

Ho Chi Minh City, May 27, 2026

INTERNAL REGULATION ON CORPORATE GOVERNANCE

Pursuant to the Law on Securities dated November 26, 2019 and its implementing documents;

Pursuant to the Law on Enterprises dated June 17, 2020 and its implementing documents;

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 Law on Securities;

Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

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

Pursuant to the Charter's Company of QP Holdings Joint Stock Company as duly adopted;

Pursuant to the Resolution of the Annual General Meeting of Shareholders in 2026 No.: 01/2026/NQ-DHDCD dated May 27, 2026.

The Board of Directors hereby promulgates the Internal Regulation on Corporate Governance of QP Holdings Joint Stock Company.

The Internal Regulation on Corporate Governance of QP Holdings Joint Stock Company includes the following contents:

Article 1. Scope of Regulation and Subjects of Application

1. Scope of regulation:

a. The Internal Regulation on Corporate Governance provides for the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the Audit Committee and the General Director; the order and procedures for convening and conducting meetings of the General Meeting of Shareholders; the nomination, candidacy, election, dismissal and removal of Members of the Board of Directors, members of the Audit Committee, the General Director, and other activities in accordance with the Charter's Company and other applicable laws and regulations.

b. Application of the Regulation: The order of precedence in application shall be as follows:

In the event that this Regulation does not provide for, or contains provisions inconsistent with, the relevant provisions of law and the Charter's Company, the provisions of law and the Charter's Company shall prevail.



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In the event of any amendment to the Charter's Company or changes in applicable laws resulting in any inconsistency with this Regulation, the new provisions of the applicable laws and the Charter's Company shall prevail.

2. Subjects of application: This Regulation shall apply to Members of the Board of Directors, the Audit Committee, the General Director and Related persons.

Article 2. General Meeting of Shareholders

1. Rights and obligations of the General Meeting of Shareholders.

The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall convene an annual meeting once per year within four (04) months from the end of the financial year. The Board of Directors may decide to extend the time for convening the Annual General Meeting of Shareholders where necessary, but not exceeding six (06) months from the end of the financial year.

The General Meeting of Shareholders shall have the following rights and obligations:

- a. To approve the development orientation of the Company;
- b. To decide on the types of shares and the total number of shares of each type authorized to be offered; to decide on the annual dividend rate of each type of shares;
- c. To elect, dismiss and remove Members of the Board of Directors;
- d. To decide on investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total asset value as recorded in the most recent financial statements of the Company;
- e. To decide on amendments to and supplements of the Charter's Company;
- f. To approve the annual financial statements;
- g. To decide on the repurchase of more than ten percent (10%) of the total number of issued shares of each type;
- h. To review and handle violations committed by Members of the Board of Directors and members of the Audit Committee that cause damage to the Company and its shareholders;
- i. To decide on the reorganization or dissolution of the Company;
- j. To decide on the budget or the total remuneration, bonuses and other benefits for the Board of Directors and the Audit Committee;
- k. To approve the Internal Regulation on Corporate Governance and the Regulation on the Operation of the Board of Directors;
- l. To approve the list of approved auditing firms; to decide on the approved auditing firm to audit the Company's operations; to dismiss an approved auditor when deemed necessary;
- m. To exercise other rights and perform other obligations in accordance with applicable laws.

2. Order and procedures for convening the General Meeting of Shareholders and adopting Resolutions by voting at the meeting of the General Meeting of Shareholders shall include the following principal contents:

- a) Authority to convene the General Meeting of Shareholders: The Board of

Directors, or shareholders or a group of shareholders holding five percent (5%) or more of the total number of ordinary shares as prescribed in Clause 2, Article 12 of the Charter's Company, shall have the right to request the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises and the Charter's Company;

b) Preparation of the list of shareholders entitled to attend the meeting: The person convening the General Meeting of Shareholders shall prepare the list of shareholders eligible to attend and vote at the meeting. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the list provided by the Vietnam Securities Depository and Clearing Corporation no more than ten (10) days prior to the date of sending the notice of invitation to the meeting. The Company shall disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date;

c) Notice of record date for determining shareholders entitled to attend the General Meeting of Shareholders;

d) Notice of invitation to the General Meeting of Shareholders:

The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by registered mail to ensure delivery to the shareholders' contact addresses, and simultaneously disclosed on the Company's website, the website of the State Securities Commission of Vietnam, and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the meeting shall send the notice of invitation to all shareholders in the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is duly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. In the event that documents are not enclosed with the notice of invitation, the notice must clearly state the link to all meeting documents for shareholders' access, including:

- Agenda and documents used at the meeting;
- List and detailed information of candidates in the case of election of Members of the Board of Directors;
- Voting ballots;
- Draft Resolutions of the General Meeting of Shareholders corresponding to the expected contents of the meeting; list and detailed information of candidates in the case of election of Members of the Board of Directors.

e) Agenda and contents of the General Meeting of Shareholders:

The person convening the General Meeting of Shareholders shall prepare the agenda and contents of the meeting.

Shareholders or a group of shareholders as prescribed in Clause 2, Article 12 of the Charter's Company and Clause 2, Article 115 of the Law on Enterprises shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than three (03) working days prior to the opening date, unless otherwise provided in the Charter's Company. The proposal must specify the name of the shareholder, the number of each class of shares held, and the proposed matters to be included in the agenda.

In the event that the person convening the meeting refuses such proposal, a written

response stating the reasons must be provided no later than two (02) working days prior to the opening date of the meeting. The proposal may only be refused in the following cases:

- The proposal is not submitted within the prescribed time limit;
- The proposed matter is not within the authority of the General Meeting of Shareholders;
- Other cases as prescribed in the Charter's Company.

The person convening the meeting shall accept and include such proposals in the proposed agenda and contents of the meeting, except for the cases of refusal mentioned above; the proposal shall be officially included if approved by the General Meeting of Shareholders.

f) Authorization to attend the General Meeting of Shareholders:

A shareholder or an authorized representative of an institutional shareholder may attend the meeting in person or authorize one or more individuals or organizations to attend the meeting or participate through one of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises.

The authorization must be made in writing in accordance with civil law and must clearly specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the scope, content and duration of the authorization, and the signatures of the authorizing and authorized parties.

The authorized representative must submit the authorization document upon registration for attendance. In the case of re-authorization, the attendee must present the original authorization document (if not previously registered with the Company) and the document permitting re-authorization.

The voting ballots of the authorized representative shall remain valid within the scope of authorization even in the following cases, except where:

- The authorizing person has died, has lost or has limited civil act capacity;
- The authorization has been revoked;
- The authority of the authorized representative has been terminated.

The above provision shall not apply if the Company receives notice of such events prior to the opening of the meeting or prior to the reconvened meeting.

g) Registration for attendance: In accordance with the instructions provided in the notice of invitation issued by the Company;

h) Conditions for holding the meeting:

The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than fifty percent (50%) of the total voting rights.

If the first meeting does not meet the quorum, a second meeting notice shall be sent within thirty (30) days from the intended date of the first meeting. The second meeting shall be conducted when attending shareholders represent at least thirty-three percent (33%) of the total voting rights.

If the second meeting does not meet the quorum, a third meeting notice shall be sent within twenty (20) days from the intended date of the second meeting. The third meeting shall be conducted regardless of the total voting rights of attending shareholders.

i) Forms of adopting Resolutions of the General Meeting of Shareholders:

Resolutions shall be adopted either by voting at the meeting or by collecting written opinions, depending on specific circumstances.

Unless otherwise provided in the Charter's Company, the following matters must be adopted by voting at the meeting:

- Amendments and supplements to the Charter's Company;
- Development orientation of the Company;
- Types of shares and total number of shares of each type;
- Election, dismissal and removal of Members of the Board of Directors;
- Investment or sale of assets with a value equal to or exceeding thirty-five percent (35%) of total assets as recorded in the most recent financial statements, unless otherwise provided in the Charter's Company;

Approval of annual financial statements;

Reorganization or dissolution of the Company.

In case of adoption by written opinion collection, such adoption shall be conducted in accordance with Article 22 of the Charter's Company and shall have the same validity as Resolutions adopted at a meeting.

k) Voting and vote counting procedures:

Upon registration, each shareholder or authorized representative shall be issued a voting card or ballot indicating registration number, name of the shareholder, name of the authorized representative and the number of voting rights. At the time of voting, votes in favor shall be collected first, followed by votes against, and the total votes shall then be counted. The total number of votes in favor, against, abstentions or invalid votes for each matter shall be announced immediately by the Chairman. The General Meeting of Shareholders shall appoint vote counters or supervisors of vote counting upon the proposal of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders but shall not exceed the limit prescribed by law.

Shareholders or authorized representatives arriving after the opening of the meeting shall be entitled to register and participate in voting without affecting the validity of previously adopted matters.

l) Conditions for adoption of Resolutions:

Resolutions on the following five (05) matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of attending shareholders, except as provided in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- (i) Types of shares and total number of shares of each type;
- (ii) Changes in business lines and sectors;
- (iii) Changes in the organizational structure of management;
- (iv) Investment projects or sale of assets with a value equal to or exceeding thirty-five percent (35%) of total assets;
- (v) Reorganization or dissolution of the Company.

Resolutions shall be adopted when shareholders holding more than 50% of the total voting rights of all shareholders attending and voting at the meeting approve them, except for

the five matters from (i) to (v) mentioned above and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.

Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be lawful and effective even where the procedures and formalities for convening the meeting and adopting such resolutions are in violation of the provisions of the Law on Enterprises and the Charter's Company.

In case resolutions are adopted by way of collecting written opinions, a General Meeting of Shareholders resolution shall be adopted if shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote approve it.

Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be lawful and effective even where the procedures and formalities for adopting such resolutions are not properly complied with in accordance with the regulations.

Resolutions, Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered for attendance together with shareholders' signatures, written authorization for attendance at the meeting, all documents attached to the Minutes (if any), and related documents enclosed with the meeting invitation notice must be subject to Information disclosure in accordance with the provisions of the law on information disclosure in the securities market and must be retained at the Company's head office.

m) Announcement of vote counting results:

Upon completion of vote counting, the vote counting committee shall announce the results directly at the meeting, specifying the number of votes in favor, against and abstentions for each matter.

n) Request for annulment of Resolutions adopted by written opinion:

Within ninety (90) days from the date of receipt of the Resolution or the Minutes of the General Meeting of Shareholders (GMS) or the Minutes of vote counting results of written opinion collection from shareholders, shareholders or groups of shareholders specified in Clause 2 Article 12 of the Charter's Company shall have the right to request a Court or Arbitration to review and annul the Resolution or part of the content of a Resolution of the General Meeting of Shareholders in the following cases:

- The procedures and formalities for convening the meeting and adopting decisions of the General Meeting of Shareholders seriously violate the provisions of this Law and the Charter's Company, except for the case specified in Clause 2 Article 152 of the Law on Enterprises;
- The contents of the Resolution violate the law or the Charter's Company.

In the event that a Resolution of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the convener of the annulled General Meeting of Shareholders (GMS) may consider re-convening the General Meeting of Shareholders within sixty (60) days in accordance with the order and procedures prescribed by the Law on Enterprises and the Charter's Company.

o) Preparation of Minutes of the General Meeting of Shareholders

The meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall include the following principal contents:

- Name, head office address, and enterprise registration number;



- Time and venue of the General Meeting of Shareholders;
- Agenda and contents of the meeting;
- Full name of the Chairman and the secretary;
- Summary of the meeting proceedings and shareholders' opinions expressed at the General Meeting of Shareholders on each matter included in the meeting agenda;
- Number of shareholders and total voting rights of attending shareholders; appendix of the list of registered attending shareholders and shareholder representatives, specifying the corresponding number of shares and voting rights;
- Total number of votes for each voting matter, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; corresponding percentages over the total voting rights of attending shareholders;
- Matters approved and the corresponding approval voting ratios;
- Full names and signatures of the Chairman and the secretary..

In case the Chairman and/or the secretary refuse to sign the minutes, such minutes shall remain valid if it is signed by all other Members of the Board of Directors attending the meeting and contains all contents as required under this Clause. The minutes shall clearly state the refusal of the Chairman and/or the secretary to sign the minutes.

The Minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting.

The Chairman and secretary of the meeting, or other persons signing the minutes, shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any inconsistency between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

The minutes are information subject to disclosure within twenty-four (24) hours on the Company's website, in accordance with the Charter's Company and Circular No. 96/2020/TT-BTC.

The Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered for attendance, the adopted resolutions, and related documents attached to the meeting invitation notice must be retained at the Company's head office..

p) Disclosure of Resolutions of the General Meeting of Shareholders

Resolutions of the General Meeting of Shareholders (GMS) must be disclosed in accordance with the provisions of the Charter's Company and Circular No. 96/2020/TT-BTC.

3. Order and Procedures for the General Meeting of Shareholders (GMS) to adopt Resolutions by Way of Written Opinion Collection shall be as prescribed in Article 22 of the Charter's Company and include the following principal contents:

a) When deemed necessary in the interest of the Company, the Board of Directors shall have the right to collect written opinions from shareholders in order to adopt all Resolutions within the competence of the General Meeting of Shareholders.

b) Order and Procedures for the General Meeting of Shareholders to adopt

Resolutions by Way of Written Opinion Collection

The Board of Directors shall prepare the opinion ballot, the draft Resolution of the General Meeting of Shareholders, and explanatory documents for the draft Resolution, and shall send them to all shareholders entitled to vote no later than 10 days prior to the deadline for returning the opinion ballot. The preparation of the list of shareholders to whom the opinion ballot is sent shall comply with Clause 1 and Clause 2 Article 141 of the Law on Enterprises. The requirements and methods for sending the opinion ballot and accompanying documents shall comply with Article 143 of the Law on Enterprises;

The opinion ballot must include the following principal contents::

- Name, head office address, and enterprise registration number;
- Purpose of the opinion collection;
- Full name, contact address, nationality, and legal document number of an individual shareholder in case the shareholder is an individual; name, enterprise registration number or legal document number of the organization, and head office address in case the shareholder is an organization; or full name, contact address, nationality, and legal document number of the individual representing the organizational shareholder; number of shares of each class and number of voting rights of the shareholder;
- Issues to be consulted for adoption;
- Voting options including approval, disapproval, and abstention for each consulted issue;
- Deadline for returning the completed opinion ballot to the Company;
- Full name and signature of the Chairman of the Board of Directors.

Shareholders may submit completed written opinion ballots to the Company by post, fax, or email in accordance with the following provisions:

- In case of postal submission, the completed opinion ballot must bear the signature of the individual shareholder or the authorized representative or legal representative of an organizational shareholder. The opinion ballot returned to the Company must be placed in a sealed envelope and shall not be opened by any person prior to vote counting;
- In case of submission by fax or email, the opinion ballot returned to the Company must be kept confidential until the time of vote counting;
- Opinion ballots returned to the Company after the deadline specified in the opinion ballot or those that have been opened in the case of postal submission or disclosed in the case of fax or email submission shall be invalid. Opinion ballots not returned to the Company shall be deemed as non-participation in voting.

The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the supervision and witnessing of a shareholder who does not hold a management position in the Company. The vote counting minutes must include the following principal contents:

- Name, head office address, and enterprise registration number;
- Purpose and issues to be consulted for adoption of the Resolution;
- Number of shareholders with total voting rights participating in the voting,

clearly distinguishing valid and invalid votes and methods of submission of voting ballots, together with an appendix of the list of participating shareholders;

- Total number of votes in favor, against, and abstaining for each issue;
- Issues adopted and corresponding approval voting ratios;
- Full names and signatures of the Chairman of the Board of Directors, vote counting supervisor, and vote counter.

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; and shall be jointly liable for any damages arising from decisions adopted based on inaccurate or untruthful vote counting results.

The vote counting minutes and the Resolution of the General Meeting of Shareholders are information subject to disclosure within twenty-four (24) hours on the Company's website, in accordance with the Charter's Company and Circular No. 96/2020/TT-BTC.

Completed opinion ballots, vote counting minutes, adopted Resolutions, and related documents enclosed with the opinion ballot shall be retained at the Company's head office;

In case a Resolution is adopted by way of written opinion collection, the Resolution of the General Meeting of Shareholders shall be adopted if shareholders holding more than 50% of the total voting rights of all voting shareholders approve it.

A Resolution adopted by way of written opinion collection shall have the same legal validity as a Resolution adopted at a meeting of the General Meeting of Shareholders.

4. Order and Procedures for the General Meeting of Shareholders to adopt Resolutions by Way of Online Meeting or Hybrid Meeting (In-person Combined with Online Participation)

In addition to the form of in-person meeting, the Annual General Meeting of Shareholders and extraordinary General Meeting of Shareholders of the Company may be conducted in the form of an online meeting or a hybrid meeting (in-person combined with online participation) in the following cases:

a) Force majeure events, including but not limited to natural disasters, war, epidemics, etc.; and/or

b) Other objective events where the Board of Directors considers that it is not convenient and/or not appropriate to organize the General Meeting of Shareholders in the form of an in-person meeting.

In case the Board of Directors decides to organize the General Meeting of Shareholders in the form of an online meeting or a hybrid meeting (in-person combined with online participation), the Board of Directors shall be responsible for issuing and disclosing the "Regulations on the Organization of Online General Meeting of Shareholders / Hybrid General Meeting of Shareholders (In-person Combined with Online Participation)" in accordance with the timeline prescribed by law.

c) Authorization of representatives to attend the online General Meeting of Shareholders;

d) Conditions for conducting the meeting;

e) Form of adoption of Resolutions of the online General Meeting of Shareholders;

f) Method of online voting;

- g) Method of online vote counting;
- h) Announcement of vote counting results;
- i) Preparation of Minutes of the General Meeting of Shareholders;
- k) Disclosure of Resolutions of the General Meeting of Shareholders

5. Order and Procedures for the General Meeting of Shareholders to adopt Resolutions by Way of Hybrid Meeting (In-person Combined with Online Participation) (including procedures for organizing the meeting and voting), in which the following contents shall be specified:

- a) Notice of convening the General Meeting of Shareholders;
- b) Method of registration for attendance at the General Meeting of Shareholders;
- c) Authorization of representatives to attend the General Meeting of Shareholders;
- d) Conditions for conducting the meeting;
- e) Form of adoption of Resolutions of the General Meeting of Shareholders;
- f) Method of voting;
- g) Method of vote counting;
- h) Announcement of vote counting results;
- i) Preparation of Minutes of the General Meeting of Shareholders;
- k) Disclosure of Resolutions of the General Meeting of Shareholders.

Article 3. Board of Directors

1. Rights and obligations of the Board of Directors, and responsibilities of Members of the Board of Directors.

The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide upon and exercise the rights and obligations of the Company, except for those rights and obligations falling within the competence of the General Meeting of Shareholders.

The Board of Directors shall have the following rights and obligations:

- a) To decide on the Company's medium-term development strategy, plans, and annual business plans;
- b) To propose the types of shares and the total number of shares of each type that are permitted to be offered for sale;
- c) To decide on the sale of unsold shares within the total number of shares of each type permitted to be offered for sale; to decide on additional capital mobilization in other forms;
- d) To decide on the offering price of the Company's shares and bonds;
- e) To decide on the repurchase of shares in accordance with Clauses 1 and 2 Article 133 of the Law on Enterprises;
- f) To decide on investment plans and investment projects within its authority and limits as prescribed by law;
- g) To decide on market development, marketing, and technology solutions;
- h) To approve contracts for purchase, sale, borrowing, lending, and other contracts or

transactions with a value equal to or greater than 35% of the total assets recorded in the Company's most recent financial statements, except where the Charter's Company provides for a different threshold or value, and except for contracts and transactions under the competence of the General Meeting of Shareholders in accordance with Point d Clause 2 Article 138, Clauses 1 and 3 Article 167 of the Law on Enterprises;

i) To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, sign and terminate contracts with the General Director and other managers as specified in the Charter's Company; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders in other companies, and to decide on remuneration and other benefits of such persons;

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

l) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, representative offices, and on capital contribution to or acquisition of shares in other enterprises;

m) To approve the program, contents, and documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to adopt Resolutions;

n) To submit annual financial statements to the General Meeting of Shareholders;

o) To propose the dividend level to be paid; to decide on the timing and procedures for dividend payment or the handling of losses arising in business operations;

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

q) Right to be provided with information:

Members of the Board of Directors shall have the right to request the General Director, Deputy General Director, and other managers of the Company to provide information and documents regarding the financial status and business operations of the Company and its units.

Requested managers shall be responsible for promptly, fully, and accurately providing information and documents as requested by Members of the Board of Directors. The order and procedures for requesting and providing information shall be stipulated in the Charter's Company;

r) Other rights and obligations as provided by the Law on Enterprises and the Charter's Company.

2. Nomination, self-nomination, election, removal, and dismissal of members of the Board of Directors, including the following key contents:

a) Term of office and number of members of the Board of Directors

The Board of Directors of the Company shall consist of three (03) to five (05) members.

The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. An individual may be elected as an independent member of the Board of Directors for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously complete their term, such members shall continue to serve as members of the

Board of Directors until new members are elected to replace them and assume their duties.

b) Structure, standards, and conditions of members of the Board of Directors

The structure of the Board of Directors shall comply with Clause 3, Article 26 of the Company's Charter. The Board of Directors must include at least one (01) non-executive member and at least one (01) independent member. The Company shall minimize the number of Board members concurrently holding executive positions to ensure the independence of the Board of Directors.

Standards and conditions of members of the Board of Directors:

Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises.

c) Nomination and self-nomination of members of the Board of Directors

(i) Where candidates for the Board of Directors have been identified, the Company must disclose information regarding such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website for shareholders' reference before voting. Each candidate must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and must undertake to perform their duties in an honest, prudent manner and in the best interests of the Company if elected. Information disclosed regarding candidates shall include:

Full name, date, month, and year of birth;

Professional qualifications;

Work experience;

Other management positions held (including board positions in other companies);

Interests related to the Company and its related parties;

Other information (if any) as required by the Company's Charter;

The Company shall disclose information on companies where the candidate currently holds board or other managerial positions and any related interests (if any).

(ii) Shareholders or groups of shareholders holding from 10% of total ordinary shares or more are entitled to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

Shareholders holding ordinary shares may aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to under 30% of total voting shares may nominate one (01) candidate; from 30% to under 50% may nominate up to two (02) candidates; and from 50% or more may nominate up to five (05) candidates.

(iii) In case the number of candidates nominated and self-nominated is still insufficient under Clause 5, Article 115 of the Law on Enterprises, the current Board of Directors shall propose additional candidates or organize nominations in accordance with the Company's Charter, Internal Governance Regulations, and Board of Directors' Regulations. Any additional nomination by the incumbent Board must be clearly disclosed prior to the General Meeting's voting.

(iv) Members of the Board of Directors must meet the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises.

d) Election method for members of the Board of Directors

The election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder shall have total voting rights equivalent to the number of shares owned multiplied by the number of Board members to be elected. Shareholders may accumulate all or part of their votes for one or several candidates. Elected members shall be determined in descending order of votes received, starting from the candidate with the highest number of votes until the required number of members is reached as stipulated in the Company's Charter. In case two (02) or more candidates receive equal votes for the final seat(s), a re-election among such candidates shall be conducted or selection shall be made in accordance with criteria specified in the election rules or the Company's Charter.

e) Cases of resignation, removal, dismissal, and supplementation of member of the Board of Directors

The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

Failure to meet the standards and conditions under Article 155 of the Law on Enterprises;

Submission of a resignation letter and its acceptance;

Other cases as provided in the Company's Charter.

The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

Failure to participate in Board activities for six (06) consecutive months, except in force majeure cases;

Other cases as provided in the Company's Charter.

When deemed necessary, the General Meeting of Shareholders may decide to replace Board members; remove or dismiss members of the Board of Directors in addition to the cases specified in this clause.

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

The number of Board members is reduced by more than one-third (1/3) of the number prescribed in the Company's Charter. In such case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the reduction exceeds one-third;

The number of independent Board members falls below the required ratio under Point b, Clause 1, Article 137 of the Law on Enterprises;

Except for the cases specified above, the General Meeting of Shareholders shall elect replacement members at the nearest meeting.

f) Notification of election, removal, and dismissal of Board members

Where candidates for the Board of Directors have been identified, the Company must disclose relevant information at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website for shareholders' reference before voting. Candidates must provide written commitments on the truthfulness and accuracy of disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected.

Detailed information regarding candidates is provided in Article 25 of the Company's Charter.

Disclosure of removal or dismissal of Board members shall comply with legal requirements on information disclosure applicable to listed companies. The proposal on removal or dismissal must be submitted to and approved by the General Meeting of Shareholders.

g) Procedures for nomination of Board candidates

Shareholders or groups of shareholders holding from 10% of total ordinary shares or more, as specified in Point c, Clause 2 of this Article, are entitled to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

Where the number of nominated and self-nominated candidates remains insufficient under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may propose additional candidates or organize nominations in accordance with the Company's Charter, Internal Governance Regulations, and Board of Directors' Regulations. Any such nomination must be clearly disclosed prior to voting at the General Meeting of Shareholders.

h) Election, removal, and dismissal of the Chairman of the Board of Directors

The Chairman of the Board of Directors shall be elected, removed, or dismissed by the Board of Directors from among its members. The Chairman shall be elected at the first meeting of the Board of Directors within seven (07) working days from the completion of the election of the Board of Directors.

In case the Chairman submits a resignation or is removed or dismissed, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation or removal/dismissal decision.

3. Remuneration and other benefits of members of the Board of Directors

The remuneration, bonuses, and other benefits of members of the Board of Directors are specified in detail in Article 28 of the Company's Charter and Article 18 of the Board of Directors' Internal Regulations.

4. Order and procedures for convening and conducting meetings of the Board of Directors, including the following key contents:

a) Minimum number of meetings:

The Board of Directors shall meet at least once per quarter and may hold extraordinary meetings as necessary.

b) Cases requiring an extraordinary Board meeting:

The Chairman of the Board of Directors shall convene a Board meeting in the following cases:

Upon request of the Audit Committee or an independent member of the Board of Directors;

Upon request of the General Director or at least five (05) other managers;

Upon request of at least two (02) members of the Board of Directors.

The Chairman of the Board of Directors must convene the meeting within seven (07) working days from the date of receipt of such requests.

c) Notice of Board meetings:

The Chairman of the Board of Directors or the person convening the meeting must send a meeting invitation at least three (03) working days prior to the meeting date. The

notice must specify the time, venue, agenda, discussion matters, and decisions to be made. The notice must be accompanied by meeting documents and voting ballots for members.

d) Conditions for conducting Board meetings:

A Board meeting shall be conducted when at least three-fourths (3/4) of the total members attend. If the first meeting does not meet the quorum requirement, a second meeting shall be convened within seven (07) days from the originally scheduled date. In such case, the meeting may proceed if more than half of the Board members attend.

e) Voting method:

A Board member is deemed to participate and vote in the meeting in the following cases:

Direct participation and voting at the meeting;

Authorizing another person to attend and vote in accordance with Clause 11, Article 30 of the Company's Charter;

Participation and voting via online meetings, electronic voting, or other electronic means;

Submission of voting ballots via post, fax, or email.

Where voting ballots are submitted by post, they must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the meeting opening. The ballots shall only be opened in the presence of all attending members.

g) Adoption of resolutions of the Board of Directors:

Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of attending members. In case of a tie vote, the final decision shall follow the opinion of the Chairman of the Board of Directors.

h) Authorization for attendance:

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

i) Minutes of Board meetings:

Board meetings must be recorded in minutes and may also be audio-recorded or stored in other electronic formats. Minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and shall include the following key contents:

Name, head office address, and enterprise registration number;

Time and venue of the meeting;

Purpose, agenda, and content of the meeting;

Names of attending members or authorized representatives and their form of participation; names of absent members and reasons;

Issues discussed and voted upon at the meeting;

Summary of opinions of each attending member in the order of discussion;

Voting results, clearly indicating members who voted in favor, against, or abstained;

Resolutions adopted and corresponding approval ratios;

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Names and signatures of the Chairman and the minutes recorder, except where the Chairman and/or secretary refuses to sign as provided in Point k of this Clause.

k) Cases where the Chairman and/or secretary refuses to sign the minutes:

Where the Chairman and/or the minutes recorder refuses to sign the minutes, but all other attending Board members agree to sign and the minutes fully comply with Points a, b, c, d, dd, e, g, and h of this Clause, the minutes shall remain valid. The minutes must clearly state the refusal to sign. The signatories of the minutes shall be jointly responsible for the accuracy and truthfulness of its contents. The Chairman and/or minutes recorder shall bear personal liability for any damages caused to the Company due to refusal to sign, in accordance with the Law on Enterprises, the Company's Charter, and applicable laws.

l) Notification of resolutions and decisions of the Board of Directors:

Minutes of Board meetings and related documents must be retained at the Company's head office.

Depending on the nature and content of the meeting, disclosure or announcement of Board resolutions and decisions shall comply with information disclosure regulations in the securities market under Circular No. 96/2020/TT-BTC.

5. Committees under the Board of Directors (if any)

The Board of Directors may establish subordinate committees to be in charge of development strategy, personnel, remuneration, internal audit, and risk management. The number of members of each committee shall be decided by the Board of Directors, with a minimum of three (03) members, including members of the Board of Directors and external members. Independent members and/or non-executive members of the Board of Directors shall constitute a majority of the committee, and one of such members shall be appointed as the Head of the committee by the Board of Directors.

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

The implementation of decisions of the Board of Directors or its committees must comply with applicable laws, the Company's Charter, and the Internal Corporate Governance Regulations.

6. Person in charge of corporate governance

Pursuant to Clause 2, Article 281 of Decree No. 155/2020/ND-CP and Article 32 of the Company's Charter.

The appointment, dismissal, and removal of the Person in charge of corporate governance shall fall under the authority of the Board of Directors.

The Person in charge of corporate governance must satisfy the following criteria:

Having knowledge of law;

Not concurrently working for an independent auditing firm that is auditing the Company's financial statements;

Meeting other standards as prescribed by law and the Company's Charter.

The disclosure of appointment, dismissal, and removal of the Person in charge of corporate governance shall comply with regulations on information disclosure in the securities market under Circular No. 96/2020/TT-BTC.

The Board of Directors must appoint at least one (01) Person in charge of corporate governance to support corporate governance activities. Such person may concurrently act as Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

The Person in charge of corporate governance must not concurrently work for an approved audit firm auditing the Company's financial statements.

The Person in charge of corporate governance has the following rights and obligations:

a) To advise the Board of Directors on organizing General Meeting of Shareholders in accordance with regulations and on matters between the Company and its shareholders;

b) To prepare meetings of the Board of Directors, the Audit Committee, and the General Meeting of Shareholders at the request of the Board of Directors or the Audit Committee;

c) To advise on meeting procedures;

d) To attend meetings;

e) To advise on procedures for preparing resolutions of the Board of Directors in compliance with law;

f) To provide financial information, copies of minutes of Board meetings, and other information to members of the Board of Directors and the Audit Committee;

g) To monitor and report to the Board of Directors on the Company's information disclosure activities;

h) To act as a liaison with stakeholders;

i) To maintain confidentiality of information in accordance with the law and the Company's Charter;

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

Article 4. Audit Committee

1. Roles, powers and obligations of the Audit Committee; responsibilities of its members

The Audit Committee shall have the rights and obligations as prescribed in Article 161 of the Law on Enterprises and the following rights and duties:

To supervise the integrity of the Company's financial statements and official disclosures relating to the Company's financial results;

To review the internal control system and risk management system;

To review related-party transactions subject to approval by the Board of Directors or the General Meeting of Shareholders, and to provide recommendations on transactions requiring such approval;

To direct the Company's internal audit function;

To recommend the list of independent auditing firms, audit fees, and related contractual terms for the Board of Directors' approval prior to submission to the Annual General Meeting of Shareholders;

To monitor and assess the independence, objectivity of the external auditor and the effectiveness of the audit process, particularly where the Company engages non-audit services from the auditor;

To supervise compliance with applicable laws, regulatory requirements, and the Company's internal regulations;

To have access to relevant documents on the Company's operations and to discuss with other members of the Board of Directors, the General Director, and the Chief Executive Officer to obtain information for the Audit Committee's activities;

To request representatives of the approved auditing firm to attend and respond to issues relating to audited financial statements at Audit Committee meetings;

To engage external legal, accounting, or other advisory services where necessary;

To develop and submit risk identification and management policies to the Board of Directors, and propose measures for handling risks arising from the Company's operations;

To prepare written reports to the Board of Directors upon detection that members of the Board of Directors, the General Director, or other managers fail to properly perform their duties under the Law on Enterprises and the Company's Charter;

To develop the Internal Regulations of the Audit Committee and submit them to the Board of Directors for approval;

To develop and approve the regulations/charter of the Internal Audit Department;

Other rights and obligations as detailed in the Audit Committee's Internal Regulations.

2. Term, number, standards, nomination and candidacy of Audit Committee members

a) Term of the Audit Committee

The term of the Audit Committee shall be the same as that of the Board of Directors. Accordingly, the term of an Audit Committee member shall not exceed five (05) years.

b) Number and structure of the Audit Committee

The Audit Committee shall consist of at least two (02) members. The specific number of members shall be decided by the Board of Directors. In particular:

The Chairman of the Audit Committee must be an independent member of the Board of Directors appointed by the Board of Directors; and

Members of the Audit Committee must be non-executive members of the Board of Directors.

Audit Committee members may be assigned to be in charge of one or several specific areas and shall be responsible for their assigned duties. The Chairman of the Audit Committee shall assign tasks to members based on their competence, professional experience, and the Committee's work plan.

c) Standards of Audit Committee members

Members of the Audit Committee must satisfy the following requirements:

Having knowledge of accounting and auditing, general understanding of law and the Company's operations, and not falling under the following cases:

Working in the accounting or finance department of the Company;

Being a member or employee of the auditing firm that has audited the Company's financial statements within the preceding five (05) years.

The Chairman of the Audit Committee must hold a university degree or higher in

economics, finance, accounting, auditing, law, or business administration.

d) Nomination and candidacy for Audit Committee members

The Board of Directors of the previous term is responsible for preparing a list of candidates for election of independent members of the Board of Directors for the next term.

After the General Meeting of Shareholders elects the Board of Directors for the new term, at the first meeting of the new term, the Board members shall elect the Chairman of the Board of Directors. The Chairman of the Board of Directors shall, based on the profiles of Board candidates, propose a list of Audit Committee members and nominate one (01) Board member to serve as Chairman of the Audit Committee.

Other members of the Board of Directors may self-nominate to become members of the Audit Committee if they meet the required standards.

The entire Board of Directors shall vote to elect the Chairman of the Audit Committee and other members based on the candidate list prepared as stated above.

Article 5. General Director

1. Role, responsibilities, powers and obligations of the General Director

The General Director is the person responsible for the day-to-day business operations of the Company; is subject to supervision by the Board of Directors; and is responsible to the Board of Directors and to the law for the performance of assigned rights and obligations.

The General Director has the following rights and obligations:

- a) To decide on matters relating to the Company's day-to-day business activities that do not fall within the authority of the Board of Directors;
- b) To organize the implementation of resolutions and decisions of the Board of Directors;
- c) To organize the implementation of the Company's business plan and investment plan;
- d) To propose the organizational structure and internal governance regulations of the Company;
- dd) To appoint, dismiss, and remove managerial positions within the Company, except for positions under the authority of the Board of Directors;
- e) To decide on salaries and other benefits for employees of the Company, including managers under the General Director's appointment authority;
- g) To recruit employees;
- h) To propose dividend distribution plans or measures for handling business losses;
- i) Other rights and obligations in accordance with applicable law, the Company's Charter, and resolutions/decisions of the Board of Directors.

2. Appointment, removal, contract execution, and termination of the General Director

- a) Appointment and execution of labor contract with the General Director:

The Board of Directors shall appoint one (01) member of the Board of Directors (excluding the Chairman of the Board of Directors) or hire another person to act as the General Director.

- b) Term, standards and conditions of the General Director:

The term of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The General Director must satisfy the standards and conditions as prescribed by law and the Company's Charter.

The standards and conditions of the General Director are specified in detail under Clause 5, Article 162 of the Law on Enterprises.

c) Removal and termination of the labor contract with the General Director:

The Board of Directors may dismiss the General Director when a majority of voting members attending the meeting of the Board of Directors approve, and shall appoint a replacement General Director.

d) Disclosure of appointment, removal, execution, and termination of the General Director:

To be implemented in accordance with the law on information disclosure in the securities market under Circular No. 96/2020/TT-BTC.

dd) Salary and other benefits of the General Director:

The General Director is entitled to salary and bonus. The salary and bonus of the General Director shall be determined by the Board of Directors.

Article 6. Other Activities

1. Coordination between the Board of Directors and the General Director

In relation to the organization of the Annual General Meeting of Shareholders, the Board of Directors shall notify the General Director regarding coordination and use of resources within a reasonable timeframe in accordance with the Company's Charter.

In urgent cases, the Board of Directors has the right to request the General Director and other executive officers of the Company to provide information on the Company's operations. The Board of Directors shall not use any undisclosed information of the Company or disclose it to any third party for purposes related to transactions.

Matters within the approval authority of the Board of Directors under applicable law and the Company's Charter, which are proposed by the General Director, must be responded to by the Board of Directors within the timeframe prescribed in the Company's Charter.

2. Coordination between the General Director and the Board of Directors, and the Audit Committee

The General Director is the person responsible for the overall management and operation of the Company, ensuring its continuous and efficient functioning.

The General Director is responsible to the General Meeting of Shareholders and the Board of Directors for the performance of his/her duties and powers, and shall report to these bodies upon request.

Where proposing measures to improve the Company's operations and management, the General Director shall submit such proposals to the Board of Directors and the Audit Committee as soon as practicable, but no later than seven (07) days prior to the date on which the relevant matters are required to be decided.

The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salary, social insurance, benefits, rewards, and disciplinary actions applicable to employees and managerial personnel.

Other matters requiring the opinion of the General Director from the Board of Directors and the Audit Committee must be submitted at least seven (07) working days in advance, and the Board of Directors and the Audit Committee shall provide their feedback within seven (07) working days.

Article 7. Amendments and Supplements to the Corporate Governance Regulations

1. Any amendment or supplementation to these Regulations shall be reviewed and decided by the General Meeting of Shareholders of the Company.

2. In the event that any provisions of law relevant to the Company's operations have not been addressed in these Regulations, or where new legal provisions differ from the provisions herein, such legal provisions shall automatically prevail and govern the Company's operations accordingly.

Article 8. Effectiveness

1. The Internal Regulations on Corporate Governance of QP Holdings Joint Stock Company comprise 08 Articles, approved by the Annual General Meeting of Shareholders in 2026 and shall take effect from the date of signing. These Regulations replace any previously approved Corporate Governance Regulations by the General Meeting of Shareholders (if any).

2. These Regulations constitute the sole and official Corporate Governance Regulations of QP Holdings Joint Stock Company.

3. Any copies or extracts of the Corporate Governance Regulations must bear the signature of the Chairman of the Board of Directors.

ON BEHALF OF THE BOARD OF DIRECTORS

QP HOLDINGS JOINT STOCK COMPANY

CHAIRMAN



PHAM TU TRONG

