

**DRAFT**

**OPERATION REGULATIONS OF  
THE BOARD OF DIRECTORS  
TIEN PHONG PLASTIC  
JOINT STOCK COMPANY**

**Hai Phong, April 2024**

*Pursuant to Securities Law No. 54/2019/QH14 dated November 26, 2019 and documents guiding the implementation of the Securities Law;*

*Pursuant to Enterprise Law No. 59/2020/QH14 dated June 17, 2020 and documents guiding the implementation of the Enterprise Law;*

*Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31 12 of 2020 of the Government detailing the implementation of a number of articles of the Securities Law;*

*Pursuant to the Charter of organization and operation of Tien Phong Plastic Joint Stock Company;*

*Pursuant to the Resolution of the General Meeting of Shareholders No. /NQ-DHDCDTN-2024/NTP dated April 27, 2024;*

*The Board of Directors promulgates the Operating Regulations of the Board of Directors of Tien Phong Plastic Joint Stock Company including the following contents:*

## **Chapter I**

### **GENERAL PROVISIONS**

#### **Article 1. Scope of regulation and objects of application**

1. Scope of regulation: The operating regulations of the Board of Directors stipulate the organizational structure of personnel, operating principles, powers and obligations of the Board of Directors and members of the Board of Directors to operate. Act in accordance with the provisions of the Enterprise Law, the Company's Charter and other relevant laws.
2. Objects of application: This regulation applies to the Board of Directors and members of the Board of Directors of Tien Phong Plastic Joint Stock Company.

#### **Article 2. Operating principles of the Board of Directors**

1. The Board of Directors works according to collective principles. Members of the Board of Directors are personally responsible for their work and are jointly responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding development. of the company.
2. The Board of Directors assigns responsibility to the General Director to organize and implement the resolutions and decisions of the Board of Directors.

## **Chapter II**

### **MEMBERS OF BOARD OF DIRECTOR**

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

1. Members of the Board of Directors have full rights according to the provisions of the Enterprise Law, relevant laws and the company's Charter, including the right to be provided

with information and documents on the financial situation, business activities of the Company and of units within the Company.

2. Members of the Board of Directors have obligations as prescribed in the company's Charter and the following obligations:

- a) Perform your duties honestly and carefully for the best interests of shareholders and the Company;
- b) Attend all meetings of the Board of Directors and give opinions on discussed issues;
- c) Report promptly and fully to the Board of Directors on remunerations received from subsidiaries, affiliated companies and other organizations;
- d) Report to the Board of Directors at the most recent meeting on transactions between the Company, its subsidiaries, and other companies whose charter capital the Company controls over 50% or more of and members of the Board of Directors and related people of that member; Transactions between the Company and the company in which a member of the Board of Directors is a founding member or a business manager within the most recent 03 years before the transaction time;
- d) Implement information disclosure when conducting transactions in the Company's shares according to the provisions of law.

3. Independent members of the Board of Directors must prepare an assessment report on the activities of the Board of Directors.

### **Article 4. Right of members of the Board of Directors to be provided with information**

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

2. Managers are required to provide timely, complete and accurate information and documents as requested by members of the Board of Directors.

### **Article 5. Term and number of members of the Board of Directors**

1. The number of members of the Board of Directors is 07 members.

2. The term of the Board of Directors is 05 (five) years. The term of a member of the Board of Directors must not exceed 05 years and the term of a member of the Board of Directors must follow the term of the Board of Directors; Members of the Board of Directors are re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors for no more than 02 consecutive terms.

3. In case all members of the Board of Directors end their terms at the same time, those members will continue to be members of the Board of Directors until a new member is elected to replace them and take over the work, except in cases where Where the company charter has other provisions.

4. In case of additional election or replacement of a member of the Board of Directors who is dismissed or dismissed, the term of the additional or replacement member is the remaining term of the term of the Board of Directors.

### **Article 6. Standards and conditions for members of the Board of Directors**

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

- a) Have full civil act capacity and are not subject to being prohibited from managing an enterprise according to the provisions of the Enterprise Law and relevant laws;
- b) Have professional qualifications and experience in business management of the company and do not necessarily have to be a shareholder of the company;
- c) A member of the Board of Directors of a company may simultaneously be a member of the Board of Directors of another company but may not concurrently be a member of the Board of Directors of more than 05 other companies.
- d) Must not have been a member of the Board of Directors or legal representative of a company banned from operating due to serious violations of the law.

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

- a) Not a person working for the company, parent company or subsidiary of the company; not be a person who has worked for the company, its parent company or its subsidiaries for at least the previous 3 (three) years;
- b) Not a person receiving salary or remuneration from the company, except for the allowances that members of the Board of Directors are entitled to according to regulations;
- c) Not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or younger sibling is a major shareholder of the company; is a manager of the company or a subsidiary of the company;
- d) Not a person who directly or indirectly owns at least 1% (one percent) of the company's total voting shares;
- e) Not be a person who has served as a member of the Board of Directors or Supervisory Board of the company for at least 05 (five) consecutive years, except in cases of consecutive appointment for 02 terms.

3. Independent members of the Board of Directors must notify the Board of Directors that they no longer meet the conditions prescribed in Clause 2 of this Article and are no longer independent members of the Board of Directors from the date of failure to meet the conditions. The Board of Directors must notify the case of an independent member of the Board of Directors who no longer meets the conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent member of the Board of Directors within 06 (six) months from the date of receipt of notice from the relevant independent member of the Board of Directors.

### **Article 7. Chairman and Vice Chairman of the Board of Directors**

1. The Board of Directors selects from among the members of the Board of Directors 01 (one) Chairman and 01 (one) Vice Chairman of the Board of Directors.
2. The Chairman of the Board of Directors of the Company cannot concurrently be the General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a) Prepare programs and operational plans of the Board of Directors;
  - b) Prepare the agenda, content, and documents for the meeting; convene, chair and chair meetings of the Board of Directors;
  - c) Organize the adoption of resolutions and decisions of the Board of Directors;
  - d) Supervise the process of organizing and implementing resolutions and decisions of the Board of Directors;
  - đ) Chair the General Meeting of Shareholders;
  - e) Other rights and obligations according to the provisions of the Enterprise Law and the company's Charter.
4. In case the Chairman of the Board of Directors is absent or unable to perform his duties, he must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors according to the principles stipulated in the company charter.
5. The Chairman of the Board of Directors and Vice Chairman of the Board of Directors may be dismissed or dismissed according to the decision of the Board of Directors. In case the Chairman of the Board of Directors or Vice Chairman of the Board of Directors resigns or is dismissed or dismissed, the Board of Directors must elect a replacement within 10 (ten) days.
6. When deemed necessary, the Board of Directors decides to appoint a company secretary. The company secretary has the following rights and obligations:
  - a) Support in organizing meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
  - b) Support members of the Board of Directors in exercising assigned rights and obligations;
  - c) Support the Board of Directors in applying and implementing corporate governance principles;
  - d) Support the Company in building shareholder relationships and protecting the legitimate rights and interests of shareholders; compliance with obligations to provide information, publicize information and administrative procedures;
  - đ) Other rights and obligations as prescribed in the company's Charter.

### **Article 8. Dismissal, removal, replacement and addition of members of the Board of Directors**

1. The General Meeting of Shareholders dismisses or removes members of the Board of Directors in the following cases:

- a) That member is not qualified to be a member of the Board of Directors according to the provisions of the Enterprise Law or is prohibited by law from being a member of the Board of Directors;
  - b) That member submits his resignation in writing to the Company's headquarters and is approved;
  - c) That member has a mental disorder and other members of the Board of Directors have expert evidence proving that that person no longer has civil capacity;
  - d) That member is absent from meetings of the Board of Directors continuously for six (06) months, except in cases of force majeure.
2. For the case of resignation at Point b, Clause 1 of this Article. The dismissal is only effective when there is a written resolution of the Board of Directors.
3. When deemed necessary, the General Meeting of Shareholders decides to replace members of the Board of Directors; dismiss or remove members of the Board of Directors other than the cases 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 is reduced by more than one-third compared to the number specified in the company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
  - b) The number of independent members of the Board of Directors has decreased, not ensuring the ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
  - c) Except for the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who were dismissed or dismissed at the most recent meeting.

### **Article 9. Method of electing, dismissing and removing members of the Board of Directors**

1. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to combine the voting rights of each person to nominate people to the Board of Directors. Nomination of people to the Board of Directors is carried out in accordance with the provisions of the Company's Charter.
2. Voting to elect members of the Board of Directors must be carried out according to the cumulative voting method as detailed in the Election Regulations at the General Meeting of Shareholders, whereby each shareholder has a total number of votes. The decision corresponds to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to give all or part of their total votes to one or several candidates.
  - The elected member of the Board of Directors is determined by the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached.

- In case there are 02 (two) or more candidates achieving the same number of votes for the last member of the Board of Directors, re-election will be conducted among the candidates with an equal number of votes or selected according to the criteria of election regulations or the Company's Charter.

In case there are not enough members of the Board of Directors, the Congress will re-elect until there is a sufficient number.

3. The election, dismissal, and removal of members of the Board of Directors are decided by the General Meeting of Shareholders according to voting principles.

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

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the website of the Company so that shareholders can learn about these candidates before voting, candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of disclosed personal information which must commit to performing duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information related to announced candidates for the Board of Directors includes:

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

2. Notification of results of election, dismissal, and removal of members of the Board of Directors is carried out in accordance with regulations guiding information disclosure.

**Chapter III**

**BOARD OF DIRECTORS**

**Article 11. Rights and obligations of the Board of Directors**

1. The Board of Directors is the Company's management agency, with full authority on behalf of the Company to make decisions and exercise the rights and obligations of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are prescribed by law, the company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
- a) Decide on production and business development plans and annual budget;
  - b) Determine operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;
  - c) **Based on the company's organizational and management structure approved by the General Meeting of Shareholders and stipulated in this Charter, the Board of Directors has the right to decide in more detail on the Company's organizational structure, Accordingly, the Board of Directors decides on the functions of the Company, the number of departments, divisions and units; the establishment, division, separation, dissolution, consolidation... of departments, divisions and units within the Company;** decide to establish subsidiaries, branches, representative offices, transaction offices and contribute capital, buy/sell shares of other enterprises within the limits prescribed by law and the Company's Charter
  - d) Propose the types of shares that can be issued and the total number of shares issued by each type
  - e) Decide the selling price of bonds, stocks and convertible securities in case authorized by the General Meeting of Shareholders;
  - f) Election, dismissal, removal of the Chairman of the Board of Directors; Appoint, dismiss, sign contracts, terminate contracts for the General Director, Deputy General Director and other management positions prescribed by the company's Charter; decide on salaries and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits of those people;
  - g) Propose annual dividend level and determine interim dividend level; organize dividend payment;
  - h) Proposing reorganization, dissolution, or bankruptcy of the company;
  - i) Decide to repurchase shares according to the provisions of Clauses 1 and 2, Article 133 of the Law on Enterprises;
  - j) Decide to invest or sell Company assets with a value of less than 35% (thirty-five percent) of the total asset value recorded in the Company's most recent financial report;
  - k) Approve contracts and transactions (buying, selling, borrowing, lending and other transactions) with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial report. This regulation does not apply to contracts and transactions under the decision-making authority of the General Meeting of Shareholders specified in Points n and p, Clause 1, Article 15 - Charter.
  - l) Valuation of non-monetary assets contributed to the Company related to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and know-how technology;



- m) The Company's purchase or withdrawal of not more than 10% of each class of shares of the Company;
- n) Decide on the price to purchase or withdraw the Company's shares;
- o) Business issues or transactions that the Board of Directors decides must have approval within the scope of their powers and responsibilities;
- p) Decide to sign contracts and transactions with people specified in Clause 1, Article 167 of the Law on Enterprises with a value of less than 20% (twenty percent) of the total value of the Company's assets recorded in the report nearest finance;
- q) Decide to promulgate and amend internal management regulations under the authority of the General Meeting of Shareholders, after being approved by the General Meeting of Shareholders; Decisions to promulgate or amend other internal management regulations do not have to be submitted to the General Meeting of Shareholders for approval and are not subject to the delegation of powers to the General Director according to this Charter and other internal documents.
- r) Propose amendments and supplements to the Company's Charter;
- s) Exercise the rights of the owner of the subsidiary established by the Company and own 100% of the charter capital (including the rights of the owner as prescribed in the Subsidiary's Charter and regulations under the law);
- t) Other rights and obligations prescribed by law, Charter and Decision of the General Meeting of Shareholders.

3. The Board of Directors passes resolutions and decisions by voting at meetings, soliciting opinions in writing or in other forms prescribed by the company's charter. Each member of the Board of Directors has one vote.

4. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members shall approve their approval. That resolution or decision must jointly bear personal responsibility for that resolution or decision and must compensate the Company for damages; Members who oppose the adoption of the above resolutions and decisions are exempted from liability. In this case, the Company's shareholders have the right to request the Court to suspend the implementation or cancel the above resolutions and decisions.

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

1. The Board of Directors approves contracts and transactions with a value of less than 20% or transactions that result in a total transaction value arising within 12 months from the date of the first transaction with value less than 20% of the total asset value recorded in the most recent financial report between the Company and one of the following entities:

- Members of the Board of Directors, General Director and related persons of these subjects;

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

- Enterprises related to the objects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The Company representative signing a contract or transaction must notify members of the Board of Directors about the objects related to that contract or transaction and enclose the draft contract or main content of the transaction. The Board of Directors decides to approve contracts and transactions within 15 days from the date of receipt of the notice, unless the company charter stipulates a different period; Members of the Board of Directors with interests related to the parties in the contract or transaction do not have voting rights.

### **Article 13. Responsibilities of the Board of Directors in convening an extraordinary General Meeting of Shareholders**

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors considers it necessary for the benefit of the Company;
- b) The annual balance sheet, quarterly or six-month reports or audit reports of the fiscal year reflect the loss of 1/2 (half) of the Charter capital compared to the beginning of the period;
- c) The number of remaining members of the Board of Directors is less than the minimum number of members as prescribed by law;
- d) When the number of members of the Board of Directors is reduced by more than 1/3 (one third) compared to the number of members specified in the Charter - in this case the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 (sixty) days from the date the number of members is reduced by more than 1/3 (one third);
- e) At the request of a shareholder or group of shareholders specified in Clause 3, Article 12 of the Company's Charter; The request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with enough signatures of the relevant shareholders, or the request must be made in multiple copies and gather enough signatures of relevant shareholders;
- f. Other cases according to the provisions of law and the company's Charter.

2. Convene an extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within 60 days (sixty) from the date the number of remaining members of the Board of Directors is less than the minimum number of members as prescribed in the Company's Charter or receive a request specified in Point e, Clause 1 of this Article;

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

- a) Prepare a list of shareholders with the right to attend the meeting;
- b) Provide information and resolve complaints related to the list of shareholders;
- c) Prepare meeting agenda and content;

- d) Prepare documents for the meeting;
- d) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors;
- e) Determine meeting time and location;
- g) Send a meeting invitation to each shareholder with the right to attend the meeting according to the provisions of the Enterprise Law;
- h) Other tasks serving the meeting.

**Article 14. Subcommittees assisting the Board of Directors**

1. The Board of Directors can establish an affiliated subcommittee to be in charge of development policies, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee is decided by the Board of Directors. Activities of the subcommittee must comply with the regulations of the Board of Directors. .
2. The implementation of decisions of the Board of Directors, or of a subcommittee under the Board of Directors, or of a person as a member of a subcommittee of the Board of Directors must be in accordance with current legal regulations and stipulated in the Company's Charter.

**Chapter IV**

**BOARD OF DIRECTORS'S MEETINGS**

**Article 15: Board of Directors' meetings**

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the end of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest and equal number of votes or percentage of votes, the members vote according to the majority principle to select 01 person among them to convene a meeting of the Board of Directors.
2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:
  - a) There is a request from an independent member of the Board of Directors;
  - b) There is a request from the General Director or at least 05 other managers (from unit head level or higher);
  - c) There is a request from at least 02 members of the Board of Directors;
  - d) Other cases prescribed by the company's charter.
4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decided within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 days from the date of receiving the request specified in Clause 3 of this Article. In

case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors must be responsible for any damage caused to the Company; The requester has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a notice inviting the meeting at least 5 days before the meeting date. The meeting invitation must specifically identify the meeting time and location, program, issues discussed and decisions. The meeting invitation must be accompanied by documents used at the meeting and members' votes.

Notice of invitation to a meeting of the Board of Directors can be sent by invitation, phone, fax, electronic means or other methods prescribed by the Company's Charter and guaranteed to reach the contact address of each member of the Board of Directors registered at the Company.

7. A meeting of the Board of Directors is conducted when 3/4 or more of the total members attend the meeting. In case the meeting convened according to the provisions of this Clause does not have enough members attending the meeting as prescribed, it will be convened a second time within 7 days from the intended date of the first meeting. In this case, the meeting is conducted if more than half of the members of the Board of Directors attend the meeting.

8. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote according to the provisions of Clause 10 of this Article;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send voting ballots to the meeting via mail, fax, or email;
- đ) Send voting ballots by other means as prescribed in the company's charter.

9. In case of sending voting ballots to the meeting via mail, voting ballots must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 01 hour before the opening. Voting ballots may only be opened in the presence of all meeting attendees.

10. Members must attend all meetings of the Board of Directors. Members are authorized to authorize others to attend meetings and vote if approved by a majority of the Board of Directors.

11. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; In case the number of votes is equal, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

### **Article 16. Minutes of meetings of the Board of Directors**

1. Meetings of the Board of Directors must be minuted and may be audio-recorded, written down and stored in other electronic forms. Minutes must be made in Vietnamese and may be made in English, including the following main contents:

- a) Name, head office address, business code;

- b) Meeting time and location;
  - c) Purpose, agenda and meeting content;
  - d) Full name of each member attending the meeting or person authorized to attend the meeting and how to attend the meeting; Full names of members not attending the meeting and reasons;
  - đ) Issues discussed and voted on at the meeting;
  - e) Summary of opinions of each attending member according to the order of the meeting's progress;
  - g) Voting results clearly stating members who approve, disapprove and have no opinion;
  - h) The issue has been approved and the corresponding voting approval rate;
  - i) Full name, signature of the chairperson, the person taking the minutes and the attending members, except for the case specified in Clause 2 of this Article.
2. In case the chairman or the person taking the minutes refuses to sign the meeting minutes, but if it is signed by all other members of the Board of Directors attending the meeting and has all the content as prescribed in points a, b, c, d, đ, e, g and h Clause 1 of this Article, this minutes is effective.
3. The chairman, the person taking the minutes and those signing the minutes must be responsible for the truthfulness and accuracy of the content of the minutes of the Board of Directors meeting.
4. Minutes of meetings of the Board of Directors and documents used in the meeting must be kept at the Company's headquarters.
5. Minutes made in Vietnamese and possibly in English have the same legal effect. In case there is a difference in content between the minutes in Vietnamese and English, the content in the minutes in Vietnamese shall apply.

## Chapter V

### REPORTING AND PUBLICATION OF BENEFITS

#### Article 17. Annual report submission

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

- a) Report on the Company's business results;
- b) Financial statements;
- c) Report evaluating the management and administration of the Company;
- d) Report on the activities of independent members of the Board of Directors in the Audit Committee.

#### Article 18. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. The Board of Directors estimates the remuneration for each member according to the principle of consensus. The total remuneration and bonus of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of law on corporate income tax, shown as a separate section in the Company's annual financial report and must report to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors hold executive positions or members of the Board of Directors work in subcommittees of the Board of Directors or perform other tasks outside the scope of normal duties of a member. The Board of Directors may be paid additional remuneration in the form of a lump-sum salary, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors have the right to be paid all travel, meals, accommodation and other reasonable expenses that they have to pay when performing their responsibilities as members of the Board of Directors of the Company including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

### **Article 19. Disclosure of related interests**

In case the Company Charter does not have other stricter regulations, the disclosure of interests and related persons of the Company shall comply with the following regulations:

1. Members of the Company's Board of Directors must declare to the company their relevant interests, including:
  - a) Name, enterprise code, head office address, industry and business lines of the enterprise in which they own capital contribution or shares; proportion and time of ownership of that capital contribution or share;
  - b) Name, enterprise code, head office address, industry and business lines of the enterprise whose related persons jointly or separately own capital contributions or shares of 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 relevant benefit arises; Amendments and supplements must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.
3. Members of the Board of Directors who perform work in their own name or on behalf of others in any form within the scope of the Company's business must explain the nature and content before the Board of Directors and can only be implemented when approved by a majority of the remaining members of the Board of Directors; If performed without declaration or without approval of the Board of Directors, all income derived from that activity belongs to the Company.

## Chapter VI

### RELATIONSHIPS OF THE BOARD OF DIRECTORS

#### Article 20. Relationship between members of the Board of Directors

1. The relationship between members of the Board of Directors is a cooperative relationship; members of the Board of Directors are responsible for informing each other about relevant issues in the process of handling assigned work.
2. During the process of handling work, the member of the Board of Directors assigned to take the main responsibility must proactively coordinate and handle any problem related to the field in charge of another member of the Board of Directors. In case there are different opinions among the members of the Board of Directors, the member responsible shall report to the Chairman of the Board of Directors to consider and decide according to his authority or organize a meeting or collect opinions from the members of the Board of Directors in accordance with the provisions of law, the Company's Charter and these Regulations.
3. In case there is a reassignment between members of the Board of Directors, the members of the Board of Directors must hand over related work, records and documents. This handover must be made in writing and reported to the Chairman of the Board of Directors about that handover.

#### Article 21. Relationship with the Board of Management

In its role of governance, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors checks and supervises the implementation of resolutions.

#### Article 22. Relationship with the Audit Committee

1. The relationship between the Board of Directors and the Audit Committee is a cooperative relationship. The working relationship between the Board of Directors and the Audit Committee follows the principles of equality and independence, while closely coordinating and supporting each other in the process of performing tasks.
2. When receiving inspection minutes or summary reports from the Audit Committee, the Board of Directors is responsible for researching and directing relevant departments to develop plans and implement timely corrections.

## Chapter VII

### IMPLEMENTATION PROVISIONS

#### Article 23. Effectiveness of implementation

1. The operating regulations of the Board of Directors of Tien Phong Plastic Joint Stock Company include VII chapters, 23 articles and take effect from April 27, 2024.
2. Contents not mentioned in these Regulations will be adjusted according to the provisions of the Company's Charter and/or current legal regulations. In case the provisions of these Regulations conflict with the provisions of the Company's Charter, the contents of the Company's Charter will prevail.



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

**DANG QUOC DUNG**