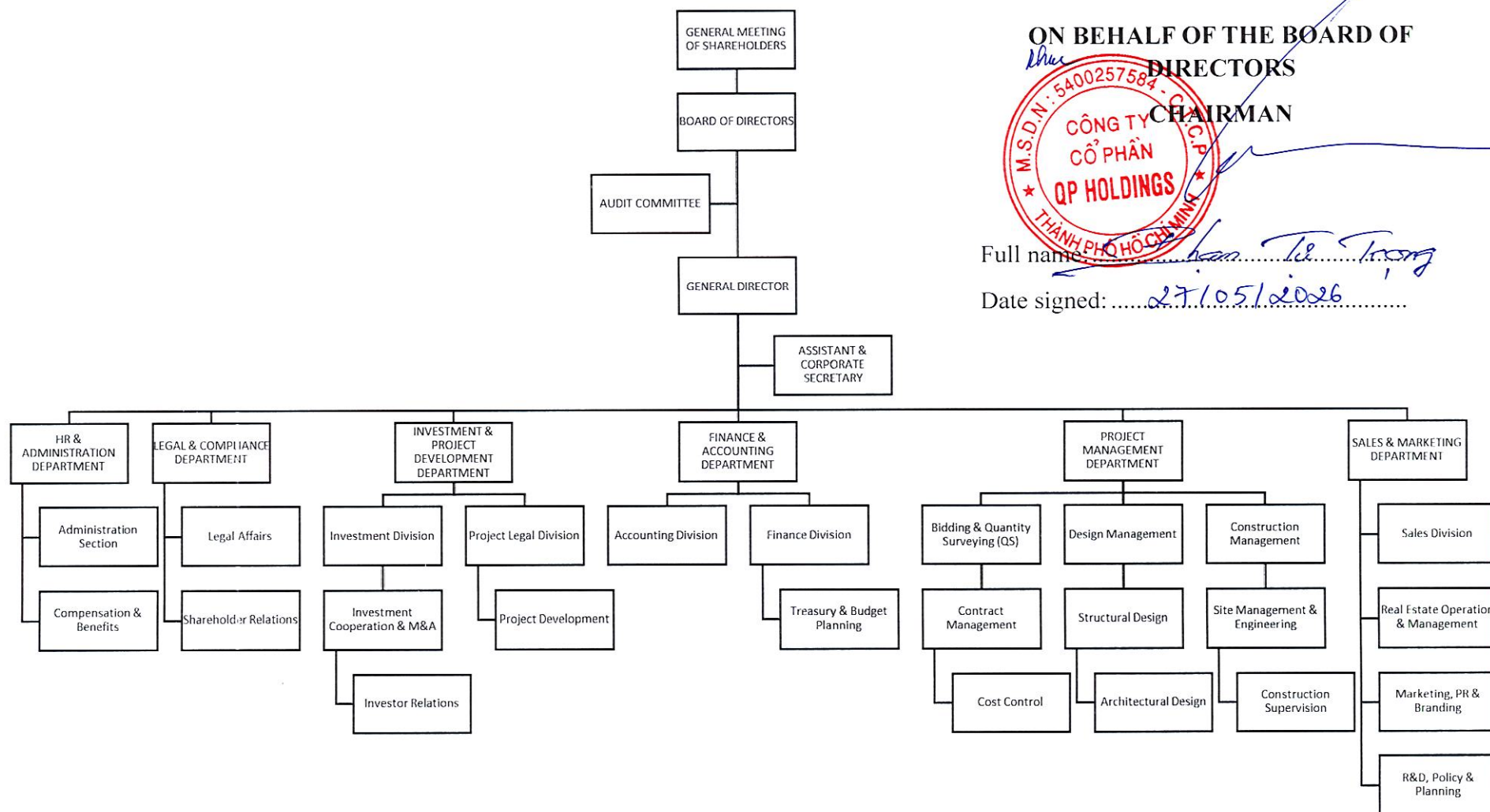


ORGANIZATION CHART OF QP HOLDINGS JOINT STOCK COMPANY

Issued under Decision No.: 01/2026/QD-HDQT



SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

**REGULATION ON THE OPERATION OF THE
BOARD OF DIRECTORS
QP HOLDINGS JOINT STOCK COMPANY**

*(Issued under Decision No. ...01../2026/QĐ-HĐQT dated .05./06../ 2026 of the Board
of Directors of QP Holdings Joint Stock Company)*



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Ho Chi Minh City, May 27, 2026

REGULATION ON THE OPERATION OF THE BOARD OF DIRECTORS
QP HOLDINGS JOINT STOCK COMPANY

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

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

Pursuant to the Law amending and supplementing a number of articles of the Law on Public Investment, the Law on Investment in the Form of Public-Private Partnership, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Excise Tax, and the Law on Civil Judgment Enforcement No. 03/2022/QH15 dated January 11, 2022;

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 31 December 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 guiding corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government;

Pursuant to the Charter on Organization and Operation of QP Holdings Joint Stock Company as adopted under the Resolution of the Annual General Meeting of Shareholders No. 01./2026/NQ-DHDCD dated May 27, 2026;

Internal Regulations on Corporate Governance of QP Holdings Joint Stock Company;

Resolution No. 01./2026/NQ-DHDCD dated May 27, 2026 of the General Meeting of Shareholders;

Therefore, the Board of Directors hereby promulgates the Regulations on the Operation of the Board of Directors of QP Holdings Joint Stock Company, comprising the following contents:

CHAPTER I - GENERAL PROVISIONS

Article 1. Scope of Regulation and Subjects of Application

1. Scope of regulation: These Regulations on the Operation of the Board of Directors shall prescribe the organizational structure, principles of operation, rights and obligations of the Board of Directors and its members in compliance with the Law on Enterprises, the Company's Charter and other relevant applicable laws.
2. Subjects of application: These Regulations shall be applicable to the Board of Directors and the members thereof.
3. Application of the Regulations: The order of precedence for application shall be as follows:
 - a. In the event that these Regulations do not provide for, or contain provisions inconsistent with, the applicable laws or the Company's Charter, the provisions of the applicable laws and the Company's Charter shall prevail.
 - b. In the event of any amendment to the Company's Charter or changes in applicable laws that render these Regulations inconsistent with such laws or the Charter, the amended provisions of the applicable laws and the Company's Charter shall apply.

Article 2. Operating Principles of the Board of Directors

1. The Board of Directors shall act on a collective basis. Members of the Board of Directors shall bear individual responsibility for their respective duties and joint responsibility to the General Meeting of Shareholders and in accordance with applicable laws for the resolutions and decisions of the Board of Directors in relation to the Company's operations and development.
2. The Board of Directors shall assign the General Director to organize and implement its resolutions and decisions.

CHAPTER II – MEMBERS OF THE BOARD OF DIRECTORS

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

1. Members of the Board of Directors shall be entitled to all rights as prescribed by the Law on Securities, applicable laws and the Company's Charter, including the right to be provided with documents and information on the Company's financial status and business operations and those of its subsidiaries and affiliated companies.
2. Members of the Board of Directors shall perform the obligations set out in the Company's Charter and the following obligations:
 - a. To perform their duties honestly and prudently in the best interests of the shareholders and the Company;

- b. To promptly and fully disclose and report to the Board of Directors any remuneration received from subsidiaries, affiliated companies and other organizations;
 - c. To attend all meetings of the Board of Directors and express opinions on matters under discussion;
 - d. To report to the Board of Directors at its nearest meeting any transactions between the Company, its subsidiaries, or other companies in which the Company holds over 50% of the charter capital, and such member or his/her related persons; and any transactions between the Company and any enterprise in which such member is a founding shareholder or has served as a manager within the preceding three (03) years prior to the transaction;
 - e. To disclose information upon conducting transactions in the Company's shares in accordance with applicable laws.
 - f. Together with his/her related persons, shall not use information obtained by virtue of his/her position for personal gain or for the benefit of any organization or individual, nor use or disclose any non-public information of the Company to any other person to carry out related transactions;
 - g. Shall not vote on any transaction that confers benefits upon himself/herself or his/her related persons in accordance with the Law on Enterprises and the Company's Charter;
 - h. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and the Company's Charter.
3. Independent members of the Board of Directors of a listed company shall prepare an annual report assessing the performance of the Board of Directors.

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

1. Members of the Board of Directors shall have the right to request that the General Director, Deputy General Directors, other managers, and the Person in charge of corporate governance provide documents and information on the Company's financial status and business operations and those of its subsidiaries and affiliated companies.
2. The requested persons shall provide such documents and information in a timely, complete and accurate manner upon request of the members of the Board of Directors. The procedures for requesting and providing information shall comply with the Company's Charter.

Article 5. Term and Number of Members of the Board of Directors

1. The Board of Directors shall consist of from three (03) to five (05) members.
2. The term of office of a member of the Board of Directors shall not be more than five (05) years and may be renewed for an unlimited number of consecutive terms. An individual shall serve as an independent member of the Board of Directors of a listed company for no more than two (02) consecutive terms.

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3. Where all members of the Board of Directors reach the end of their terms of office simultaneously, they shall continue to serve until new members are elected and assume their duties, unless otherwise provided in the Company's Charter.
4. The number of independent members of the Board of Directors shall comply with and be specified in the Company's Charter.

Article 6. Standards and Qualifications of Members of the Board of Directors

1. A member of the Board of Directors shall satisfy the following standards and qualifications:
 - a. Not falling under the cases specified in Clause 2, Article 17 of the Law on Enterprises;
 - b. Possessing professional qualifications and experience in business administration or in the Company's business lines; it is not mandatory to be a shareholder of the Company unless otherwise provided in the Charter;
 - c. A member of the Board of Directors of the Company may concurrently serve as a member of the board of directors or the members' council of no more than five (05) other companies;
 - d. Meeting other standards and qualifications as prescribed in the Company's Charter.
2. Independent members of the Board of Directors, as defined in Point b, Clause 1, Article 137 of the Law on Enterprises, must satisfy the following criteria and conditions:
 - a. Not being a person currently working for the Company, its parent company, or its subsidiaries; and not having worked for the Company, its parent company, or its subsidiaries for at least three (03) consecutive years immediately preceding the appointment;
 - b. Not receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled;
 - c. Not having a spouse, biological or adoptive parent, biological or adoptive child, or sibling who is a major shareholder of the Company or a manager of the Company or its subsidiaries;
 - d. Not directly or indirectly owning one percent (1%) or more of the total voting shares of the Company;
 - e. Not having served as a member of the Board of Directors or the Audit Committee of the Company for at least five (05) consecutive years immediately preceding the appointment, unless re-appointed for two (02) consecutive terms;
 - f. Meeting other standards and qualifications as prescribed in the Company's Charter and applicable laws.
3. The Company Secretary must satisfy the following criteria:
 - a. Must not concurrently work for the independent auditing firm that is auditing the Company's financial statements;

- b. Other criteria as prescribed by applicable laws, this Charter, and decisions of the Board of Directors.
 - c. The Board of Directors shall appoint one (01) or more persons as the Company Secretary to support the Company's corporate governance in an efficient manner. The term of office of the Company Secretary shall be determined by the Board of Directors and shall not exceed five (05) years.
 - d. The Board of Directors may remove or dismiss the Company Secretary when necessary, provided that such removal or dismissal complies with applicable labor laws.
 - e. The rights and obligations of the Company Secretary shall include:
 - Assisting in the organization of the General Meeting of Shareholders and meetings of the Board of Directors; and recording minutes of such meetings;
 - Assisting members of the Board of Directors in the performance of their assigned rights and obligations;
 - Assisting the Board of Directors in applying and implementing corporate governance principles;
 - Assisting the Company in developing shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with information disclosure obligations, transparency requirements, and administrative procedures;
 - Other rights and obligations as prescribed in the Company's Charter.
4. An independent member of the Board of Directors shall promptly notify the Board of Directors upon no longer satisfying the required standards and qualifications and shall automatically cease to be an independent member from the date such standards and qualifications are no longer met. The Board of Directors shall report such case at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement within six (06) months from the date of receipt of such notification.

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

1. The Chairman and Vice Chairman of the Board of Directors shall be elected, removed, or dismissed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors shall have the following rights and obligations:
 - a. To formulate programs and plans for the activities of the Board of Directors;
 - b. To prepare agendas, contents, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
 - c. To organize the adoption of resolutions and decisions of the Board of Directors;
 - d. To supervise the implementation of resolutions and decisions of the Board of Directors;
 - e. To chair meetings of the General Meeting of Shareholders;

- f. Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.
- 4. In the event the Chairman or Vice Chairman resigns 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 decision. Where the Chairman is absent or unable to perform his/her duties, he/she shall authorize in writing the Vice Chairman or another member to perform such rights and obligations. In the absence of such authorization or in cases where the Chairman is deceased, missing, detained, serving a prison sentence, subject to administrative measures, has fled the place of residence, has limited or lost legal capacity, or is prohibited by a court from holding such position, the remaining members shall elect one member as Chairman by majority vote until a new decision is made.

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

1. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
 - a. No longer meeting the standards and qualifications prescribed in Article 155 of the Law on Enterprises;
 - b. Submitting a resignation which is accepted;
 - c. Other cases as prescribed in the Company's Charter.
2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a. Failing to participate in Board activities for six (06) consecutive months, except in cases of force majeure;
 - b. Other cases as prescribed in the Company's Charter.
3. Where deemed necessary, the General Meeting of Shareholders may decide on the replacement, removal, or dismissal of members of the Board of Directors in addition to the cases specified above.
4. The Board of Directors shall convene a General Meeting of Shareholders to elect additional members in accordance with the Company's Charter and applicable laws.

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

1. Shareholders or groups of shareholders holding from ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to 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 to the Board of Directors. A shareholder or group of shareholders holding from ten percent (10%) to less than thirty percent (30%) of the total voting shares may nominate up to one (01)

- candidate; from thirty percent (30%) to less than fifty percent (50%) may nominate up to two (02) candidates; and from fifty percent (50%) or more may nominate up to five (05) candidates.
2. Where the number of nominated and self-nominated candidates is insufficient, the incumbent Board of Directors may introduce additional candidates or organize nominations in accordance with the Company's Charter and internal governance regulations. Such introduction must be clearly disclosed prior to voting.
 3. Unless otherwise provided in the Company's Charter, the election of members of the Board of Directors shall be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected, and may allocate all or part of such votes to one or more candidates. Candidates shall be ranked by votes from highest to lowest until all positions are filled. In case of a tie for the last position, a re-election shall be conducted among the tied candidates or selection shall be made in accordance with the election rules or the Company's Charter.
 4. The election, removal, and dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders by voting.

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

1. Where candidates for the Board of Directors have been identified, the Company shall disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website to enable shareholders to review such candidates before voting. Candidates for the Board of Directors shall provide a written commitment on the truthfulness and accuracy of their disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected. The disclosed information on candidates shall include:
 - a. Full name and date of birth;
 - b. Professional qualifications;
 - c. Employment history;
 - d. Other managerial positions (including positions in boards of directors of other companies);
 - e. Related interests in relation to the Company and its related parties;
 - f. Other information (if any) as prescribed in the Company's Charter.
2. A public company shall disclose information regarding companies in which the candidates currently hold positions as members of the Board of Directors or other managerial positions, and their related interests in such companies (if any).
3. The announcement of results of the election, removal, and dismissal of members of the Board of Directors shall comply with regulations on information disclosure.

Chapter III - THE BOARD OF DIRECTORS

Article 11. Rights and Obligations of the Board of Directors

1. The Board of Directors shall be the management body of the Company and shall have full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those falling within the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter, and the General Meeting of Shareholders. In particular, the Board of Directors shall have the following rights and obligations:
 - a. To decide on strategies, medium-term development plans, and annual business plans of the Company;
 - b. To propose the types and total number of shares authorized for offering;
 - c. To decide on the sale of unsold shares within the authorized number of shares of each type and to decide on other forms of capital mobilization;
 - d. To decide on the selling price of shares and bonds of the Company;
 - e. To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises, unless otherwise provided by the Law on Securities;
 - f. To decide on investment strategies and investment projects within its authority and in accordance with law;
 - g. To decide on solutions for market development, marketing, and technology;
 - h. To approve contracts, transactions for purchase, sale, borrowing, lending, and other transactions with a value of thirty-five percent (35%) or more of the total assets recorded in the latest financial statements of the Company, except for those falling under the authority of the General Meeting of Shareholders as prescribed by law;
 - i. To approve transactions involving loans or guarantees granted to related organizations of members of the Board of Directors, Supervisors, the General Director, or other managers, where the Company and such organizations are within the same corporate group;
 - j. To elect, remove, or dismiss the Chairman of the Board of Directors; to appoint, remove, enter into, and terminate contracts with the General Director and other key managers as prescribed in the Charter; to decide on remuneration, salaries, bonuses, and other benefits of such persons; to appoint authorized representatives to participate in other companies and decide on their remuneration and benefits;
 - k. To supervise and direct the General Director and other managers in the daily operations of the Company;
 - l. To decide on the organizational structure, internal management regulations; to establish subsidiaries, branches, representative offices; and to decide on capital contributions or share acquisitions in other enterprises;
 - m. To approve agendas and documents for meetings of the General Meeting of Shareholders; to convene meetings or organize written resolutions;
 - n. To submit audited annual financial statements to the General Meeting of Shareholders;

- o. To propose dividend levels and decide on the timing and procedures for dividend payment or handling of losses;
 - p. To propose reorganization, dissolution, or bankruptcy of the Company;
 - q. To issue regulations on the operation of the Board of Directors and internal corporate governance regulations after approval by the General Meeting of Shareholders; to issue internal audit and information disclosure regulations;
 - r. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and the Company's Charter.
3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, by written opinions, or by other methods as provided in the Company's Charter. Each member shall have one (01) vote.
4. Where a resolution or decision of the Board of Directors is contrary to law, resolutions of the General Meeting of Shareholders, or the Company's Charter and causes damage to the Company, members voting in favor shall be jointly and severally liable for such damage and shall compensate the Company. Members voting against shall be exempt from such liability. In such cases, shareholders shall have the right to request a competent court to suspend or annul such resolution or decision.

Article 12. Authority of the Board of Directors in Approval and Execution of Contracts and Transactions

1. The Board of Directors shall approve contracts and transactions with a value of less than thirty-five percent (35%) of the total assets recorded in the latest financial statements, or transactions resulting in an aggregate value of less than thirty-five percent (35%) within twelve (12) months from the first transaction, or a lower threshold as provided in the Company's Charter, entered into between the Company and the following parties:
- Members of the Board of Directors, Supervisors, the General Director, other managers, and their related persons;
 - Shareholders or authorized representatives holding more than ten percent (10%) of the Company's ordinary shares and their related persons;
 - Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises.
2. The Company's representative signing such contracts or transactions shall notify members of the Board of Directors and Supervisors of the related parties and provide a draft contract or key terms of the transaction. The Board of Directors shall decide on approval within fifteen (15) days from the date of receipt of such notification, unless otherwise provided in the Company's Charter. Members having related interests in such contracts or transactions shall not have voting rights.

Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders

1. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:
 - a. When deemed necessary for the interests of the Company;
 - b. When the number of remaining members of the Board of Directors or the Audit Committee is less than the minimum required by law;
 - c. Upon request of shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; such request must be made in writing, stating reasons and purposes, and signed by relevant shareholders;
 - d. Upon recommend of the Audit Committee;
 - e. Other cases as prescribed by law and the Company's Charter.
2. The Board of Directors must convene an extraordinary General Meeting of Shareholders within sixty (60) days from the date on which the number of remaining members of the Board of Directors or the Audit Committee falls below the minimum as prescribed in Point b, Clause 1 of this Article, or from the date of receipt of a request as specified in Points c and d, Clause 1 of this Article.
3. The person convening the General Meeting of Shareholders shall perform the following tasks:
 - a. To prepare the list of shareholders entitled to attend the meeting;
 - b. To provide information and resolve complaints relating to the shareholder list;
 - c. To prepare the agenda and contents of the meeting;
 - d. To prepare documents for the meeting;
 - e. To draft resolutions of the General Meeting of Shareholders and provide candidate lists and details (if applicable);
 - f. To determine the time and venue of the meeting;
 - g. To send meeting notices to shareholders entitled to attend in accordance with the Law on Enterprises;
 - h. To perform other tasks necessary for the meeting.

Article 14. Committees of the Board of Directors

1. The Board of Directors may establish committees responsible for strategy, personnel, remuneration, internal audit and risk management. Each committee shall have at least two (02) members, including Board members and external members (if necessary). Independent and/or non-executive members shall constitute the majority. One such member shall be appointed as Chair of the committee. Committee resolutions shall be valid when approved by a majority of attending members.
2. Implementation of decisions of the Board of Directors or its committees shall comply with applicable laws, the Charter and internal governance regulations.

CHAPTER IV – MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member who has received the highest number of votes or the highest voting ratio. In the event that more than one member receives the same highest number of votes or voting ratio, the members shall elect, by majority vote, one among them to convene and chair the meeting of the Board of Directors.
2. The Board shall meet at least once per quarter and may hold extraordinary meetings.
3. The Chairman shall convene meetings upon request of:
 - a. The Audit Committee or an independent member;
 - b. The General Director or at least five (05) managers;
 - c. At least two (02) Board members;
 - d. Other cases under the Charter.
4. Requests as specified in Clause 3 of this Article must be made in writing and clearly state the purpose, matters to be discussed, and decisions falling 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 seven (07) working days from the date of receipt of a request as specified in Clause 3 of this Article. In the event that the Chairman fails to convene such meeting as requested, the Chairman shall be liable for any damage incurred by the Company; the requesting party shall have the right to convene the meeting of the Board of Directors in replacement of the Chairman.
6. The Chairman of the Board of Directors or the person convening the meeting must send the notice of meeting no later than three (03) working days prior to the meeting date, unless otherwise provided in the Company's Charter. The notice must clearly specify the time and venue of the meeting, the agenda, and matters to be discussed and decided. The notice must be accompanied by the documents to be used at the meeting and the members' voting forms.

The notice of meeting of the Board of Directors may be delivered by invitation letter, telephone, fax, electronic means, or other methods as prescribed in the Company's Charter, provided that it is delivered to the registered contact address of each member of the Board of Directors.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to members of the Audit Committee in the same manner as for members of the Board of Directors
8. A meeting of the Board of Directors shall be validly convened when at least three-fourths (3/4) of the total number of members are in attendance. If a meeting convened in accordance with this Clause does not meet the required quorum, a second meeting may be convened within seven (07) days from the date of the first scheduled meeting, unless a shorter period is provided in the Company's Charter. In such case, the meeting shall be validly convened if more than one-half of the total number of members are in attendance.
9. A member of the Board of Directors shall be deemed to attend and vote at a meeting in any of the following cases:
 - a. Attending and voting in person at the meeting;
 - b. Authorizing another person to attend and vote on his/her behalf in accordance with Clause 11 of this Article;
 - c. Attending and voting via online conference, electronic voting, or other electronic means;
 - d. Sending his/her voting form to the meeting by post, fax, or email;
 - e. Sending his/her voting form by other means as prescribed in the Company's Charter.
10. Where a voting form is sent to the meeting by post, it must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour prior to the opening of the meeting. Such voting form shall only be opened in the presence of all attendees at the meeting.
11. Members must attend meetings of the Board of Directors in full. A member may authorize another person to attend and vote on his/her behalf if such authorization is approved by a majority of the members of the Board of Directors.
12. Unless a higher voting threshold is provided in the Company's Charter, resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting. In the event of a tie, the final decision shall be made in accordance 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 recorded in minutes and may be audio-recorded, recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and shall include the following principal contents:
 - a. Name, head office address, and enterprise registration number of the Company;
 - b. Time and venue of the meeting;

- c. Purpose, agenda, and contents of the meeting;
 - d. Full names of each member attending the meeting or their authorized representatives, and the method of attendance; full names of members not attending the meeting and the reasons therefor;
 - e. Matters discussed and voted on at the meeting;
 - f. Summary of opinions expressed by each attending member in chronological order of the meeting;
 - g. Voting results, clearly stating members voting in favor, against, and abstaining;
 - h. Resolutions adopted and the corresponding voting ratios;
 - i. Full names and signatures of the Chairman and the minute-taker, except as provided in Clause 2 of this Article.
2. Where the Chairman or the minute-taker refuses to sign the minutes, such minutes shall remain valid if they are signed and approved by all other attending members of the Board of Directors and contain all contents specified in Points a, b, c, d, e, f, g, and h, Clause 1 of this Article. The minutes must clearly state the refusal of the Chairman and/or the minute-taker to sign. The signatories to the minutes shall be jointly liable for the accuracy and truthfulness of the contents of the minutes. The Chairman and the minute-taker shall bear personal liability for any damage caused to the Company as a result of their refusal to sign the minutes, in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.
3. The Chairman, the minute-taker, and other signatories to the minutes shall be responsible for the accuracy and truthfulness of the contents of the minutes of the Board of Directors' meeting.
4. Minutes of meetings of the Board of Directors and documents used at such meetings must be kept at the Company's head office.
5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

CHAPTER V – REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Submission of Annual Reports

1. At the end of each financial year, the Board of Directors shall submit to the General Meeting of Shareholders the following reports:
 - a. The report on the Company's business performance;
 - b. The audited financial statements;
 - c. The report on management and operation of the Company;
 - d. The appraisal report of the Audit Committee.
2. The reports specified in Points (a), (b) and (c) of Clause 1 of this Article shall be submitted to the Audit Committee for appraisal no later than thirty (30) days prior to the opening date of the Annual General Meeting of Shareholders, unless otherwise provided in the Charter of the Company.

3. The reports specified in Clauses 1 of this Article, together with the appraisal report of the Audit Committee and the audit report, shall be kept at the Company's head office at least ten (10) days prior to the opening date of the Annual General Meeting of Shareholders, unless a longer period is stipulated in the Charter. Shareholders who have held shares continuously for at least one (01) year shall have the right to personally, or together with a licensed lawyer, accountant or auditor, directly examine such reports.

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

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on business performance and results.
2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to perform their duties and the applicable daily rate. The Board of Directors shall determine the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.
3. Remuneration of each member of the Board of Directors shall be recorded as an operating expense of the Company in accordance with corporate income tax regulations, separately disclosed in the annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.
4. Members of the Board of Directors who hold executive positions, serve on committees of the Board, or perform duties beyond their ordinary responsibilities may receive additional remuneration in the form of lump-sum payments, salary, commission, profit-sharing or other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be reimbursed for all reasonable expenses incurred in the performance of their duties, including travel, accommodation and other related expenses, including those incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or its committees.
6. Members of the Board of Directors may be covered by directors' and officers' liability insurance upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Charter of the Company.
7. Other Benefits for Employees:

No.	Contents	Level				Note
		Chairman of the BOD	Member of the BOD	Functional Director/ Deputy Director	Employee	
1.	Birthday allowances	3.000.000 VND/person	2.000.000 VND/person	1.500.000 VND/person	1.000.000 VND/person	
2.	Marriage allowances	10.000.000 VND/person	5.000.000 VND/person	3.000.000 VND/person	2.000.000 VND/person	Marriage Certificate (regardless of the number of marriages)
3.	Childbirth allowances	2.000.000 VND/person				Child's Birth Certificate
7	Benefits for International Children's Day (1 June)	500.000 VND/person/occasion (under 15 years of age)				Child's Birth Certificate
4.	Benefits for International Women's Day (8 March)	500.000 VND/person/occasion, with a celebration event organized (if any).				
5.	Benefits for Vietnamese Women's Day (20 October)	500.000 VND/person/occasion, with a celebration event organized (if any).				

No.	Contents	Level				Note
		Chairman of the BOD	Member of the BOD	Functional Director/ Deputy Director	Employee	
6.	Allowances for public holidays, including New Year's Day (1 January), Reunification Day (30 April) and National Day (2 September)	5.000.000 VND/person	3.000.000 VND/person	2.000.000 VND/person	1.500.000 VND/person	
7.	Mid-Autumn Festival	01 box of mooncakes/employee (subject to the Company's business performance)				
8.	Lunar New Year (Tet) allowances	1.000.000 VND/person/occasion, with a celebration event organized (if any).				
9.	Funeral allowances applicable to employees and their immediate family members, and related funeral expenses	5.000.000 VND/person (Applicable to: spouse, parents (biological and adoptive), and children) 10.000.000 VND/person (Applicable to: the Employee themselves). 01 funeral wreath with a maximum value of 1,500,000 VND (inclusive of VAT)				
10.	Sick leave visits	1.000.000 VND/person (Applicable to: Employees taking sick leave of five (05) days or more (\geq 05 days))				

No.	Contents	Level				Note
		Chairman of the BOD	Member of the BOD	Functional Director/ Deputy Director	Employee	
11.	Annual company trips	Depending on the Company's business performance from time to time, the HR & Administration Department shall submit to the General Director for consideration and approval.				
12.	Annual health check-ups (*)	VND 3,500,000 – VND 7,000,000 per person (subject to the Company's business performance)				
13.	Annual health insurance (*)	<p>Different levels of health insurance coverage shall apply to different categories of beneficiaries in accordance with the General Director's annual proposal.</p> <p>Depending on the Company's business performance from time to time, the HR & Administration Department shall submit to the General Director for consideration and approval.</p> <p>Eligible beneficiaries: Employees who have worked at the Company for twelve (12) months or more (including training and probation periods).</p>				
14.	Occupational accident allowances	In accordance with the Labor Code and applicable social insurance laws.				

Article 19. Disclosure of Related Interests

1. Disclosure of interests means that where a member of the Board of Directors directly or indirectly derives benefits from a contract or transaction that has been executed or is proposed to be executed with the Company, and is aware of such interest, he/she must disclose the nature and details of such interest at the meeting at which the Board of Directors first considers the execution of such contract or transaction. In the event that a member of the Board of Directors is unaware that he/she or his/her related persons have an interest at the time the contract or transaction is entered into with the Company, such member must disclose the relevant interests at the first meeting of the Board of Directors held after he/she becomes aware that he/she has or will have an interest in such contract or transaction.
2. Unless otherwise provided in the Company's Charter, the disclosure of interests and related persons of the Company shall be carried out in accordance with the following provisions:
Members of the Board of Directors shall declare to the Company their related interests, including:
 - a. Name, enterprise registration number, head office address, and business lines of the enterprise in which they hold contributed capital or shares; and the percentage and time of holding such contributed capital or shares;
 - b. Name, enterprise registration number, head office address, and business lines of the enterprise in which their related persons jointly or separately hold contributed capital or shares representing more than 10% of the charter capital.
3. Such declaration shall be made within seven (07) working days from the date the relevant interest arises. Any amendment or supplementation shall also be notified within seven (07) working days.
4. A member of the Board of Directors who conducts business within the Company's business scope, whether in his/her own name or on behalf of another person, shall fully disclose the nature and content of such activity to the Board of Directors and may only proceed upon approval by the majority of the remaining members. Any income derived without disclosure or approval shall belong to the Company.

CHAPTER VI – RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationship among Members of the Board of Directors

1. Members of the Board of Directors shall maintain a cooperative relationship and shall keep each other informed of matters relevant to their assigned responsibilities.
2. In the course of handling assigned tasks, the member of the Board of Directors who has primary responsibility must proactively coordinate with other members where the matter involves areas under the responsibility of such other members. In case there are differing opinions among members of the Board of Directors, the member with primary responsibility

shall report to the Chairperson of the Board of Directors for consideration and decision within his/her authority, or for convening a meeting or obtaining opinions of the Board members in accordance with applicable laws, the Company's Charter, and this Regulation.

3. In case of reassignment of responsibilities, members shall properly hand over all relevant work, records and documents. Such handover shall be documented and reported to the Chairman.

Article 21. Relationship with the Executive Management

1. The Board of Directors shall issue resolutions for implementation by the General Director and the executive management. The Board of Directors shall supervise and monitor the implementation of such resolutions.
2. The Board of Directors shall report on its activities at the Annual General Meeting of Shareholders. In addition to the contents required by applicable laws and the Company's Charter, such report must include, at a minimum, the following:
 - a. Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors in accordance with the Law on Enterprises and the Company's Charter;
 - b. Summary of meetings of the Board of Directors and resolutions/decisions adopted by the Board of Directors;
 - c. Report on transactions between the Company, its subsidiaries, or companies in which the Company holds more than 50% of the charter capital, and members of the Board of Directors and their related persons; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or has served as a manager within the three (03) most recent years prior to the transaction;
 - d. Activities of independent members of the Board of Directors and their assessment of the performance of the Board of Directors;
 - e. Activities of other committees under the Board of Directors, as applicable;
 - f. Results of supervision over the General Director and other executives;
 - g. The Company's strategic objectives, medium-term plans, and annual business plans;
 - h. Other contents as required by applicable laws and the Company's Charter;
 - i. The Board of Directors and its members shall maintain regular relations with shareholders; disclose information and periodic financial statements in accordance with regulations; and provide shareholders with adequate and timely information;
 - j. The Board of Directors shall ensure transparency in the management and operation of the Company and fully perform its obligations to shareholders in accordance with regulations;
 - k. The Board of Directors and its members shall promptly and transparently address shareholders' recommendations; provide clear and consistent responses to shareholders' inquiries; and participate in resolving shareholders' complaints (if any), thereby maintaining a good relationship between the Board of Directors and shareholders.

Article 22. Relationship with the Audit Committee

1. The relationship between the Board of Directors and the Audit Committee shall be one of coordination, independence and mutual support in the performance of their respective duties.
2. Upon receipt of inspection reports or summary reports from the Audit Committee, the Board of Directors shall review such reports and direct relevant departments to implement corrective actions in a timely manner.

Article 23. Relationship with Shareholders and the General Meeting of Shareholders

1. The Board of Directors shall be responsible for reporting on its activities at the Annual General Meeting of Shareholders. In addition to the contents required by applicable laws and the Company's Charter, such report must include, at a minimum, the following:
2. Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.
3. Summary of meetings of the Board of Directors and the resolutions/decisions adopted by the Board of Directors.
4. Report on transactions between the Company, its subsidiaries, or companies in which the Company holds more than 50% of the charter capital, and members of the Board of Directors and their related persons; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or has served as a manager within the three (03) most recent years prior to the transaction.
5. Activities of independent members of the Board of Directors and their assessment of the performance of the Board of Directors.
6. Activities of other committees under the Board of Directors, as applicable.
7. Results of supervision over the General Director and other executives.
8. The Company's strategic objectives, medium-term plans, and annual business plans.
9. Other contents in accordance with applicable laws and the Company's Charter.
10. The Board of Directors and its members shall maintain regular relations with shareholders; disclose information and periodic financial statements in accordance with regulations; and provide shareholders with adequate and timely information.
11. The Board of Directors shall ensure transparency in the management and operation of the Company and fully perform its obligations to shareholders in accordance with regulations.
12. The Board of Directors and its members shall promptly and transparently address shareholders' recommendations; provide clear and consistent responses to shareholders' inquiries; and participate in resolving shareholders' complaints (if any), thereby maintaining a good relationship between the Board of Directors and shareholders.

CHAPTER VII – IMPLEMENTATION PROVISIONS

Article 24. Violations and Handling of Violations

The Board of Directors, its members, the General Director, and all relevant units and individuals of the Company shall strictly comply with this Regulation.

Any violation of this Regulation shall, depending on its nature and severity, be subject to disciplinary actions in accordance with applicable laws and the Charter of the Company.

Article 25. Authority to Amend and Supplement the Regulation

Any amendment or supplementation to these Regulations shall fall within the authority of the General Meeting of Shareholders, upon proposal by the Board of Directors, and must be approved by the General Meeting of Shareholders. The Board of Directors shall decide on the promulgation thereof after such approval has been obtained from the General Meeting of Shareholders.

Article 26. Effectiveness

This Regulation supersede the Regulations on the Operation of the Board of Directors of QP Green Investment Joint Stock Company issued on May 30, 2025.

The Regulations on the Operation of the Board of Directors of QP Holdings Joint Stock Company comprise 07 Chapters and 26 Articles, and were approved by the Annual General Meeting of Shareholders in 2026, taking effect from May 27, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS
Phu QP HOLDINGS JOINT STOCK COMPANY
CHAIRMAN



PHAM TU TRONG

