voting Ballot by marking "X" in the "Agree," "Disagree," or "Abstain" boxes for each item, signing, and clearly stating their full name at the "Signature of shareholder or authorized representative" section at the bottom of the ballot.
- Invalid ballots include:
  - Ballots not issued by the Company;
  - Ballots with added content, information, or symbols not requested by the Chairperson;
  - Ballots that are scratched out, altered, torn, or not intact;
  - Ballots that do not clearly indicate a voting opinion or mark more than one option for a single matter—such votes on that issue will be considered invalid.
- Each issue on the ballot is voted on independently. An invalid vote on one issue does not affect the validity of the others.
- If a shareholder makes a mistake or the ballot is damaged, they may request a replacement ballot from the Organizing Committee by returning the original.
- If a shareholder registers but leaves before the meeting ends, they must return their completed ballot to the Organizing Committee. Failure to return the ballot will result in their vote being considered as no opinion on the pending issues.

- Voting begins once the Chairperson or Head of the Vote Counting Committee announces the start and ends when no more ballots are cast.

b. Voting for Board of Directors and Supervisory Board members:

(i) Election Principles:

- The General Meeting of Shareholders shall approve the composition and number of Board of Directors members (including Independent and Non-executive members) and Supervisory Board members to be elected.
- Candidate lists for both Boards must be approved before voting begins. The list of Board of Directors candidates must clearly categorize:
  - Independent Board Members,
  - Non-executive Board Members,
  - Remaining Board Members.
- The cumulative voting method is used:
  - Each shareholder has a number of votes equal to the total shares they own multiplied by the number of members to be elected.
  - Shareholders may allocate all or part of their votes to one or multiple candidates.
- Election winners are determined as follows:
  - Independent Board Members: Candidates with the highest number of votes until all required positions are filled.
  - Non-executive Board Members: Same method as above.
  - Remaining Board Members: Same method as above.
  - Supervisory Board Members: Candidates with the highest vote totals until all required positions are filled.
- In the event of a tie for the final position:
  - The candidate holding or representing more shares will be selected.
  - If the shareholding is equal, a direct vote at the meeting will decide the winner based on the highest approval rate.
- If a shareholder does not specify vote counts per candidate, the votes will be equally divided among those selected by that shareholder.

(ii) Shareholders vote by completing the ballot per the instructions and submitting it to the Vote Counting Committee.

(iii) Valid ballots are those that follow the instructions and the cumulative voting method, excluding the following invalid cases.

(iv) Invalid ballots include:

- Ballots without the Company's official seal;
- Torn, pasted, or edited ballots, or ballots with unauthorized candidate names;
- Ballots with total votes exceeding the shareholder's allowed votes.

c. Voting on other matters at the General Meeting:

- Shareholders or proxies vote by raising their Voting Card or using the approved voting software to select "Agree," "Disagree," or "Abstain."
- Each shareholder or authorized representative may vote once per issue.
- When voting by raising cards, the front side of the card must face the Chairperson.

11. Vote Counting Method

- Vote counting for general matters and for Board/Supervisory Board elections is carried out by the Vote Counting Committee using manual tallying or electronic software. Results must be documented and signed by committee members.
- For general resolutions, the Chairperson and Vote Counting Committee must count all votes (Agree, Disagree, Abstain) and announce the results immediately after voting concludes.

12. Conditions for Resolution Adoption

a. A resolution on the following issues passes when approved by shareholders representing at least 65% of the total voting shares of all attending shareholders, except as stipulated in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- Types and total number of shares of each class;
- Changes to the Company's business lines or industries;
- Changes to the organizational structure;
- Investment projects or asset sales accounting for 35% or more of total assets as per the latest financial statement;
- Reorganization or dissolution of the Company;
- Amendments to the Company Charter.

b. Other resolutions pass when approved by over 50% of total voting shares of all attending shareholders, except for the cases in point (a) and Clauses 3, 4, and 6 of Article 148.

c. Resolutions adopted through written consultation require over 50% approval from total voting shares of all shareholders with voting rights.

d. Resolutions passed with 100% approval of all voting shares are valid and effective even if meeting procedures violated the Law on Enterprises or Company Charter.

13. Notification of Vote Counting Results

The vote counting minutes and resolutions passed via written consultation must be sent to shareholders within 15 days from the vote-counting conclusion. Alternatively, they may be published on the Company's website within 24 hours of the vote count.

14. Objection to Resolutions

a. Shareholders voting against resolutions involving Company reorganization or changes to shareholder rights/obligations as per the Charter may request the Company to repurchase their shares. The request must be in writing and include name, address, share details, proposed price, and reason. It must be submitted within 10 days from the resolution date.

b. The Company must repurchase the shares within 90 days of receiving a valid request, at market price or a price based on the Charter. If no agreement is reached, parties may engage a valuation organization. The Company must suggest at least three firms for the shareholder to choose from, and the shareholder's choice is final.

15. Preparation of the Minutes of the General Meeting of Shareholders

a. The General Meeting of Shareholders (GMS) must have its proceedings recorded in minutes, and may also be audio recorded or preserved in other electronic forms. The minutes must be made in Vietnamese, and may be additionally prepared in a foreign language. The minutes must contain the following main contents:

- Name, head office address, and enterprise code of the Company;
- Time and venue of the GMS;

- Agenda and contents of the meeting;
- Full names of the chairperson and secretary;
- Summary of the meeting proceedings and opinions expressed by shareholders on each issue on the agenda;
- Number of shareholders and total number of voting shares present at the meeting, along with an appendix listing shareholders or their representatives attending the meeting with their corresponding number of shares and votes;
- Total number of votes for each matter voted on, including method of voting, number of valid and invalid votes, number of votes in favor, against, and abstaining; and the respective percentage compared to the total number of voting shares of shareholders present;
- Matters approved and the corresponding vote ratios;
- Full names and signatures of the chairperson and the secretary. If the chairperson or secretary refuses to sign the minutes, the minutes are still valid if signed by all other members of the Board of Directors attending the meeting and contain all required contents as per this clause. The refusal to sign must be clearly stated in the minutes.

b. The minutes of the GMS must be completed and approved before the conclusion of the meeting. The chairperson, secretary, or other signatories are jointly responsible for the accuracy and integrity of the contents.

c. Minutes prepared in both Vietnamese and a foreign language are equally legally valid. In the case of any discrepancies, the Vietnamese version shall prevail.

16. Disclosure of GMS Resolutions

a. Resolutions passed at the General Meeting of Shareholders must be announced by the chairperson before the meeting is closed.

b. The Resolution, Minutes of the GMS, Appendix of registered shareholders with signatures, proxy documents, attachments to the Minutes (if any), and relevant documents attached to the meeting invitation must be disclosed in accordance with the laws on securities market disclosure and kept on file at the Company's head office.

Article 4. Procedures for the General Meeting of Shareholders to Approve Resolutions via Written Consultation (Including Email)

1. Cases Allowed and Not Allowed for Written Consultation

a. Cases NOT allowed for written consultation:

- Amendments or additions to the Company's Charter;
- Company development orientation;
- Type and total number of shares of each class;
- Election, dismissal, or removal of members of the Board of Directors and Supervisory Board;
- Decisions on investment or sale of assets valued at 35% or more of the Company's total asset value stated in the latest financial statements;
- Approval of the annual financial statements;
- Company reorganization or dissolution.

b. Cases allowed for written consultation: The Board of Directors (BOD) may consult shareholders in writing to approve a resolution of the General Meeting of Shareholders

(GMS) when deemed necessary in the interest of the Company, except in the cases listed in Point a of this Clause.

2. Procedures for Approving GMS Resolutions via Written Consultation

a. The Board of Directors must prepare ballots, a draft resolution, explanatory documents, and send them to all shareholders eligible to vote no later than 10 days before the deadline for returning the completed ballots. The requirements and method of sending ballots and related documents must comply with Clause 3, Article 18 of this Charter.

b. The ballot must contain the following essential details:

- Name, head office address, and enterprise registration code of the Company;
- Purpose of the consultation;
- Full name, contact address, nationality, and legal identification number of the individual shareholder; or name, enterprise code/legal document number, and head office address for organizational shareholders; or full name, contact address, nationality, and ID number of the representative for organizational shareholders;
- Number of shares by type and number of voting rights;
- Issues for which shareholder opinions are being sought;
- Voting options: Agree, Disagree, or No opinion for each matter;
- Deadline to return the completed ballot;
- Full name and signature of the Chairperson of the Board of Directors.

c. Shareholders may return the completed ballots via post, fax, or email under the following conditions:

- For postal returns: The completed ballot must bear the signature of the individual shareholder, authorized representative, or legal representative of the organizational shareholder. The ballot must be sealed in an envelope and must not be opened before vote counting.
- For fax or email: Ballots must be kept confidential until the time of vote counting.
- Ballots returned after the stated deadline, or those unsealed before counting (in case of postal return), or leaked in case of fax/email, shall be considered invalid. Unreturned ballots are considered not participating in the vote.

d. The BOD is responsible for counting the votes and preparing a vote counting record in the presence of the Supervisory Board or a non-management shareholder. The vote counting record must contain:

- Company name, head office address, enterprise registration code;
- Purpose and matters for which opinions were sought;
- Number of shareholders and total voting rights participated, distinguishing between valid and invalid votes and the method of submission, with an attached appendix of participating shareholders;
- Total votes in favor, against, and with no opinion for each matter;
- Resolutions approved and corresponding approval percentages;
- Full names and signatures of the Chairperson of the BOD, the vote counter, and the vote counting supervisor.

Members of the BOD, vote counters, and vote counting supervisors are jointly responsible for the truthfulness and accuracy of the vote counting record and any damages caused by dishonest or inaccurate vote counting.

e. The vote counting record and resolution must be sent to shareholders within 15 days from the date of vote counting completion. This can be substituted by posting on the Company's website within 24 hours from vote counting completion.

f. The returned ballots, vote counting record, approved resolution, and all relevant documents must be retained at the Company's head office.

g. A resolution passed through written consultation is valid if it is approved by shareholders owning more than 50% of the total voting rights of all shareholders entitled to vote, and it shall have the same validity as resolutions adopted at a physical GMS. For resolutions that adversely affect rights and obligations of preferred shareholders, the resolution is only passed if approved by shareholders representing at least 75% of the total preferred shares of that class.

Article 5. Other Forms of General Meetings of Shareholders

In necessary cases, the Board of Directors or the person convening the General Meeting of Shareholders may decide to hold the GMS in other formats, following procedures and processes in compliance with the law and the Company's Charter.

CHAPTER III – BOARD OF DIRECTORS

Article 6. Roles, Rights, and Responsibilities of the Board of Directors and its Members

1. The Board of Directors (BOD) is the management body of the Company and has full authority to act on behalf of the Company in deciding and performing the rights and obligations of the Company, except for those under the authority of the General Meeting of Shareholders (GMS).
2. The rights and obligations of the BOD are prescribed by law, the Company Charter, and the GMS. The specific rights and obligations of the BOD are stipulated in Article 26 of this Charter.
3. Right of BOD members to access information:

a. A member of the BOD has the right to request the General Director, Deputy General Directors, or other managers of the Company to provide information and documents regarding the Company's financial status and business operations, including those of its subsidiaries.

b. The managers receiving such requests must provide the requested information and documents in a timely, complete, and accurate manner.

c. The procedure for requesting information is as follows:

- The BOD member must send a request to the General Director specifying the content, form, and reasonable deadline for the provision of information or documents.
- If preparation time is required, the General Director must immediately notify the requesting BOD member of the necessary timeframe and must provide the requested information or documents within that proposed timeframe.
- The General Director must comply with the content, form, and deadline of the request unless the information is confidential or sensitive, in which case the matter must be referred to the Chairperson of the BOD for a decision.

4. The BOD must report to the GMS on its operational performance in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities.

Article 7. Nomination, Candidacy, Election, Dismissal, and Removal of Members of the Board of Directors

1. Term and number of BOD members:

a. The term of a BOD member shall not exceed 5 years and members may be re-elected without term limits. However, an individual may serve as an independent BOD member for no more than two consecutive terms. If all BOD members end their term simultaneously, they shall remain in office until new members are elected and assume their duties.

b. The Company's BOD shall consist of 3 to 7 members. The GMS shall decide the specific number for each term.

2. Structure, qualifications, and conditions of BOD members:

a. The BOD must include at least one-third non-executive members. The Company shall minimize executive positions held concurrently by BOD members to ensure the BOD's independence.

b. Requirements for BOD members:

- Must not fall under the restrictions in Clause 2, Article 17 of the Law on Enterprises;
- Must have expertise and experience in business management or in the Company's business sectors and are not necessarily shareholders;
- May concurrently serve on the BOD of other companies, but no more than 5 companies in total;
- Must not have familial relationships with the General Director, other managers, or appointing authorities of the parent company;
- Must meet other requirements stipulated by law and the Company Charter.

3. Nomination and candidacy for BOD members:

a. Shareholders or groups of shareholders owning 10% or more of the common shares may nominate candidates to the BOD. Procedure:

(i) Shareholders must notify their grouping before the opening of the GMS.
(ii) Based on the number of BOD members, shareholders may nominate the following number of candidates:

- 10% to <20%: 1 candidate
- 20% to <30%: 2 candidates
- 30% to <40%: 3 candidates
- 40% to <50%: 4 candidates
- 50% to <60%: 5 candidates
- 60% to <70%: 6 candidates
- 70% to <80%: 7 candidates
- 80% to <90%: 8 candidates
- 90% to 100%: 9 candidates

b. If nominations are still insufficient to meet the required number per Clause 5, Article 115 of the Law on Enterprises, the incumbent BOD may nominate or organize nominations per the Company Charter and internal governance rules. Such nominations must be disclosed clearly before the GMS votes on BOD members.

4. Election method:

- The election of BOD members must be conducted by cumulative voting, in which each shareholder has a number of votes equal to the number of shares they hold

multiplied by the number of BOD members to be elected. Shareholders may allocate all or part of their votes to one or more candidates.

- Elected members are those with the highest number of votes, starting from the top until the required number is reached.
- If two or more candidates receive the same number of votes for the final spot, the one holding or representing more common shares shall be elected. If equal, a direct vote will be held, and the one with more affirmative votes shall be elected.

5. Dismissal, removal, and replacement of BOD members:

a. A BOD member shall be dismissed by the GMS in the following cases:

- Fails to meet the qualifications under Article 155 of the Law on Enterprises;
- Submits a resignation that is accepted;
- Other cases as specified in the Company Charter.

c. A BOD member shall be removed by the GMS in the following cases:

- Fails to participate in BOD activities for 6 consecutive months, except for force majeure;
- Other cases as specified in the Company Charter.

d. The GMS may replace, dismiss, or remove a BOD member when deemed necessary, beyond the cases mentioned above.

e. The BOD must convene the GMS to elect a replacement member if:

(i) The number of BOD members falls below one-third of the number stipulated in the Company Charter. In such cases, the GMS must be convened within 60 days;

(ii) The number of non-executive BOD members falls below the required ratio;

(iii) In other cases, the GMS may elect replacements at the next meeting.

f. The election, dismissal, or removal of BOD members shall be decided by the GMS by voting.

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

a. In cases where BOD candidates have been identified, the Company must disclose information about such candidates at least 10 days before the opening of the General Meeting of Shareholders (GMS) on the Company's website, so shareholders can learn about the candidates prior to voting. Each candidate must submit a written commitment regarding the truthfulness and accuracy of their disclosed personal information and must also commit to performing their duties with honesty, diligence, and in the best interests of the Company if elected to the BOD. The disclosed information includes:

- Full name, date of birth;
- Educational qualifications;
- Work experience;
- Managerial positions held (including BOD positions in other companies);
- Interests related to the Company and its related parties;
- Other relevant information (if any) as required by the Company Charter;
- Public companies must also disclose information about other companies where the candidate holds BOD or managerial positions and any related interests (if applicable).

b. The announcement of election, dismissal, and removal results of BOD members shall comply with applicable information disclosure regulations.

7. Method of Introducing BOD Candidates

a. The meeting chairperson must present information related to BOD candidates before the GMS approves the candidate list.

b. BOD candidates must be physically present at the GMS during the election.

8. Election, Removal, and Dismissal of the Chairperson of the Board of Directors

a. The Chairperson of the BOD shall be elected, removed, or dismissed by the BOD from among its members. The Chairperson shall not concurrently hold the position of General Director.

b. If the Chairperson submits a resignation or is dismissed, the BOD must elect a replacement within 20 days from the date of resignation or dismissal.

c. If the Chairperson is absent or unable to perform their duties, they must authorize another BOD member in writing to carry out the duties. If no authorization is given or in cases where the Chairperson is deceased, missing, under detention, serving a prison sentence, undergoing mandatory administrative treatment, has fled their residence, is legally incapacitated, or is banned from holding positions or practicing a profession by court order, the remaining BOD members shall elect a new Chairperson by majority vote, who shall serve until a new decision is made by the BOD.

Article 8. Remuneration and Other Benefits of Members of the Board of Directors

1. The Company may pay remuneration and bonuses to BOD members based on performance and business results.
2. BOD members are entitled to work-based remuneration and bonuses. Remuneration is calculated based on the number of days required to fulfill the member's duties and the daily remuneration rate. The BOD shall propose the remuneration for each member by unanimous agreement. The total remuneration and bonuses for the BOD shall be determined by the GMS at its annual meeting.
3. The remuneration of each BOD member shall be recorded as a business expense of the Company in accordance with corporate income tax regulations, disclosed as a separate item in the annual financial statements, and reported to the GMS at its annual meeting.
4. A BOD member who holds an executive role, serves on BOD subcommittees, or undertakes special assignments beyond normal duties may receive additional compensation in the form of lump-sum payments, salaries, commissions, profit shares, or other forms as decided by the BOD.
5. BOD members are entitled to reimbursement for travel, accommodation, and other reasonable expenses incurred in the performance of their BOD duties, including attending GMS, BOD meetings, or subcommittee meetings.
6. The Company may purchase liability insurance for BOD members after receiving approval from the GMS. This insurance shall not cover liabilities arising from violations of the law or the Company Charter.

Article 9. Procedures for Convening and Organizing Meetings of the Board of Directors

1. The Board of Directors (BOD) must hold meetings at least once every quarter and may hold extraordinary meetings as necessary.
2. Cases Requiring an Extraordinary Meeting of the BOD

a. The Chairperson of the BOD must convene a meeting in the following cases:

- At the request of the Supervisory Board or an independent BOD member;
- At the request of the General Director or at least 5 other managers;
- At the request of at least 2 BOD members;
- Other cases as prescribed by law or the Company Charter.

b. Requests under Point a must be made in writing and clearly state the purpose, issues to be discussed, and decisions to be made under the BOD's authority.

c. The Chairperson must convene the meeting within 7 working days of receiving such a request. If the Chairperson fails to do so, they will be held liable for any resulting damages to the Company; the requesting party shall then have the right to convene the BOD meeting instead.

3. Notice of BOD Meeting

   The Chairperson or the person convening the meeting must send out a notice at least 3 working days prior to the meeting date. The notice must include the time, venue, agenda, matters to be discussed and decided upon, and must attach all meeting materials and voting ballots.

   The notice may be sent via invitation letter, telephone, fax, electronic means, or any other method allowed by the Company Charter, and must be delivered to the registered contact address of each BOD member.

4. Supervisory Board's Right to Attend

   The Chairperson or convener must also send the meeting invitation and materials to members of the Supervisory Board.

   Supervisory Board members may attend and participate in discussions, but do not have voting rights.

5. Quorum Requirements

   A BOD meeting is valid if at least 3/4 of total members attend.

   If the quorum is not met, a second meeting must be convened within 7 days, which is valid with the attendance of more than half of the BOD members.

6. Voting Methods

   a. Each BOD member has one vote, unless disqualified due to related-party transactions under the Enterprise Law or Company Charter. A BOD member is considered to have attended and voted if:

- Present and voting in person;
- Authorized another person to attend and vote (with approval per Clause 11);
- Attended and voted via video conference, e-voting, or other electronic means;
- Sent a written vote by mail, fax, or email;
- Submitted a vote by other means accepted by the convener.

b. If voting by mail, the ballot must be in a sealed envelope and delivered to the Chairperson no later than one hour before the meeting. The envelope must only be opened in the presence of all attendees.

c. Members must submit their votes within the deadline when voting is conducted by written consent, email, or other electronic methods.

7. Adopting BOD Resolutions

Resolutions/decisions are valid if approved by a majority of attending members. In the event of a tie, the Chairperson's vote prevails.

For decisions by written consent/email/electronic means, the same majority applies, and the Chairperson's vote also prevails in case of a tie.

8. Authorization to Attend

A BOD member may authorize another person to attend and vote on their behalf only if the majority of BOD members approve.

9. Meeting Minutes

a. All BOD meetings must be minuted and may be audio/video recorded or archived electronically. Minutes must be in Vietnamese and may include a foreign language version. Key contents:

- Company name, address, enterprise code;
- Date and location of meeting;
- Purpose, agenda, and content;
- Names of attending members, proxies, absentees and reasons;
- Discussion points and voting matters;
- Summary of each attendee's opinions;
- Voting results (votes for, against, abstentions);
- Approved matters and corresponding voting ratios;
- Names and signatures of Chairperson and minute-taker (except as per Clause 10).

b. When voting is done by written consent, email, or other means, the Chairperson and the Company Secretary must organize vote counting and record results in written vote counting minutes. Contents include:

- Company name, address, enterprise code;
- Time and place of vote counting;
- Names of BOD members who participated/did not participate and reasons;
- Voting matter;
- Summary of Supervisory Board's opinion (if any);
- Voting results (for, against, no opinion);
- Approved matters and voting ratios;
- Names and signatures of Chairperson (or convener) and Company Secretary.

10. Refusal to Sign Meeting Minutes

If the Chairperson and/or minute-taker refuse to sign, the minutes are still valid if signed by all other attending BOD members and include all contents specified in Clause 9 (except the names/signatures of Chairperson and minute-taker).

11. Notification of Resolutions/Decisions

a. BOD resolutions/decisions must be sent to the Supervisory Board and General Director within 7 working days from the date of approval.

b. Resolutions/decisions must be publicly disclosed if required under information disclosure laws related to the securities market.

Article 10. Committees under the Board of Directors

The Board of Directors decides on the establishment and operation of committees under the Board of Directors. The Board of Directors decides on the following contents:

1. Regulations on the roles, responsibilities, and authority of the committees under the Board of Directors and each member of the committee.
2. Regulations on the nomination, election, appointment, dismissal, and removal of members of the committees under the Board of Directors:

a. Term, number, standards, and structure of the committees under the Board of Directors;
b. The procedures for electing, nominating, appointing, dismissing, and removing members of the committees under the Board of Directors.

3. Regulations on the operation of the committees under the Board of Directors.

Article 11. Selection, Appointment, and Dismissal of the Corporate Governance Officer

1. Standards for the Corporate Governance Officer

   The Corporate Governance Officer must not work simultaneously for an approved auditing organization that is auditing the financial statements of the Company.

2. Appointment of the Corporate Governance Officer

   The Board of Directors of the Company must appoint at least one Corporate Governance Officer to support corporate governance operations at the company. The Corporate Governance Officer may concurrently serve as the company secretary under the provisions of Clause 5, Article 156 of the Enterprise Law.

3. Cases for Dismissing the Corporate Governance Officer

a. Fails to meet the standards for the Corporate Governance Officer;

b. Seriously or repeatedly violates the rights and obligations of the Corporate Governance Officer;

c. By decision of the Board of Directors.

4. Notification of Appointment and Dismissal of the Corporate Governance Officer
   The decision to appoint or dismiss the Corporate Governance Officer must be notified to relevant parties and disclosed according to the law on information disclosure in the securities market.
5. Rights and Responsibilities of the Corporate Governance Officer

a. Advises the Board of Directors on organizing General Shareholders' Meetings as per regulations and other related matters between the Company and shareholders;

b. Prepares meetings of the Board of Directors, the Supervisory Board, and the General Shareholders' Meeting as required by the Board of Directors or the Supervisory Board;

c. Advises on meeting procedures;

d. Attends meetings;

e. Advises on the procedures for drafting resolutions of the Board of Directors in accordance with the law;

f. Provides financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and Supervisory Board members;

g. Monitors and reports to the Board of Directors on the Company's information disclosure activities;

h. Acts as the point of contact with relevant stakeholders;

i. Keeps information confidential in accordance with legal regulations and the Company's Charter;

j. Other rights and obligations as prescribed by law and the Company's Charter.

Chapter IV: SUPERVISORY BOARD

Article 12. Roles, Rights, and Obligations of the Supervisory Board, Responsibilities of Supervisory Board Members

1. Role of the Supervisory Board

   The Supervisory Board performs the role of overseeing the Board of Directors and the General Director in managing and operating the Company.

2. Rights and Obligations of the Supervisory Board

a. The Supervisory Board oversees the Board of Directors and the General Director in managing and operating the Company.

b. Checks the reasonableness, legality, honesty, and prudence in the management and operation of the business activities; the system, consistency, and adequacy of accounting, statistics, and financial reporting work.

c. Evaluates the completeness, legality, and honesty of business performance reports, annual and semi-annual financial statements of the Company, and management performance reports from the Board of Directors and submits evaluation reports at the General Shareholders' Meeting. Reviews contracts and transactions with related parties within the approval authority of the Board of Directors or the General Shareholders' Meeting and makes recommendations on contracts and transactions requiring approval from the Board of Directors or the General Shareholders' Meeting.

d. Reviews, checks, and evaluates the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning systems of the Company.

e. Reviews accounting books, records, and other documents of the Company, management, and business operations when deemed necessary or according to the General Shareholders' Meeting resolution or upon request of shareholders or a group of shareholders under Clause 2, Article 115 of the Enterprise Law.

f. Upon the request of shareholders or a group of shareholders under Clause 2, Article 115 of the Enterprise Law, the Supervisory Board must conduct checks within 7 working days from the date of receiving the request. Within 15 days from the completion of the check, the Supervisory Board must report the issues requested to the Board of Directors and the requesting shareholders or group of shareholders. The Supervisory Board's checks should not hinder the normal activities of the Board of Directors or interrupt the Company's business operations.

g. Recommends to the Board of Directors or the General Shareholders' Meeting measures to amend, supplement, or improve the organizational structure, management, supervision, and business operation of the Company.

h. When discovering a Board member or the General Director violating the provisions of Article 165 of the Enterprise Law, the Supervisory Board must immediately notify the Board of Directors in writing, demand the violator stop the violation and provide corrective solutions.

i. Attends and participates in discussions at meetings of the General Shareholders' Meeting, the Board of Directors, and other meetings of the Company.

j. Uses independent consultants and the Company's internal audit department to carry out assigned tasks.

k. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Shareholders' Meeting.

l. Proposes and recommends the General Shareholders' Meeting to approve the list of approved audit firms to audit the Company's financial statements; decides on the audit firm to audit the Company's operations, and dismisses the approved auditors when deemed necessary.

m. Is responsible to shareholders for its supervisory activities.

n. Monitors the Company's financial situation and ensures compliance with the law in the activities of Board members, the General Director, and other managers.

o. Ensures coordination of activities with the Board of Directors, General Director, and shareholders.

p. In case of discovering violations of the law or the Company's Charter by Board members, the General Director, or other executives, the Supervisory Board must notify the Board of Directors in writing within 48 hours, require the violator to stop the violation, and provide corrective actions.

q. Develops the Supervisory Board's operational regulations and submits them to the General Shareholders' Meeting for approval.

r. Reports to the General Shareholders' Meeting as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several provisions of the Securities Law.

s. Has the right to access the Company's documents and records stored at the headquarters, branches, and other locations; has the right to visit the workplace of the Company's managers and staff during working hours.

t. Has the right to request the Board of Directors, Board members, the General Director, and other managers to provide accurate and timely information and documents regarding the Company's management, operation, and business activities. Supervisory Board members requesting information or documents must follow the procedures as follows:

(i) The Supervisory Board member requesting the information or documents must send a request to the General Director. The request must specify the content, form, and reasonable deadline for providing the requested information. If more time is needed to prepare the requested information, the General Director must propose a new time frame to the Supervisory Board member, and the information must be provided within that time frame.

(ii) The General Director must provide the requested information in the specified form and time unless the information relates to the Company's confidentiality or security, in which case the General Director must report to the Chief of the Supervisory Board for a decision.

u. Other rights and obligations as prescribed by law and the Company's Charter.

3. Responsibilities of the Supervisory Board Members

a. Comply with the law, the company's charter, resolutions of the General Shareholders' Meeting, and professional ethics when performing their assigned rights and obligations.

b. Perform their assigned rights and obligations honestly, cautiously, and to the best of their ability to ensure the maximum legal benefit of the Company.

c. Be loyal to the interests of the Company and its shareholders; do not abuse their position, role, or use information, secrets, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.

d. Fulfill other obligations as prescribed by the Enterprise Law and the company's charter.

e. In the event of a violation of the provisions in Points a, b, c, and d of this Article that causes damage to the Company or others, the member of the Supervisory Board shall be personally or jointly liable to compensate for those damages. Any income or other benefits derived from such violations must be returned to the Company.

f. If any member of the Supervisory Board is found to be violating the assigned rights and obligations, they must notify the Supervisory Board in writing, require the violator to cease the violation, and remedy the consequences.

Article 13. Term, Number, Composition, and Structure of the Supervisory Board Members

1. Term, Number, Composition, and Structure of the Supervisory Board Members

a. The Supervisory Board shall consist of 03 members, with each member's term not exceeding 05 years, and members can be re-elected for an unlimited number of terms.

b. Supervisory Board members are not required to be shareholders of the Company.

c. The Supervisory Board must have more than half of its members residing in Vietnam.

d. In case the term of a Supervisory Board member ends at the same time as the election of new members, the outgoing member will continue to perform their duties until the new member is elected and assigned their duties.

2. Standards and Conditions for Supervisory Board Members

a. They must not be among the individuals listed in Clause 2, Article 17 of the Enterprise Law.

b. They must have education in one of the following fields: economics, finance, accounting, auditing, law, business administration, or another area related to the Company's business activities.

c. They must not be family members of members of the Board of Directors, the General Director, or other managers.

d. They must not be Company managers and are not required to be shareholders or employees of the Company.

e. They must not work in the Company's accounting or finance department.

f. They must not be members or employees of an auditing organization approved to audit the Company's financial statements in the previous 03 years.

g. They must not be family members of the Company's business managers, representatives of the Company's capital, or representatives of state capital in the Company.

h. Other standards and conditions as prescribed by relevant laws and the company's charter.

3. Nomination and Election of Supervisory Board Members

Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate individuals to the Supervisory Board. The nomination process is as follows:

a. Shareholders forming a group to nominate members to the Supervisory Board must notify other shareholders about the group meeting before the General Shareholders' Meeting convenes.

b. Based on the number of Supervisory Board members, shareholders or shareholder groups can nominate one or more candidates as follows:

- Shareholders or groups owning 10% to under 20% of the total common shares can nominate 1 candidate.
- Shareholders or groups owning 20% to under 30% of the total common shares can nominate 2 candidates.
- Shareholders or groups owning 30% to under 40% of the total common shares can nominate 3 candidates.
- Shareholders or groups owning 40% to under 50% of the total common shares can nominate 4 candidates.
- Shareholders or groups owning 50% to under 60% of the total common shares can nominate 5 candidates.
- Shareholders or groups owning 60% to under 70% of the total common shares can nominate 6 candidates.
- Shareholders or groups owning 70% to under 80% of the total common shares can nominate 7 candidates.
- Shareholders or groups owning 80% to under 90% of the total common shares can nominate 8 candidates.
- Shareholders or groups owning 90% to 100% of the total common shares can nominate 9 candidates.

If the number of candidates nominated by the shareholders or groups is fewer than what they are entitled to nominate, the remaining candidates will be nominated by the Supervisory Board and other shareholders.

If the number of candidates nominated does not meet the required number as per Clause 5, Article 115 of the Enterprise Law, the incumbent Supervisory Board will introduce additional candidates or organize a nomination process according to the company's charter and internal regulations on corporate governance. The introduction of additional candidates must be clearly announced before the General Shareholders' Meeting votes for the Supervisory Board members in accordance with the law.

4. Election Process for Supervisory Board Members

The election, dismissal, and removal of Supervisory Board members fall under the authority of the General Shareholders' Meeting.

The election of Supervisory Board members must be conducted through a cumulative voting method, where each shareholder's total number of votes corresponds to the number of shares they own, multiplied by the number of members to be elected to the Supervisory Board. Shareholders can allocate all or part of their votes to one or more candidates. The elected members of the Supervisory Board are determined by the total votes, starting from the highest vote recipient until the required number of members is reached as per the company's charter. If two or more candidates receive the same number of votes for the last available seat on the Supervisory Board, a re-election will be held among the candidates with equal votes, or the selection will follow the criteria outlined in the election regulations or the company's charter.

5. Cases of Dismissal or Removal of Supervisory Board Members

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

- The member no longer meets the qualifications and conditions to be a member of the Supervisory Board as prescribed in Article 169 of the Enterprise Law.
- The member submits a resignation letter, and it is accepted.
- Other cases as stipulated by the company's charter.

b. The General Shareholders' Meeting may remove a member of the Supervisory Board in the following cases:

- The member fails to complete the tasks or responsibilities assigned to them.
- The member does not fulfill their rights and obligations for a continuous period of 06 months, unless due to force majeure.
- The member repeatedly violates or seriously breaches their obligations as a member of the Supervisory Board, as prescribed by the Enterprise Law and the company's charter.
- Other cases as stipulated by the resolution of the General Shareholders' Meeting.

6. Notice Regarding the Election, Dismissal, and Removal of Supervisory Board Members

a. In the case where candidates for the Supervisory Board have been determined, the company must publicly disclose information about the candidates at least 10 days prior to the commencement of the General Shareholders' Meeting on the company's electronic information platform, so that shareholders can review the candidates before voting.

b. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of their personal information and commit to performing their duties honestly, cautiously, and in the best interest of the company if elected as members of the Supervisory Board. The disclosed information regarding Supervisory Board candidates includes:

- Full name, date of birth.
- Professional qualifications.
- Work history.
- Other management positions held.
- Interests related to the Company and its affiliates.
- Other information (if any) as required by the company's charter.
- The company is also responsible for disclosing information about any companies where the candidate holds management positions and any related interests with the Company (if applicable).

c. The announcement of the results of the election, dismissal, or removal of Supervisory Board members will be made according to the applicable regulations on information disclosure.

7. Salary and Other Benefits of Supervisory Board Members

Salaries, allowances, bonuses, and other benefits for Supervisory Board members will be handled as follows:

a. Supervisory Board members will receive a salary, allowance, bonus, and other benefits according to the decision of the General Shareholders' Meeting. The General Shareholders' Meeting will decide the total salary, allowances, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

b. Supervisory Board members will be reimbursed for reasonable costs related to meals, accommodation, travel, and fees for independent advisory services. The total salary and reimbursement costs will not exceed the annual operating budget for the Supervisory Board as approved by the General Shareholders' Meeting, unless otherwise decided by the General Shareholders' Meeting.

c. The salary and operational costs of the Supervisory Board will be counted as business expenses of the Company according to corporate income tax regulations, other applicable laws, and must be itemized separately in the company's annual financial statements.

Chapter V
CEO

Article 14. Role, Responsibilities, Rights, and Obligations of the CEO

1. The CEO is responsible for managing the day-to-day business operations of the Company; subject to the supervision of the Board of Directors; and accountable to the Board of Directors and the law for the execution of assigned rights and obligations.
2. The CEO has the following rights and obligations:

a. To decide on matters related to the day-to-day business of the Company that do not fall under the authority of the Board of Directors;

b. To implement the resolutions and decisions of the Board of Directors;

c. To implement the Company's business plans and investment strategies;

d. To propose organizational structure plans and internal management regulations for the Company, subject to the authority of the Board of Directors;

e. To decide on issuing other internal management regulations of the Company, except for those specified in points q and r, clause 2, Article 27 of the Company's Charter;

f. To decide on the purchase, sale, or liquidation of Company assets valued at less than 10 billion VND as per the accounting records;

g. To decide on contracts related to the purchase, sale, lending, borrowing, and other transactions with values below 35% of the total asset value recorded in the latest financial report of the Company, except for contracts and transactions within the authority of the General Shareholders' Meeting and Board of Directors according to the law and the Company's Charter;

h. To appoint, dismiss, or remove management positions in the Company, except for those positions under the authority of the Board of Directors; to decide on sending employees to work at other businesses;

i. To determine salaries and other benefits for employees in the Company, including those for managers appointed by the CEO;

j. To hire employees;

k. To propose dividend distribution plans or address losses in business;

l. Other rights and obligations as prescribed by the law, the Company's Charter, and the resolutions or decisions of the Board of Directors.

Article 15. Appointment, Dismissal, Signing and Termination of Contracts with the CEO

1. Term, Standards, and Conditions of the CEO

a. The term of the CEO is no more than 5 years, and they may be reappointed for an unlimited number of terms.

b. The CEO must meet the standards and conditions set forth by the law and the Company's Charter, including the following:

- The person is not within the group specified in Clause 2, Article 17 of the Enterprise Law;
- The person is not a family member of the Company's managers, Controllers, or the parent company's managers; nor a representative of State-owned capital or the capital of an enterprise at the Company and its parent company;
- The person cannot concurrently hold the position of Chairman of the Board of Directors of the Company;
- The person must have professional qualifications and experience in business management for the Company.

2. Nomination, Appointment, Dismissal, and Removal of the CEO

a. Members of the Board of Directors have the right to nominate or elect a CEO for the Board of Directors' consideration and appointment.

b. The Board of Directors has the right to dismiss or remove the CEO. The CEO may be dismissed or removed in the following cases:

- The CEO does not meet the qualifications and standards prescribed in Point b, Clause 1 of this Article;
- The CEO submits a resignation letter;
- The CEO seriously violates the rights, obligations, and responsibilities as prescribed by the law and the Company's Charter, or regularly fails to fulfill tasks assigned by the Board of Directors;
- According to the decision of the Board of Directors;
- Other cases as prescribed by the law and the Company's Charter.

3. Appointment and Signing of Employment Contract with the CEO

   The Board of Directors decides on the appointment and signing of an employment contract with the CEO.

4. Dismissal and Termination of the CEO's Employment Contract

a. The Board of Directors may dismiss the CEO when the majority of voting members of the Board of Directors approve and appoint a new CEO to replace the dismissed one.

b. If the CEO is dismissed or removed, their employment contract will be terminated.

5. Announcement of Appointment, Dismissal, Signing, and Termination of the CEO's Employment Contract

   The appointment, dismissal, signing, and termination of the CEO's employment contract must be announced to the business registration authority, relevant parties, and disclosed in accordance with the law on information disclosure in the securities market.

6. Salary and Other Benefits of the CEO

   The CEO's salary, allowances, bonuses, and other benefits will be decided by the Board of Directors in accordance with the law and the Company's Charter.

Chapter VI
Other Activities

Article 16. Cooperation Between the Board of Directors, the Supervisory Board, and the CEO

1. Procedures and Order for Summoning, Inviting, Recording, and Announcing Results of Meetings Between the Board of Directors, Supervisory Board, and CEO

a. The invitation for a Board of Directors meeting must be sent to the Supervisors under the same conditions as those for Board members. Supervisors attending the meeting have the right to voice opinions but do not have the right to vote. The meeting results must be communicated to the Supervisors.

b. The CEO may be invited to attend the Board of Directors meeting in the same manner as Board members. In the meeting, the CEO may speak but does not have voting rights on the meeting's issues.

c. The opinions of Board members, Supervisory Board members, and the CEO must be summarized and recorded in the minutes of the Board meeting.

d. The results of the meeting between the Board of Directors, the Supervisory Board, and the CEO must be announced before the meeting is adjourned.

2. Notification of Resolutions and Decisions of the Board of Directors to the Supervisory Board

   Resolutions and decisions of the Board of Directors must be communicated to the Supervisory Board within 7 working days from the date the resolution or decision is passed.

3. Notification of Resolutions and Decisions of the Board of Directors to the CEO
   Resolutions and decisions of the Board of Directors must be communicated to the CEO within 7 working days from the date the resolution or decision is passed.

4. Circumstances for the CEO and Supervisory Board to Request a Board of Directors Meeting and Issues Requiring the Board's Approval

   The Chairman of the Board of Directors must convene a meeting if requested by the Supervisory Board or the CEO within 7 working days from the date of the request. The request must be made in writing and specify the purpose of the meeting and the issues to be discussed.

5. Report of the CEO to the Board of Directors on Task and Authority Fulfillment

   The CEO is responsible for reporting to the Board of Directors on the results of tasks and authorities assigned, according to the Company's internal regulations and as requested by the Board.

6. Review of the Implementation of Resolutions and Other Delegated Issues of the Board of Directors by the CEO

   Based on the results of implementation, the Board of Directors shall organize a review meeting with the CEO regarding the fulfillment of Resolutions and other delegated matters, according to the Company's internal regulations.

7. Matters the CEO Must Report, Provide Information on, and How to Announce to the Board of Directors and Supervisory Board

a. Matters the CEO must report:

- In December each year, the CEO submits a detailed business plan for the following financial year for Board approval, based on the budget requirements and a five-year financial plan;
- Long-term, annual, and quarterly estimates for the Company's operations; annual budgets (including balance sheets, profit and loss statements, and projected cash flow statements) for each financial year;
- Other reports as required by the Board of Directors.

b. The CEO must provide information within their permitted scope and not delay without valid reasons when the Board of Directors or the Supervisory Board requests it. All notifications to the Board and the Supervisory Board must be made in writing or via email and sent promptly.

8. Coordination of Control, Management, and Supervision Activities Between Board Members, Supervisory Board Members, and the CEO

a. The Board members, Supervisory Board members, and the CEO must regularly exchange work and provide information to each other in a spirit of cooperation and support, ensuring compliance with the Company's Charter, internal regulations, and overall business plan.
b. Board members, Supervisory Board members, and the CEO will not interfere with each other's operational duties.

c. In some necessary cases, Board members and Supervisory Board members may inform the Chairman of the Board, the CEO, or the Head of the Supervisory Board to resolve urgent issues promptly and efficiently.

Article 17: Regulations on Annual Evaluation of the Performance, Rewards, and Disciplinary Actions for Members of the Board of Directors, Members of the Supervisory Board, General Director, and Other Executives of the Company

1. Methods and Criteria for Performance Evaluation

a. Methods of Evaluation

Depending on the decision of the Board of Directors, the performance evaluation of the members of the Board of Directors, the General Director, and other executives may be conducted through one or more of the following methods:

- Self-assessment and self-evaluation;
- Conducting surveys or opinion polls;
- Other methods chosen by the Board of Directors.

b. Evaluation Criteria

The criteria for evaluating the performance of members of the Board of Directors, the General Director, and other executives will be decided by the Board of Directors.

2. Authority, Principles, Forms, and Procedures for Reward and Discipline

a. The Board of Directors has the authority to decide on rewards and disciplinary actions for positions appointed by the Board.

b. The General Director has the authority to decide on rewards and disciplinary actions for employees and managerial positions appointed by the General Director, except for those employees whose appointment is within the authority of the Board of Directors.

c. The principles, forms, and procedures for rewards and disciplinary actions for employees and managerial positions of the Company are implemented according to the reward and discipline regulations issued by the Board of Directors at different periods.

3. Rewards and Discipline for Members of the Board of Directors

a. Performance Evaluation: The Board of Directors will periodically (every 6 months or annually) assess the performance of each member (including the Chairman of the Board), based on their functions and duties as specified in the Company's Charter and the results of the Board's operational plan.

b. Reward: Depending on individual achievements, the Board of Directors has the right to use a portion of the total operating budget and the annual remuneration of the Board, as approved by the General Meeting of Shareholders, to reward members of the Board of Directors.

c. Discipline: Members of the Board of Directors are responsible before the law and the General Meeting of Shareholders for fulfilling their rights and duties. They may be disciplined or dismissed by the General Meeting of Shareholders.

4. Rewards and Discipline for Members of the Supervisory Board

a. Performance Evaluation: The Supervisory Board will periodically (every 6 months or annually) assess the performance of each member (including the Chairman of the Supervisory Board), based on their functions and duties as specified in the Company's Charter and the results of the Supervisory Board's operational plan.

b. Reward: Depending on individual achievements, the Supervisory Board has the right to use a portion of the total operating budget and the annual remuneration of the Supervisory Board, as approved by the General Meeting of Shareholders, to reward members of the Supervisory Board.

c. Discipline: Members of the Supervisory Board are responsible before the law and the General Meeting of Shareholders for fulfilling their rights and duties. They may be disciplined or dismissed by the General Meeting of Shareholders.

5. Rewards and Discipline for the General Director

a. Performance Evaluation: The Board of Directors will evaluate the General Director's qualities, competencies, results, and efficiency based on the Company's business performance periodically (every 6 months or annually), with input from the Chairman of the Supervisory Board.

b. Reward: The Board of Directors will decide on specific rewards for the General Director according to the established policies and prior agreements, in accordance with the law. These costs will be accounted for in the Company's management expenses. The Board of Directors has the right to use the welfare reward fund to reward the General Director in accordance with the law and the Company's reward and discipline regulations.

c. Discipline: The General Director is subject to the governance and supervision of the Board of Directors, the oversight of the Supervisory Board, and is responsible before the law, the General Meeting of Shareholders, and the Board of Directors for fulfilling the rights and duties assigned. The General Director may be disciplined according to the Company's reward and discipline regulations or dismissed by the Board of Directors in accordance with the law and the Company's Charter.

6. Rewards and Discipline for Other Executives of the Company

a. Performance Evaluation: The performance evaluation for other executives of the Company is conducted periodically (every 6 months or annually), based on the contents agreed upon in

the employment contracts signed between the Company and these executives and the Company's regulations.

b. Reward: The Board of Directors decides on specific rewards for other executives based on the proposal from the General Director and the Company's reward policies. These costs will be accounted for in the Company's management expenses. The Board of Directors has the right to use the welfare reward fund to reward other executives according to the law and the Company's reward and discipline regulations.

c. Discipline: Other executives may be disciplined according to the Company's reward and discipline regulations or dismissed by the Board of Directors in accordance with the law and the Company's Charter.

7. Liability for Damages

   Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives of the Company shall be responsible for any damages caused by their violations, in accordance with the law and the Company's Charter.

Article 18. Other Issues

Other corporate governance matters shall be conducted in accordance with the law and the Company's Charter.

Chapter VII
IMPLEMENTATION EFFECTIVENESS

Article 19. Effectiveness

The Internal Corporate Governance Regulations of Vietnam Plastic Corporation consist of 7 chapters and 19 articles, and were unanimously approved by the General Meeting of Shareholders on May 14, 2025, with full effect of the entire text. These regulations replace the Internal Corporate Governance Regulations No. 40.21/QC-NVN-HĐQT dated June 29, 2021.

In the event that any provision of these Regulations differs from or contradicts the provisions of the Company's Charter, the provisions of the Company's Charter shall prevail.

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ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN OF THE BOARD OF DIRECTORS

M.S.D.N: 0300381966 - C.T.C.P. CÔNG TY CỔ PHẦN NHỰA VIỆT NAM QUẬN 4 - TP. HỒ CHÍ MINH

Le Ngoc Diep

VIETNAM PLASTIC CORPORATION **BOARD OF DIRECTORS**	**SOCIALIST REPUBLIC OF VIETNAM** **Independence – Freedom – Happiness**
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No.: 34.25/TTr-NVN-HĐQT	*Ho Chi Minh City, May 14th, 2025*

PROPOSAL OF THE BOARD OF DIRECTORS

Regarding the Amendment of the Board of Directors' Operating Regulations

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021;*
- *Pursuant to the Charter on organization and operation of Vietnam Plastic Corporation;*
- *Pursuant to Document No. 41.21/QC-NVN-HĐQT dated June 29, 2021 on the Board of Directors' Operating Regulations,*

The Board of Directors of Vietnam Plastic Corporation respectfully submits to the General Meeting of Shareholders (GMS) for review and approval amendment to the **Board of Directors' Operating Regulations** as follows:

Amend Clause 1, Article 5 to:

"The Board of Directors of the Company shall consist of 03 to 07 members. The General Meeting of Shareholders shall decide on any change in the number of Board members in accordance with legal regulations.

The term of office of a member of the Board of Directors shall not exceed 05 years and members may be re-elected for an unlimited number of terms."

Reason for amendment: To align with the Proposal to amend the Company's Charter on organization and operations submitted to the General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders of Vietnam Plastic Corporation for consideration and approval by voting.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN OF THE BOARD



Le Ngoc Diep

Note: This is an English translation prepared for reference purpose only. Should there be any inconsistency between the translation and the original Vietnamese text, the latter shall prevail.

VIETNAM PLASTIC CORPORATION

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
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No.: 41.25/QC-NVN-HĐQT

Ho Chi Minh City, May 14th, 2025

REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

- *Pursuant to the Law on Securities dated November 26, 2019;*
- *Pursuant to the Law on Enterprises dated June 17, 2020;*
- *Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed regulations for the implementation of several articles of the Law on Securities;*
- *Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP;*
- *Pursuant to the Charter of Vietnam Plastic Corporation;*
- *Pursuant to Resolution No.39.25/NQ-NVN-DHĐCDTN dated May 14, 2025, of the General Meeting of Shareholders of Vietnam Plastic Corporation of Vietnam Plastic Corporation.*

The Board of Directors hereby issues the Regulations on the Operation of the Board of Directors of Vietnam Plastic Corporation, comprising the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope and Subjects of Application

1. Scope of regulation:

These Regulations stipulate the organizational structure, operating principles, powers, and obligations of the Board of Directors and its members in accordance with the Law on Enterprises, the Company Charter, and relevant legal regulations.

2. Subjects of application:

These Regulations apply to the Board of Directors and its members.

Article 2. Operating Principles of the Board of Directors

1. The Board of Directors shall work collectively. Each member is individually responsible for their assigned duties and jointly responsible to the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board regarding the development of the Company.
2. The Board of Directors delegates the General Director to organize the implementation of its resolutions and decisions.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and Obligations of Members of the Board of Directors

1. Members of the Board of Directors are fully entitled to the rights under the Law on Securities, relevant laws, and the Company Charter, including the right to be provided with information and documents concerning the financial status and business activities of the Company and its units.
2. Members of the Board of Directors have obligations as stipulated in the Company Charter and the following responsibilities:
    a. Perform duties honestly and cautiously for the best interests of shareholders and the Company;
    b. Fully attend meetings of the Board of Directors and express opinions on discussed matters;
    c. Promptly and fully report to the Board on remuneration received from subsidiaries, associates, and other organizations;
    d. Report to the Board at the nearest meeting on transactions between the Company, its subsidiaries, or other entities controlled by the Company (over 50% charter capital) with members of the Board and their related persons; and transactions between the Company and any company where the member of the Board is a founder or a manager within the last 3 years;
    e. Disclose information when conducting transactions involving Company shares in accordance with legal regulations.

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

1. Members have the right to request the General Director, Deputy General Directors, or other managers to provide information and documents related to the Company's financial condition and business operations.
2. The requested managers must provide timely, complete, and accurate information and documents as requested
3. Procedures for requesting and providing information are as follows:
    a. The requesting Board member shall submit a request to the General Director, specifying the content, form, and reasonable deadline. If preparation time is needed, the General Director shall immediately propose a timeframe to the requesting member and must provide the information within that time.
    b. The General Director shall provide the requested information unless it involves confidential matters, in which case the Chairman of the Board shall decide on the disclosure.

Article 5. Term and Number of Board Members

1. The Board of Directors shall consist of 3 to 7 members. The General Meeting of Shareholders shall decide on any changes to the number in accordance with the law.
2. The term of a Board member shall not exceed 5 years and re-election is permitted for an unlimited number of terms.
3. In the event that all members of the Board of Directors simultaneously complete their term of office, such members shall continue to serve on the Board of Directors until new members are elected to replace them and take over their duties.

Article 6. Qualifications and Conditions of Board Members

Board members must meet the following qualifications and conditions:

1. Must not fall under the disqualified persons defined in Clause 2, Article 17 of the Law on Enterprises;
2. Must have professional qualifications and experience in business management or in the Company's business sector and are not required to be shareholders;
3. May concurrently be members of Boards of other companies;
4. A member of the Board of Directors must not be a family member of the General Director or other managers of the Company; or of any manager or person with the authority to appoint managers of the Company;
5. A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors in no more than five other companies;
6. Must meet other qualifications and conditions as required by law and the Company Charter.

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members, based on the majority rule.
2. The Chairman of the Board of Directors of the Company may not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and duties:
    c. To establish the operational programs and plans of the Board of Directors;
    d. To prepare agendas, contents, and documents for meetings; to convene, chair, and preside over meetings of the Board of Directors;
    e. To organize the adoption of resolutions and decisions of the Board of Directors;
    f. To supervise the implementation of resolutions and decisions of the Board of Directors;
    g. To preside over meetings of the General Meeting of Shareholders;
    h. Other rights and duties in accordance with the Law on Enterprises and the Company's Charter.
4. In the event that the Chairman of the Board of Directors resigns or is removed, the Board of Directors must elect a replacement within 20 days from the date of receipt of the resignation letter or removal decision. In the event that the Chairman is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and duties of the Chairman in accordance with the principles prescribed in the Company's Charter. If there is no authorized person or if the Chairman is deceased, missing, detained, serving a prison sentence, undergoing administrative measures at a compulsory rehabilitation center or education institution, absconding, legally incapacitated or restricted in civil capacity, facing difficulties in perception or behavior control, or banned by the Court from holding positions, practicing professions, or performing certain jobs, the remaining members shall elect one among them to act as Chairman by majority vote until the Board of Directors makes a new decision.
5. When deemed necessary, the Board of Directors may appoint a Company Secretary. The Company Secretary has the following rights and duties:
    a. To assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors, and to record meeting minutes;

b. To assist members of the Board of Directors in exercising their assigned rights and duties;

c. To assist the Board of Directors in applying and implementing principles of corporate governance;

d. To assist the Company in developing shareholder relations and protecting the legitimate rights and interests of shareholders, ensuring compliance with information disclosure and administrative procedures;

e. Other rights and duties as prescribed by the Company.

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

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
   a. The member no longer meets the criteria and conditions as prescribed in Article 155 of the Law on Enterprises;
   b. The member submits a resignation letter and it is approved;
   c. Other cases as stipulated in the Company's Charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
   a. The member does not participate in activities of the Board of Directors for six consecutive months, unless due to 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 or dismiss/remove members other than those specified in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
   a. The number of members of the Board of Directors decreases by more than one-third compared to the number prescribed 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 on which the number of members falls below the threshold;
   b. The number of non-executive members of the Board of Directors falls below the ratio prescribed in the Company's Charter;
   c. Except for the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the nearest meeting.

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

1. A shareholder or a group of shareholders holding at least 10% of the total ordinary shares shall have the right to nominate candidates for the Board of Directors. The nomination is conducted as follows:
   a. Shareholders forming a group to nominate candidates must inform other attending shareholders before the opening of the General Meeting of Shareholders;
   b. Based on the number of Board members, shareholders or groups of shareholders are entitled to nominate one or more candidates as follows:
      - From 10% to less than 20%: 1 candidate;

- From 20% to less than 30%: 2 candidates;
- From 30% to less than 40%: 3 candidates;
- From 40% to less than 50%: 4 candidates;
- From 50% to less than 60%: 5 candidates;
- From 60% to less than 70%: 6 candidates;
- From 70% to less than 80%: 7 candidates;
- From 80% to less than 90%: 8 candidates;
- From 90% to 100%: 9 candidates.

2. If the number of candidates nominated and self-nominated is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate or organize additional nominations in accordance with the Company's Charter, Internal Corporate Governance Regulations, and the Operational Regulations of the Board of Directors. These nominations must be clearly disclosed before the General Meeting of Shareholders votes on the election.
3. The election of members of the Board of Directors must be carried out by cumulative voting, whereby each shareholder has a number of votes equal to the number of shares owned multiplied by the number of members to be elected. Shareholders may accumulate all or part of their votes for one or more candidates. The elected members shall be those with the highest number of votes, ranked in descending order, until the number of required members is reached. If two or more candidates receive the same number of votes for the final position, the candidate who owns or represents a larger number of ordinary shares shall be elected. If the number of shares is equal, the General Meeting shall vote directly, and the candidate with more approving votes shall be elected.
4. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders through voting.

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

1. Once the list of candidates for the Board of Directors has been finalized, the Company must disclose information regarding the candidates at least 10 days prior to the opening of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates prior to voting. Each candidate must submit a written commitment to the accuracy and truthfulness of their personal information and pledge to perform their duties honestly, prudently, and in the best interest of the Company if elected. The information disclosed includes:
    a. Full name, date of birth;
    b. Qualifications;
    c. Work experience;
    d. Other management positions (including positions in the Board of other companies);
    e. Interests related to the Company and its related parties;
    f. Other information (if any) as required by the Company's Charter;
    g. In the case of public companies, disclosure must include companies where the candidate is currently a member of the Board of Directors, holds managerial positions, or has related interests (if any).
2. Notification of the results of election, dismissal, and removal of members of the Board of Directors shall be made in accordance with applicable information disclosure regulations.

CHAPTER III

THE BOARD OF DIRECTORS

Article 11. Rights and Obligations of the Board of Directors

1. The Board of Directors (BOD) is the management body of the Company and has full authority to act on behalf of the Company to decide and perform the Company's rights and obligations, except for those falling under the authority of the General Meeting of Shareholders (GMS).

2. The rights and obligations of the BOD shall be stipulated by law, the Company Charter, and the GMS. Specifically, the BOD shall have the following powers and duties:

   a. To decide the Company's strategy, medium-term development plan, and annual business plan;

   b. To propose types and total number of shares of each type to be offered for sale;
   c. To decide the sale of unsold shares within the authorized number of each type of shares and the mobilization of additional capital by other methods;

   d. To determine the selling prices of shares and bonds of the Company;

   e. To decide the repurchase of shares as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;

   f. To approve investment plans and projects within its competence and limits prescribed by law;

   g. To decide investment in or disposal of Company assets with book value ranging from VND 10 billion to less than 35% of total asset value recorded in the latest financial statement of the Company;

   h. To decide market development, marketing, and technological solutions;

   i. To approve contracts for purchase, sale, borrowing, lending, and other transactions with a value of 35% or more of the total asset value recorded in the latest financial statement of the Company, except where such contracts and transactions fall under the authority of the GMS pursuant to Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

   j. To elect, dismiss, and remove the Chairperson of the BOD; to appoint, dismiss, sign, and terminate contracts with the General Director, Deputy General Directors, and Chief Accountant; to determine salaries, remuneration, bonuses, and other benefits of these managers; to appoint representatives authorized to participate in the Members' Council or GMS of other companies and decide their remuneration and other benefits; to appoint and dismiss the Corporate Governance Officer, Company Secretary, and the authorized person for information disclosure and decide their salaries, remuneration, bonuses, and other benefits;

   k. To supervise and direct the General Director and other managers in the day-to-day business operations of the Company;

   l. To decide the organizational structure of the Company; to decide on the establishment of subsidiaries, branches, and representative offices; and on the capital contribution to or share purchase of other enterprises;

   m. To approve the agenda and documents for the GMS; to convene GMS meetings or collect written opinions for the GMS to pass resolutions;
   n. To submit the audited annual financial statements to the GMS;

   o. To propose dividend levels; to determine the timing and procedures for dividend payment or handling of business losses;

p. To propose reorganization or dissolution of the Company; to request for bankruptcy of the Company;

q. To issue the BOD's Rules of Operation and internal corporate governance regulations after approval by the GMS;

r. To promulgate the following internal management regulations of the Company: the Company's information disclosure regulations; the Company's financial regulations; the Company's reward and discipline regulations; the Company's salary, bonus, and remuneration regulations; and the regulation on management of the Company's representatives at other enterprises;

s. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant legal regulations, and the Company Charter.

3. The BOD shall pass resolutions and decisions by voting at meetings, collecting written opinions, by email, or by other methods stipulated in the Company Charter. Each BOD member shall have one vote.

4. Where a resolution or decision of the BOD is contrary to the law, the GMS resolution, or the Company Charter and causes damage to the Company, the BOD members who approved the resolution or decision shall be jointly and personally liable and shall compensate the Company for such damage. Any member who disagrees with the resolution or decision shall be exempt from liability. In such cases, shareholders have the right to request the Court to suspend or annul the resolution or decision in question.

Article 12. Responsibilities and Powers of the Board of Directors in Approving and Signing Contracts and Transactions

1. The BOD shall approve contracts and transactions with a value of less than 35% or transactions that lead to a total transaction value arising within 12 months from the date of the first transaction being less than 35% of the total asset value recorded in the latest financial statement of the Company, entered into between the Company and the following entities:

   a. Members of the BOD, members of the Board of Supervisors, the General Director, other managers, and their related persons;

   b. Shareholders or authorized representatives of shareholders holding over 10% of the total common shares of the Company and their related persons;

   c. Enterprises related to the entities stipulated in Clause 2, Article 164 of the Law on Enterprises.

2. The Company's legal representative signing the contract or transaction must notify the BOD members and the Board of Supervisors of the related parties involved and provide a draft contract or a summary of the transaction. The BOD shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notice. BOD members having related interests in the contract or transaction shall not have the right to vote.

Article 13. Responsibilities of the Board of Directors to Convene an Extraordinary General Meeting of Shareholders

1. The BOD must convene an Extraordinary GMS in the following cases:

   a. When the BOD considers it necessary for the benefit of the Company;

   b. When the number of BOD or Board of Supervisors members is less than the minimum number required by law;

   c. Upon request by shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises. The request must be in writing, stating the reasons and purposes of the meeting, and signed by all relevant shareholders (or formed as multiple documents with sufficient signatures);

d. Upon request of the Board of Supervisors;

e. Other cases as prescribed by law or the Company Charter.

2. Convening an Extraordinary General Meeting of Shareholders

The BOD must convene the Extraordinary GMS within 30 days from the date the number of BOD members, independent BOD members, or Board of Supervisors members falls below the minimum required or from the date of receipt of the request under Points c and d, Clause 1 of this Article.

3. The person convening the GMS must perform the following tasks:

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

b. Provide information and resolve complaints related to the shareholder list;

c. Develop the agenda and meeting contents;

d. Prepare meeting materials;

e. Draft GMS resolutions based on the proposed contents of the meeting; prepare the list and detailed information of candidates in case of election of BOD or Board of Supervisors members;

f. Determine the time and venue of the meeting;

g. Send invitations to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;

h. Perform other tasks in service of the meeting.

Article 14. Supporting Committees of the Board of Directors

1. The BOD may establish subcommittees in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of each subcommittee shall be decided by the BOD, with at least 03 members including BOD members and external members. Subcommittees shall operate in accordance with the BOD's regulations. A subcommittee resolution shall only be valid if passed by a majority of attending and voting members at the subcommittee meeting.

2. The implementation of BOD or subcommittee decisions must comply with the prevailing legal regulations, the Company Charter, and the internal corporate governance regulations.

CHAPTER IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date the Board of Directors election concludes. This meeting shall be convened and chaired by the member receiving the highest number or percentage of votes. In case there are multiple members with the same highest number or percentage of votes, the members shall elect one among them by majority vote to convene the meeting of the Board of Directors.

2. The Board of Directors must convene at least once every quarter and may hold extraordinary meetings.

3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a. At the request of the Board of Supervisors or an independent member of the Board of Directors;

b. At the request of the General Director or at least 05 other managers;

c. At the request of at least 02 members of the Board of Directors;

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

4. The requests stated in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions falling under the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene a meeting of the Board within 07 working days from the date of receiving the request specified in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, he/she shall be liable for any damages caused to the Company; the requester has the right to convene the meeting in place of the Chairperson.

6. Meetings of the Board of Directors may be held in person, online, or via written consultation, email, or other means. The Chairperson or the person convening the meeting shall decide on the form, time, and venue of the meeting.

   The Chairperson or the convener shall also decide on the deadline and method of vote counting for resolutions and decisions passed via written consultation, email, or other methods.
   The Chairperson or convener must provide relevant information and documents to all members of the Board of Directors and the Board of Supervisors at least 03 working days before the response deadline for the consultation.

7. The Chairperson or the person convening the meeting must send the meeting invitation at least 03 working days prior to the meeting date. The invitation must specify the time, venue, agenda, and matters to be discussed and decided upon. The meeting invitation must be accompanied by documents to be used at the meeting and the voting ballot.

   The invitation may be sent via letter, phone, fax, email, or other methods as stipulated by the Company's Charter and must ensure delivery to the contact address registered by each member with the Company.

8. The Chairperson or convener must also send the meeting invitation and related documents to members of the Board of Supervisors in the same manner as for members of the Board of Directors.
   Board of Supervisors members have the right to attend Board meetings and to discuss but not to vote.

9. A meeting of the Board of Directors is valid when at least 3/4 of total members attend. If the first meeting does not satisfy this quorum, a second meeting shall be convened within 07 days from the expected date of the first meeting. In such a case, the meeting is valid if more than half of the members attend.

10. Each member of the Board of Directors has one vote, except for cases where they are not allowed to vote on related transactions as prescribed by the Law on Enterprises and the Company's Charter. A Board member is deemed to attend and vote at the meeting in the following cases:

    a. Attending and voting in person;

    b. Authorizing another person to attend and vote as per Clause 11 of this Article;

    c. Attending and voting via teleconference, electronic voting, or other electronic means;

    d. Sending a voting ballot by mail, fax, or email;

    e. Sending a voting ballot via other means approved by the convener.

11. In case a voting ballot is sent by mail, it must be placed in a sealed envelope and delivered to the Chairperson no later than 01 hour before the meeting begins. The ballot shall only be opened in the presence of all attendees.

12. Members must attend all meetings of the Board. A member may authorize another person to attend and vote if approved by the majority of the Board members.

    Board members must fully participate and submit their votes on time in written consultations for resolutions, unless they are prohibited from voting as per the Law on Enterprises or the Company's Charter.

13. A resolution or decision of the Board of Directors is passed when approved by the majority of attending members; in the case of a tie, the decision shall follow the opinion of the Chairperson.

    A resolution or decision passed via written consultation, email, or other means is valid when approved by the majority of members; in case of a tie, the Chairperson's opinion prevails.

Article 16. Minutes of the Meetings of the Board of Directors

1. All meetings of the Board of Directors must be recorded in minutes and may also be recorded in audio or stored electronically. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and must include the following main contents:

   a. Company name, head office address, and enterprise registration number;

   b. Time and place of the meeting;

   c. Purpose, agenda, and meeting content;

   d. Names of each attending member or authorized representative, and attendance method; names and reasons of members not attending;

   e. Matters discussed and voted on at the meeting;

   f. Summary of each member's opinions presented in chronological order;

   g. Voting results specifying members approving, disapproving, or having no opinion;

   h. Matters approved and corresponding voting ratios;

   i. Full name and signature of the chairperson and the minutes recorder, unless otherwise specified in Clause 2 of this Article.

2. If the chairperson and the minutes recorder refuse to sign the minutes but the minutes are signed by all other attending members and include all required contents specified in Points a, b, c, d, e, g, and h, Clause 1 of this Article, the minutes remain valid.

3. The Chairperson and the Company Secretary shall organize vote counting for written consultation via email or other means to pass resolutions of the Board of Directors and must prepare a vote counting report. This report must be in Vietnamese and may also be in a foreign language, and must include the following main contents:

   a. Company name, head office address, and enterprise registration number;

   b. Time and place of vote counting;

   c. Names of participating Board members and non-participating members with reasons;

   d. Consultation content;

   e. Summary of Board of Supervisors members' opinions (if any);

   f. Voting results specifying members approving, disapproving, or having no opinion;

   g. Matters approved and corresponding voting ratios;

   h. Full names and signatures of the Chairperson or the convener and the Company Secretary.

4. The chairperson, minutes recorder, and those who sign the minutes must be responsible for the truthfulness and accuracy of its content. The Chairperson or the convener and the Company Secretary are responsible for the accuracy and truthfulness of the vote counting report for written consultation via email or other means.
5. Meeting minutes, documents used at the meeting, the vote counting report, and related materials must be stored at the Company's head office.
6. The Vietnamese and foreign language versions of the minutes have the same legal effect. In case of discrepancy, the Vietnamese version shall prevail.

CHAPTER V

REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Submission of Annual Reports

1. At the end of each fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

   a. The Company's business performance report;

   b. The financial statements;

   c. The management and administration assessment report of the Company;

   d. The evaluation report of the Board of Supervisors.
2. The reports specified in Points a, b, and c, Clause 1 of this Article must be submitted to the Board of Supervisors for evaluation no later than 30 days prior to the opening date of the Annual General Meeting of Shareholders.
3. The reports specified in Clauses 1 and 2 of this Article, along with the evaluation report of the Board of Supervisors and the audit report, must be retained at the Company's head office no later than 10 days before the opening date of the Annual General Meeting of Shareholders. Shareholders who have continuously held shares in the Company for at least one year are entitled to review the reports specified in this Article either by themselves or together with a lawyer, certified accountant, or certified auditor.

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

1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on the Company's performance and business efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days required to fulfill their duties and the daily remuneration rate.

   The Board of Directors shall propose remuneration for each member on the basis of unanimity.
   The total amount of remuneration and bonuses for the Board of Directors shall be determined by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with tax laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, participating in committees of the Board of Directors, or performing tasks beyond the normal duties of a Board member may receive additional compensation in the form of a lump-sum payment, salary, commission, profit share, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the performance of their duties, including expenses for attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval of the General Meeting of Shareholders.

   This insurance does not cover liabilities arising from violations of the law or the Company's Charter by the members.

Article 19. Disclosure of Related Interests

Disclosure of interests and related persons of the Company shall comply with the following regulations:

1. Members of the Board of Directors must declare to the Company their related interests, including:
   a. The name, enterprise registration number, head office address, and business sectors of any enterprise in which they hold capital contributions or shares; the percentage and timing of such ownership;

   b. The name, enterprise registration number, head office address, and business sectors of any enterprise in which their related persons jointly or separately own more than 10% of charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date the related interest arises. Any amendments or supplements must also be reported to the Company within 07 working days from the date of such changes.

3. Any member of the Board of Directors who, in their own name or on behalf of another person, performs work in any form within the Company's business scope must explain the nature and content of such work to the Board of Directors and may only proceed upon approval by the majority of the remaining Board members; If such work is performed without disclosure or without the Board's approval, all income derived therefrom shall belong to the Company.

CHAPTER VI

RELATIONS OF THE BOARD OF DIRECTORS

Article 20. Relations among Members of the Board of Directors

1. The relationship among members of the Board of Directors shall be based on coordination. Members are responsible for informing each other about relevant matters during the execution of their assigned duties.

2. During task execution, the member who is primarily responsible must proactively coordinate if the matter involves another member's area of responsibility. If disagreements arise, the responsible member shall report to the Chairperson of the Board for consideration and decision according to authority, or convene a meeting or seek opinions of Board members in accordance with laws, the Company Charter, and this Regulation.

3. In the case of reassignment of responsibilities among Board members, handover of duties, documents, and related materials is required. Such handover must be documented in writing and reported to the Chairperson of the Board.

Article 21. Relations with Executive Management

As a governing body, the Board of Directors shall issue resolutions for the General Director and the executive apparatus to implement, and shall also supervise and inspect the implementation of such resolutions.

Article 22. Relations with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors is one of coordination. Their working relationship shall be based on equality and independence, while ensuring close cooperation and mutual support in the performance of duties.
2. Upon receiving inspection minutes or summary reports from the Board of Supervisors, the Board of Directors shall study them and direct relevant departments to develop and implement timely corrective actions.

CHAPTER VII

IMPLEMENTING PROVISIONS

Article 23. Effectiveness

The Internal Corporate Governance Regulations of Vietnam Plastic Corporation consist of 7 chapters and 23 articles, and were unanimously approved by the General Meeting of Shareholders on May 14, 2025, with full effect of the entire text. These regulations replace the Internal Corporate Governance Regulations No. 41.21/QC-NVN-HĐQT dated June 29, 2021.

In the event that any provision of these Regulations differs from or contradicts the provisions of the Company's Charter, the provisions of the Company's Charter shall prevail.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRWOMAN OF THE BOARD OF DIRECTORS



Le Ngoc Diep

VIETNAM PLASTIC CORPORATION **BOARD OF DIRECTORS** ----------	**SOCIALIST REPUBLIC OF VIETNAM** **Independence – Freedom – Happiness** **-----oOo-----**
No.: 35.25/TTr-NVN-HĐQT	*Ho Chi Minh City, May 14th 2025*

PROPOSAL OF THE BOARD OF DIRECTORS

Re: Dismissal and approval of the number of members of the Board of Directors for the 2023–2028 term

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021, and its guiding documents;*
- *Pursuant to the Law on Securities 2019 and its guiding documents;*
- *Pursuant to the Charter on the Organization and Operation of Vietnam Plastic Corporation;*
- *Pursuant to the Resignation Letter of Mr. Phan Trung Nam,*

The Board of Directors of Vietnam Plastic Corporation respectfully submits to the General Meeting of Shareholders for consideration and approval of the following matters:

1. Approval of the dismissal of Mr. Phan Trung Nam from the Board of Directors for the 2023–2028 term.
   Reason: Mr. Phan Trung Nam submitted a resignation letter due to personal reasons.
2. Approval of the number of members of the Board of Directors for the 2023–2028 term.
   Number of members: 04 persons.

Respectfully submitted to the General Meeting of Shareholders of Vietnam Plastic Corporation for consideration and approval.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN

M.S.D.N: 0300384066 - C.T.C.P. CÔNG TY CỔ PHẦN NHỰA VIỆT NAM QUẬN 4 - TP. HỒ CHÍ MINH

Le Ngoc Diep

VIETNAM PLASTIC CORPORATION
BOARD OF DIRECTORS

No.: 36.25/TTr-NVN-HĐQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
-----oOo-----
Ho Chi Minh City, May 14th, 2025

PROPOSAL OF THE BOARD OF DIRECTORS
Re: Dismissal and Election of Additional Member(s) of the Board of Supervisors (Term 2023-2028)

– *Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021, and its guiding documents;*

– *Pursuant to the Law on Securities 2019 and its guiding documents;*

– *Pursuant to the Charter on Organization and Operation of Vietnam Plastic Corporation;*

– *Pursuant to the resignation letter submitted by Mr. Vo Hoang Anh Tuan*

The Board of Directors of Vietnam Plastic Corporation respectfully submits to the General Meeting of Shareholders for consideration and approval of the following matters:

1. Approval of the dismissal of Mr. Vo Hoang Anh Tuan from the Board of Supervisors for the 2023–2028 term

Reason: Mr. Vo Hoang Anh Tuan submitted a resignation letter dated February 13rd 2025, due to personal reasons.

2. Approval of the election of an additional member to the Board of Supervisors for the 2023–2028 term

Number of members to be elected: 01 person

3. Approval of the list of candidates for the election of the Board of Supervisorsmember for the 2023–2028 term at the 2025 Annual General Meeting of Shareholders, as follows:

No.	Full Name	Year of Birth	Address	Educational Qualification	Employer/Position
1	Pham Huy Quan	1985	*62/53/7A Lam Van Ben Street, Quarter 4, Group 14, Tan Kieng Ward, District 7, Ho Chi Minh City.*	Intermediate-level Degree in Accounting	Professional Staff, Planning and Investment Department – Vietnam Plastic Corporation

We respectfully submit to the General Meeting of Shareholders of Vietnam Plastic Corporation for consideration and approval.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN

CÔNG TY CỔ PHẦN NHỰA VIỆT NAM

Le Ngoc Diep

Note: This is an English translation prepared for reference purpose only. Should there be any inconsistency between the translation and the original Vietnamese text, the latter shall prevail.

VIETNAM PLASTIC CORPORATION – VINAPLAST
Address: 300B Nguyen Tat Thanh Street, Ward 13, District 4, Ho Chi Minh City
Tel: 028. 39453301 – 39453302 Fax: 028. 39453298
E-mail: vinaplast@vinaplast.com.vn/ website: vinaplast.com.vn

THE SOCIALIST REPUBLIC OF VIETNAM

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ELECTION REGULATIONS

(Re: Election of Board of Supervisors Members for the 2023-2028 Term)

- *Pursuant to Article 139 of the Enterprise Law No. 59/2020/QH14, dated June 17, 2020, effective from January 1, 2021.*
- *Pursuant to the Charter on the organization and operation of Vietnam Plastic Corporation.*

The Vote Counting and Election Committee respectfully submits to the General Shareholders' Meeting for approval of the Election Regulations for the Board of Supervisors Member for the 2023-2028 term at the 2025 General Shareholders' Meeting held on May 14th, 2025, as follows:

1. Number of Board of Supervisors Members to be Elected:

- The number of Board of Supervisors members to be elected: 01 member.

2. Election Principles:

- Before the election process, the General Shareholders' Meeting must approve:

+ List of candidates for the position of Member of the Board of Supervisors

- The election of members of the Board of Supervisors shall be conducted by cumulative voting. Accordingly, each shareholder shall have a total number of votes equal to the total number of shares owned and represented multiplied by the number of Board of Supervisors members to be elected. The shareholder may either cast all of their votes for a single candidate or allocate them among multiple candidates.
- The vote counting and verification process will follow the cumulative voting instructions specified on the voting ballot.
- Elected members of the Board of Supervisors shall be determined based on the number of votes received, ranked from highest to lowest, selecting candidates with the highest vote counts. In the event that two or more candidates receive an equal number of votes, the candidate who owns or represents more shares of the Company shall be selected. If the number of shares owned or represented is also equal, the General Meeting of Shareholders shall conduct a direct vote to select one among these candidates, based on the highest approval voting rate.

3. **Valid and Invalid Voting Ballots:**

- Valid voting ballots are those that comply with the cumulative voting instructions stated on the ballot, except for cases considered invalid as listed below.

- Invalid ballots include:

+ Ballots that do not bear the company's official stamp.
+ Ballots that have been altered, contain additional names outside the list of candidates approved by the General Shareholders' Meeting.
+ Ballots in which the total number of votes allocated to all candidates exceeds the total number of votes available to the shareholder.

Respectfully submitted to the General Shareholders' Meeting.

VOTE COUNTING AND ELECTION COMMITTEE

Note: This is an English translation prepared for reference purpose only. Should there be any inconsistency between the translation and the original Vietnamese text, the latter shall prevail.