

No.: 02/2026/NQ-ĐHĐCĐ

Ho Chi Minh City, October 26, 2026

RESOLUTION

*(Regarding the approval of matters within the authority of
the General Meeting of Shareholders)*

SHAREHOLDER MEETING

TAN PHU VIETNAM JOINT STOCK COMPANY

- Based on the Enterprise Law of 2020, as amended and supplemented in 2025, and its implementing guidelines;
- Based on the Securities Law of 2019; amended and supplemented in 2024 and guiding documents for its implementation;
- Based on the Charter of Organization and Operation of Tan Phu Vietnam Joint Stock Company;
- Based on the results of the vote count in the Minutes of the written shareholder opinion poll dated 26/10/2026 of Tan Phu Vietnam Joint Stock Company,

RESOLUTION:

Article 1. Through the addition of business lines to the Company's business activities (as per the content of Proposal No. 08/2026/TTr-HĐQT dated October 15, 2026).

Article 2. Through amendments and additions to the Company's Charter (as per the content of Proposal No. 09/2026/TTr-HĐQT dated October 15, 2026).

Article 3. Through the amendment and supplementation of the Company's internal regulations on governance (as per the content of Proposal No. 09/2026/TTr-HĐQT dated October 15, 2026).

Article 4. Through the amendment and supplementation of the Company's Board of Directors' Operating Regulations (as per the content of Proposal No. 09/2026/TTr-HĐQT dated October 15, 2026).

Article 5. This resolution takes effect from the date it is adopted by the General Meeting of Shareholders.



The members of the Board of Directors, the General Management Board, and all relevant parties are responsible for implementing this Resolution.

Recipient:

- As above;
- Shareholders of the Company;
- State Securities Commission, Stock Exchange;
- Saved: VP.

**CHAIRMAN OF THE BOARD OF
DIRECTORS**



TRAN DUC HUY



REPORT

(Subject: Approval of the addition of business lines for the Company)

To : The General Meeting of Shareholders of Tan Phu Vietnam Joint Stock Company

- Based on the Enterprise Law of 2020, as amended and supplemented in 2025, and its implementing guidelines;
- Based on the Securities Law of 2019, as amended and supplemented in 2024, and its implementing regulations;
- Based on the Charter of Organization and Operation of Tan Phu Vietnam Joint Stock Company ("the Company");
- Based on the company's situation and operational needs ,

The Board of Directors (" **BOD** ") respectfully submits to the General Meeting of Shareholders for consideration and approval several matters related to the addition of business lines and activities to the Company, specifically as follows:

1. Change the company's business activities.

1.1. Add more business lines:

No.	Name of business line	Business activity code
1	Motor vehicle rental	7710
2	Electricity transmission and distribution Details: Electricity distribution (excluding the activities of "transmission and dispatch of the national power system; construction and operation of multi-purpose hydropower plants; and nuclear power plants of special socio-economic importance")	3513

1.2. The company's business activities after the completion of the additions are as follows:

No.	Name of business line	Business activity code
1	Manufacturing products from plastic Details: Manufacturing of plastic products and packaging for the industrial, agricultural, fisheries, transportation, construction, postal and telecommunications, and civil sectors (excluding the production of thermal insulation foam using R141b gas and pre-mixed polyol HCFC-141b).	2220 (Main)
2	Other manufacturing not classified elsewhere	3290

	CP dated November 21, 2013 and Decree No. 25/2018/ND-CP dated February 28, 2018 amending and supplementing Decree No. 60/2014/ND-CP dated June 19, 2014)	
9	Real estate business, land use rights belonging to the owner, user or lessee. Details: Real estate business. Leasing of offices, factories, warehouses (excluding "Investment in the construction of cemetery and burial ground infrastructure for the transfer of land use rights associated with infrastructure" as per item AI7 - sectors not yet accessible to foreign investors in Decree No. 31/2021/ND-CP).	6810
10	Production of non-alcoholic beverages and mineral water. Details: Production of bottled purified water.	1105
11	Railway construction	4211
12	Wholesale beverages Details: Buying and selling bottled purified water.	4633
13	Road construction	4212
14	Road freight transport (Excluding liquefied gas for transport)	4933
15	Building a house to live in.	4101
16	Wholesale of electronic and telecommunication equipment and components. Details: Exercising the right to export, import, and wholesale distribute goods that are not prohibited from export, import, or distribution under Vietnamese law, or not restricted under international treaties to which Vietnam is a party (CPC 622).	4652
17	Building houses not to live in.	4102
18	Construction of other civil engineering works	4299
19	Wholesale trade of automobiles and other motor vehicles. Details: Exercising the right to export, import, and wholesale distribute goods that are not prohibited from export, import, or distribution under Vietnamese law, or not restricted under international treaties to which Vietnam is a party (CPC 61111).	4661
20	Retail sale of automobiles and other motor vehicles (Excluding auction activities)	4781

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29	Retail sale of household electrical appliances, beds, wardrobes, tables, chairs and similar furniture, lamps and electric lighting fixtures, and other household goods not elsewhere classified. Details: Exercising the right to retail distribution of goods not subject to export, import, or distribution prohibitions under Vietnamese law or not subject to restrictions under international treaties to which Vietnam is a signatory (CPC 632).	4759
30	Retail sale of medicines, medical devices, cosmetics and hygiene products. Details: Retail sale of medical instruments, cosmetics, and hygiene products in specialized stores (Exercising the right to retail distribution of goods not prohibited from export, import, or distribution under Vietnamese law, or not restricted under international treaties to which Vietnam is a signatory (CPC 632)) Excluding the management, import, export, purchase, sale, storage, and protection of goods included in the National Reserve List.	4772
31	Retail sale of other new goods (excluding automobiles, motorcycles, and their accessories) Details: Retail sale of machinery, electrical equipment, and electrical materials; Retail sale of other new goods in specialized stores (Exercising the right to retail distribution of goods not subject to export, import, or distribution prohibitions under Vietnamese law or not subject to restrictions under international treaties to which Vietnam is a signatory (CPC 632)).	4773
32	Retail sale of used goods (Excluding the retail sale of used books, newspapers, and magazines, including rentals)	4774
33	Retail intermediary services (Excluding auction activities)	4790
34	Agents, brokers, and auctioneers of goods. Details: Agents. Brokers. Consignment agents, buying and selling goods (excluding business activities listed in the List of Goods for Foreign Investors, and economic organizations with foreign investment capital are prohibited from exercising export, import, and distribution rights as stipulated in Section 16.A, Appendix I of Decree 31/2021/ND-CP)	4610
35	Beverage retail	4723
36	Manufacture of cosmetics, perfumes, soaps, detergents, polishes and sanitary preparations. Details: Production of laundry soap, detergents, polishes and sanitary preparations (excluding the production of products that must meet the	2023



REPORT

(Subject: Approval of amendments and additions to the Company's Charter and internal governance regulations)

To: The General Meeting of Shareholders of Tan Phu Vietnam Joint Stock Company

- Based on the Enterprise Law of 2020, as amended and supplemented in 2025, and its implementing guidelines;
- Based on the Securities Law of 2019, as amended and supplemented in 2024, and its implementing regulations;
- Based on the Company's Articles of Organization and Operation,

Arising from the need for change at Tan Phu Vietnam Joint Stock Company ("the Company") and in accordance with new relevant legal regulations, and based on practical experience and the desire to improve the efficiency of governance and operations at the Company, the Board of Directors has reviewed the Company's Charter and internal governance regulations and drafted several amendments and additions to conform with current legal regulations and governance and operational needs.

Therefore, the Board of Directors respectfully submits the following specific matters to the General Meeting of Shareholders for consideration and approval:

1. Through amendments and additions to the Company's Charter, specifically:

- (i) Through amendments and additions to the Company's Charter, the details of these amendments and additions are presented in Appendix I attached to this submission.
- (ii) By issuing the full text of the Company Charter, the aforementioned amendments and additions have been incorporated.
- (iii) The legal representative is authorized to proactively finalize, sign, and issue the full text of the new Company Charter in accordance with regulations after the amendments and additions to the Company Charter have been approved by the General Meeting of Shareholders.

2. Through the amendment and supplementation of the Company's internal governance regulations, specifically:

- (i) Through the amendment and supplementation of the Internal Regulations on Governance and the Regulations on the Operation of the Board of Directors, the amendments and supplements are detailed in Appendix II and Appendix III attached to this Proposal.

- (ii) Through the issuance of the full text of the Internal Regulations on Governance and the Regulations on the Operation of the Board of Directors, the aforementioned amendments and additions have been incorporated.
- (iii) The Chairman of the Board of Directors shall proactively finalize, sign, and promulgate the full text of the new Internal Regulations on Governance and the Regulations on the Operation of the Board of Directors in accordance with regulations after the amendments and additions to the Internal Regulations on Governance and the Regulations on the Operation of the Board of Directors have been approved by the General Meeting of Shareholders.

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

Recipients:

- As above ;
- Board of Directors , Inspection Committee;
- Save : VT .

**CHAIRMAN OF THE BOARD OF
DIRECTORS**



TRAN DUC HUY

APPENDIX I. DETAILS OF AMENDMENTS AND ADDITIONS TO THE STATUTES

TAN PHU VIETNAM JOINT STOCK COMPANY

Clause	Contents of the current Charter	Amendments and additions	Reason for revision
Point p, Clause 2, Article 13		2. Annual General Meetings of Shareholders, Extraordinary General Meetings of Shareholders, and Meetings held by written shareholder consultation have the right to decide on the following matters: “p. Approving transactions stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law, as amended and supplemented by Clause 84, Article 1 of Government Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree 155”;	Add point p to Clause 2, Article 13 <i>(shifting the order of the points following it logically)</i> to conform with the provisions of Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law (“Decree 155”) and Clause 83, Article 1 of Government Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles

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			of Decree 155 (“ Decree 245 ”).
Point c, Clause 3, Article 13	c. Contracts stipulated in Point o, Clause 3, Article 13 of these Charters when that shareholder or a person related to that shareholder is a party to the contract;	c. Contracts stipulated in Points o and p, Clause 2, Article 13 of these Charters when that shareholder or a person related to that shareholder is a party to the contract;	Amend Point c, Clause 3 Article 13 is hereby amended to conform with Clause 2 of Article 13 of these Regulations.
Article 23	Article 23. Composition and term of office of the Board of Directors members 1. ... 2. Members of the Board of Directors must meet the following standards and qualifications: a. Having full legal capacity and not falling under the category of individuals prohibited from managing businesses as stipulated in Clause 2, Article 17 of the Enterprise Law; b. They must possess professional qualifications and experience in the company's business management and are not necessarily shareholders of the company, unless otherwise stipulated in these Articles of Association. c. A member of the company's board of directors may not simultaneously be a member	Article 23. Composition and term of office of the Board of Directors members 1. 2. The number of non-executive members of the Company's Board of Directors must comply with the following regulations: a. There must be at least one non-executive member in the case of a company with a Board of Directors consisting of 3 to 5 members; b. There must be at least two non-executive members in the case of a company with a Board of Directors consisting of 6 to 8 members; c. There must be at least 3 non-executive members in the case of a company with 9 to 11 members on its Board of Directors. 3. Members of the Board of Directors must meet the following standards and conditions: a. Having full legal capacity and not falling under the category of individuals prohibited from managing businesses as stipulated in Clause 2, Article 17 of the Enterprise Law;	Amendments and additions are made to conform with the provisions of Clause 2, Article 277 of Decree No. 155 and Clauses 78, 79 and 80, Article 1 of Decree No. 245.

of the board of directors of more than five other companies. 3. In addition to the above conditions, independent members of the Company's Board of Directors must meet the following standards and qualifications: a. Not currently employed by the Company or its subsidiaries; not previously employed by the Company or its subsidiaries for at least three consecutive years prior to the application. b. Not a person receiving a salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to according to regulations; c. Not a person whose spouse, biological father, adoptive father, biological mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; or who is a manager of the Company or its subsidiary; d. Not a person who directly or indirectly owns at least 1% of the total voting shares of the Company; e. Not a person who has previously served as a member of the Board of Directors or Supervisory Board of the company for at least 05 consecutive years prior to the appointment,	b. They must possess professional qualifications and experience in the company's business management and are not necessarily shareholders of the company, unless otherwise stipulated in these Articles of Association. c. A member of the Company's Board of Directors may simultaneously be a member of the Board of Directors or Board of Members in a maximum of 05 other companies. 4. In addition to the above conditions, independent members of the Company's Board of Directors must meet the following standards and conditions: a. Not currently employed by the Company or its subsidiaries; not previously employed by the Company or its subsidiaries for at least three consecutive years prior to the application. b. Not a person receiving a salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to according to regulations; c. Not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; or who is a manager of the Company or its subsidiary; d. Not a person who directly or indirectly owns at least 1% of the total voting shares of the Company; e. Not a person who has previously served as a member of the Board of Directors or Supervisory Board of the company for at least 05 consecutive years prior to the appointment, except in the case of being appointed for two consecutive terms;
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except in the case of being appointed for two consecutive terms; f. An individual may only be elected as an independent member of a company's board of directors for no more than two consecutive terms. 4. Members of the Board of Directors are nominated by shareholders in proportion to their shareholding with voting rights, specifically: shareholders or groups of shareholders holding from 10% to less than 20% of the shares with voting rights can nominate one (01) candidate; from 20% to less than 30% can nominate two (02) candidates; from 30% to less than 40% can nominate a maximum of three (03) candidates; from 40% to less than 50% can nominate a maximum of four (04) candidates; from 50% to less than 65% can nominate a maximum of six (06) candidates; from 65% or more can nominate the full number of candidates . 5. Shareholders holding less than 10% of the voting shares may combine their individual voting rights to nominate candidates for the Board of Directors in accordance with Article 23, paragraph 4 above. 6. If the number of candidates for the Board of Directors is insufficient, the incumbent Board of Directors may nominate additional candidates or	f. An individual may only be elected as an independent member of a company's board of directors for no more than two consecutive terms. 5. Members of the Board of Directors are nominated by shareholders in proportion to their shareholding with voting rights, specifically: shareholders or groups of shareholders holding from 10% to less than 20% of the shares with voting rights can nominate one (01) candidate; from 20% to less than 30% can nominate two (02) candidates; from 30% to less than 40% can nominate a maximum of three (03) candidates; from 40% to less than 50% can nominate a maximum of four (04) candidates; from 50% to less than 65% can nominate a maximum of six (06) candidates; from 65% or more can nominate the full number of candidates . 6. Shareholders holding less than 10% of the voting shares may combine their individual voting rights to nominate candidates for the Board of Directors in accordance with Article 23, Clause 5 of these Charters. 7. If the number of candidates for the Board of Directors, both nominated and elected, is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to a mechanism stipulated by the company. The nomination mechanism or the method by which the incumbent Board of Directors nominates candidates for the Board of Directors must be clearly announced and approved by the General Meeting of Shareholders before the election takes place. 8. A member of the Board of Directors will lose their membership in the following cases: a. That member is ineligible to be a member of the Board of Directors according to the provisions of the Enterprise Law or is
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organize nominations according to a mechanism stipulated by the company. The nomination mechanism or the method by which the incumbent Board of Directors nominates candidates for the Board of Directors must be clearly announced and approved by the General Meeting of Shareholders before the election takes place. 7. A member of the Board of Directors will lose their membership in the following circumstances: a. That member is ineligible to be a member of the Board of Directors according to the provisions of the Enterprise Law or is prohibited by law from being a member of the Board of Directors. The termination of this Board member's eligibility will be the time when that member is no longer eligible or prohibited from participating in the Board of Directors, regardless of when the General Meeting of Shareholders decides to dismiss or remove that member from their position; b. Members submit written resignation letters to the Company's headquarters and these are accepted by the Board of Directors; c. If that member suffers from a mental disorder and another member of the Board of Directors has professional evidence demonstrating that the person is no longer capable of acting, the Board of Directors may decide to suspend the member's membership and shall be jointly liable for the legal basis of that decision. d. That member has been absent from Board of Directors meetings for six consecutive months, and during this time the Board of Directors has not permitted that member to be absent and has ruled that the position of that person is vacant, except in cases of force majeure; e. That member was dismissed or removed from the Board of Directors by a decision of the General Meeting of Shareholders. f. Other cases as prescribed by law. 9. The election, resignation, dismissal, and removal of members of the Board of Directors must be announced and publicized in accordance with the provisions of the Enterprise Law, the Law on Securities, and the Law on the Securities Market. 10. Members of the Board of Directors have the following obligations:	prohibited by law from being a member of the Board of Directors. The termination of this Board member's eligibility will be the time when that member is no longer eligible or prohibited from participating in the Board of Directors, regardless of when the General Meeting of Shareholders decides to dismiss or remove that member from their position; b. Members submit written resignation letters to the Company's headquarters and these are accepted by the Board of Directors; c. If that member suffers from a mental disorder and another member of the Board of Directors has professional evidence demonstrating that the person is no longer capable of acting, the Board of Directors may
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	decide to suspend the member's membership and shall be jointly liable for the legal basis of that decision. d. That member has been absent from Board of Directors meetings for six consecutive months, and during this time the Board of Directors has not permitted that member to be absent and has ruled that the position of that person is vacant, except in cases of force majeure; e. That member was dismissed or removed from the Board of Directors by a decision of the General Meeting of Shareholders. f. Other cases as prescribed by law. 8. The election, resignation, dismissal, and removal of members of the Board of Directors must be announced and disclosed in accordance with the provisions of the Enterprise Law, the Law on Securities, and the Law on the Securities Market.	a. Perform your duties honestly and diligently for the best interests of shareholders and the Company ; b. Attend all Board of Directors meetings and provide input on the issues discussed; c. Report promptly and fully to the Board of Directors all remuneration received from subsidiaries, affiliated companies, and other organizations; d. The Board of Directors shall report at its most recent meeting on transactions between the company, its subsidiaries, or companies in which the company holds a controlling stake of 50 % or more of the charter capital, and members of the Board of Directors and their related parties; and transactions between the company and companies in which a member of the Board of Directors is a founding member or a business manager during the three years preceding the transaction. e. The company must disclose information when conducting stock transactions in accordance with the law. f. Each independent member of the Board of Directors of a listed company must prepare an evaluation report on the performance of the Board of Directors.	Amend and supplement Clause 3 of Article 24 to conform with the provisions of Article 278 of Decree 155 and Clause 81 of Article 1 of Decree 245.
Clause 2, Article 24	2. The Board of Directors is responsible for overseeing the activities of the legal representative and the General Director of the Company.	2. The Board of Directors has the following responsibilities and obligations: a. Supervise the activities of the legal representative and the Board of Directors of the Company. b. Responsible to shareholders for the company's operations. c. Treat all shareholders equally and respect the interests of stakeholders in the Company. d. Ensure that the Company's operations comply with all applicable laws, regulations, and internal rules of the Company.	

		e. Develop the Board of Directors' operating regulations, submit them to the General Meeting of Shareholders for approval, and publish them on the Company's website. f. Monitoring and preventing conflicts of interest among members of the Board of Directors, members of the Audit Committee, the General Director, and other managers, including misuse of Company assets and abuse of related-party transactions. g. Organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, the person in charge of corporate governance, and other managers of the company. h. Dividend payments to shareholders will be made in accordance with the law after being approved by the Annual General Meeting of Shareholders.	
Clause 4, Article 24	4. The Board of Directors shall report to the General Meeting of Shareholders on its activities, specifically on the Board's oversight of the General Director and other executives during the fiscal year.	4. The Board of Directors must report to the General Meeting of Shareholders on its activities and must ensure that the following information is included: a. The Board of Directors' oversight of the General Management and other executives during the fiscal year. b. The remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors are regulated by Clause 3, Article 163 of the Enterprise Law and the Company's Charter. c. Summarize the meetings of the Board of Directors and the decisions made by the Board of Directors. d. Reports on transactions between the company, its subsidiaries, or companies in which the company holds a controlling stake of 50% or more of the charter capital, and members of the Board of Directors and their related parties; and transactions between the company and companies in which a member of the Board of Directors is a founding member or a business manager during the three years immediately preceding the transaction.	Amend and supplement Clause 4 of Article 24 to conform with the provisions of Article 280 of Decree 155 and Clause 82 of Article 1 of Decree 245.



		e. The performance of independent board members and the results of each independent member's evaluation of the board's performance.	
Clause 10 of Article 35		10. The General Director shall not be a related party of the business manager, a member of the Company's and parent company's audit committee, a representative of state capital, or a representative of the enterprise's capital in the Company and parent company as stipulated in point d, clause 46, Article 4 of the Securities Law.	Add Clause 10 to Article 35 to align with the provisions of Clause 83, Article 1 of Decree 245.

APPENDIX II. DETAILS OF AMENDMENTS AND ADDITIONS TO THE INTERNAL REGULATIONS ON GOVERNANCE TAN PHU VIETNAM JOINT STOCK COMPANY

Clause	Content of the current regulations	Amendments and additions	Reason for revision
Point a, Clause 1, Article 2	a. "The company" refers to Tan Phu Plastic Joint Stock Company, headquartered at 314 Luu Ban Bich Street, Hoa Thanh Ward, Tan Phu District, Ho Chi Minh City.	Tan Phu Vietnam Joint Stock Company, headquartered at 314 Luu Ban Bich Street, Tan Phu Ward, Ho Chi Minh City, Vietnam.	Updated according to the Business Registration Certificate issued for the 28th time on November 27, 2025.
Clause 2, Article 2	2. Abbreviations a. "General Meeting of Shareholders": General Meeting of Shareholders b. "Board of Directors": Board of Directors c. "Internal Audit Committee": BKTNB d. Board of Directors: BGD	2. Abbreviations a. "General Meeting of Shareholders": General Meeting of Shareholders b. "Board of Directors": Board of Directors c. "Audit Committee": UBKT d. "Board of Directors": Board of Directors e. "State Securities Commission": UBCKNN	
Clause 1, Article 6	1. The conditions and procedures for conducting the General Meeting of Shareholders are stipulated in Articles 17 and 18 of the Company's Charter. The General Meeting of Shareholders adopts decisions by direct voting at the meeting or by obtaining opinions in writing.	1. The conditions and procedures for conducting the General Meeting of Shareholders are stipulated in Articles 17 and 18 of the Company's Charter. The General Meeting of Shareholders adopts decisions by direct voting at the online meeting or a combination of direct and online voting, or by written consultation.	Amendments and additions have been made to conform with Point b, Clause 11, Article 18 of the Charter.
Article 12	Article 12. Composition of the Board of Directors 1. The minimum number of Board of Directors members is five (05) people and the maximum is eleven (11) people. The specific number of Board of Directors members will be decided by the Company's General Meeting of Shareholders.	Article 12. Composition and term of office of the Board of Directors members 1. The Board of Directors shall have at least 03 (three) members and at most eleven (11) members. The specific number of members of the Board of Directors shall be decided by the General Meeting of Shareholders of the Company.	Amendments and additions are made to conform with Article 23 of the Charter, Article 154 of the Enterprise Law,

	2. The term of the Board of Directors is five (05) years. The term of a member of the Board of Directors is not more than five (05) years; Members of the Board of Directors may be re-elected for an unlimited number of terms.	2. The term of the Board of Directors is five (05) years. The term of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. The total number of independent members of the Board of Directors must account for at least one-third of the total number of members of the Board of Directors. At each Board of Directors election, the General Meeting of Shareholders must decide on the number of members of the Board of Directors for the term. 3. A member of the company's Board of Directors may only simultaneously be a member of the Board of Directors or Board of Members in a maximum of 05 other companies. 4. If all members of the Board of Directors complete their terms at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work, unless otherwise stipulated in the company's charter. 5. The company's charter specifies the number, rights, obligations, organization, and coordination of activities of the independent members of the Board of Directors. 6. The number of non-executive members of a company's board of directors must comply with the following regulations: a. There must be at least one non-executive member in the case of a company with a Board of Directors consisting of 3 to 5 members; b. There must be at least two non-executive members in the case of a company with a Board of Directors consisting of 6 to 8 members; c. There must be at least 3 non-executive members in the case of a company with 9 to 11 members on its Board of Directors.	and Clause 79, Article 1 of Decree 245.
Article 19	Article 19. Appointment of Legal Representatives, General Directors, and other Senior Management Personnel	Article 19. Appointment of Legal Representatives, General Directors, and other Senior Management Personnel	Amend to conform with Article 29 and Clause 1 of

Clause 10, Article 23	1. The legal representative will be appointed, dismissed, or removed from office by the Board of Directors. The positions of General Director and Chief Accountant will be appointed by the Board of Directors based on the proposal of the Company's legal representative. The General Director is the Company's legal representative. Minutes and resolutions of the Board of Directors approving the appointment of the General Director will constitute the decision to appoint the Company's legal representative. 2. The Board of Directors shall appoint one (01) member of the Board of Directors or another person as General Director; sign a contract which stipulates the remuneration, salary and other benefits of the General Director must be reported at the annual General Meeting of Shareholders and shown as a separate item in the Company's annual financial statements. 3. The number of management personnel in each period is determined by the Company's legal representative. Other management positions in the Company, including Deputy General Directors, Company Lawyers, Branch Directors, heads/deputy heads of departments/divisions, workshop managers, will be appointed, dismissed, or removed from office by the Company's legal representative.	1. The legal representative will be appointed, dismissed, or removed from office by the Board of Directors. The Chairman of the Board of Directors is the legal representative of the Company. The positions of General Director, Chief Accountant, Company Secretary (if any), and person in charge of company administration will be appointed by the Board of Directors based on the proposal of the Company's legal representative. 2. The Board of Directors shall appoint one (01) member of the Board of Directors or another person as General Director; sign a contract which stipulates the remuneration, salary and other benefits. The remuneration, salary and other benefits of the General Director must be reported at the annual General Meeting of Shareholders and shown as a separate item in the Company's annual financial statements. 3. The number of management personnel in each period is decided by the Company's General Director. Other management positions in the Company, including Deputy General Directors, Company Lawyers, Branch Directors, heads/deputy heads of departments/divisions, workshop managers, and other management positions, will be appointed, dismissed, or removed from office by the Company's General Director.	Article 30, Clause 2 of the Regulations.
Clause 10, Article 23		10. The General Director shall not be a related person of the business manager, the company's and parent company's auditor, the representative of state capital, or the representative of the enterprise's capital in the company and parent company as stipulated in point d, clause 46, Article 4 of the Securities Law.	Add Clause 10 to Article 23 to align with Clause 10 of Article 35 of the Charter and Clause 83 of Article 1 of Decree 245.

APPENDIX III. DETAILS OF AMENDMENTS AND SUPPLEMENTS TO THE OPERATING REGULATIONS OF BOARD OF DIRECTORS OF TAN PHU VIETNAM JOINT STOCK COMPANY

Clause	Content of the current regulations	Amendments and additions	Reason for revision
Clause 3, Article 3	3. Independent members of the board of directors of a listed company must prepare a report evaluating the performance of the board of directors.	3. Each independent member of the board of directors of a listed company must prepare an evaluation report on the performance of the board of directors.	Amend to conform with the provisions of Clause 80, Article 1 of Decree 245.
Article 5	Article 5. Term of office and number of members of the Board of Directors 1. The Board of Directors shall have at least five (05) members and at most eleven (11) members. The company charter shall specify the number of members of the Board of Directors. 2. The term of office of a Board of Directors member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent Board of Directors member of a company for no more than 02 consecutive terms. A Board of Directors member of a company may not simultaneously be a Board of Directors member in more than 05 other companies. 3. If all members of the Board of Directors complete their terms at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work, unless otherwise stipulated in the company's charter. 4. The total number of independent board members must be at least equal to the total number of board members.	Article 5. Term of office and number of members of the Board of Directors 1. The Board of Directors shall have at least 03 (three) members and at most eleven (11) members. The specific number of members of the Board of Directors shall be decided by the General Meeting of Shareholders of the Company. 2. The term of the Board of Directors is five (05) years. The term of a member of the Board of Directors is not more than five (05) years and can be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. A member of the Board of Directors of a company can only simultaneously be a member of the Board of Directors or Board of Members in a maximum of 05 other companies. 3. If all members of the Board of Directors complete their terms at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work, unless otherwise stipulated in the company's charter. 4. The total number of independent board members must be at least equal to the total number of board members.	Amendments and additions are made to conform with Article 23 of the Charter and Clauses 78 and 79 of Article 1 of Decree 245.

	elected to replace them and take over the work, unless otherwise stipulated in the company's charter. 4. The total number of independent board members must be at least equal to the total number of board members. 5. The company's charter specifies the number, rights, obligations, organization, and coordination of activities of the independent members of the Board of Directors.	5. The company's charter specifies the number, rights, obligations, organization, and coordination of activities of the independent members of the Board of Directors. 6. The number of non-executive members of the company's Board of Directors must comply with the following regulations: a. There must be at least one non-executive member in the case of a company with a Board of Directors consisting of 3 to 5 members; b. There must be at least two non-executive members in the case of a company with a Board of Directors consisting of 6 to 8 members; c. There must be at least 3 non-executive members in the case of a company with 9 to 11 members on its Board of Directors.	
Point c, Clause 1, Article 6	c) A member of the Company's Board of Directors may also be a member of the Board of Directors of another Company.	c) A member of the Board of Directors of a public company may simultaneously be a member of the Board of Directors or Board of Members of a maximum of 05 other companies.	Adjustments have been made to comply with the provisions of Clause 78, Article 1 of Decree 245.
Article 11	Article 11. Rights and obligations of the Board of Directors 1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders. 2. The rights and obligations of the Board of Directors are stipulated by law, the company's charter, and the General Meeting of	Article 11. Powers and duties of the Board of Directors 1. The Company's business operations and activities are subject to the management or direction of the Board of Directors. The Board of Directors is the body with full authority to exercise all rights on behalf of the Company, except for those powers reserved to the General Meeting of Shareholders. 2. The Board of Directors has the following responsibilities and obligations: a. Supervise the activities of the legal representative and the Board of Directors of the Company. b. Responsible to shareholders for the company's operations. c. Treat all shareholders equally and respect the interests of stakeholders in the Company.	Adjustments have been made to comply with Article 24 of the Company Charter, Article 278 of Decree 155, and Clause 81 of Article 1 of Decree 245.

	Shareholders. Specifically, the Board of Directors has the following rights and obligations: a) Deciding on the Company's strategic plan, medium-term development plan, and annual business plan; b) Propose the types of shares and the total number of shares authorized for sale for each type; c) Decisions to sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means; d) Deciding on the selling price of the Company's shares and bonds; d) Decisions to repurchase shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law; e) Deciding on investment plans and investment projects within the authority and limits prescribed by law and the Company's Charter; g) Deciding on solutions for market development, marketing, and technology; h) Through purchase, sale, loan, lending contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, except where the Company's charter stipulates a different	d. Ensure that the Company's operations comply with all applicable laws, regulations, and internal rules of the Company. e. Develop the Board of Directors' operating regulations, submit them to the General Meeting of Shareholders for approval, and publish them on the Company's website. f. Monitoring and preventing conflicts of interest among members of the Board of Directors, members of the Audit Committee, the General Director, and other managers, including misuse of Company assets and abuse of related-party transactions. g. Organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, the person in charge of corporate governance, and other managers of the company. h. Dividend payments to shareholders will be made in accordance with the law after being approved by the Annual General Meeting of Shareholders. 3. The rights and obligations of the Board of Directors are stipulated by law, the company's charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties: a) Deciding on the Company's strategic plan, medium-term development plan, and annual business plan; b) Propose the types of shares and the total number of shares authorized for sale for each type; c) Decisions to offer new shares within the permitted number of shares for each class; decisions to raise additional capital through other forms (including but not limited to issuing non-convertible bonds); d) Deciding on the offering price of the company's shares and bonds; e) Decision to repurchase shares as stipulated in Clause 1, Article 13 of the Enterprise Law; f) Decisions to invest in or sell assets with a value ranging from 25% to less than 35% of the total asset value recorded in the Company's most recent financial statement; the most recent financial statement is
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percentage or value and contracts and transactions fall under the authority of the General Meeting of Shareholders as prescribed in point d, clause 2, Article 138, clauses 1 and 3, Article 167 of the Enterprise Law; i) Electing, dismissing, and removing the Chairman of the Board of Directors and the Chairman of the Audit Committee reporting to the Board of Directors; appointing, dismissing, and removing the General Director; signing contracts with, terminating contracts with, and determining the salary and other benefits for the General Director; and determining the salary, appointing, dismissing, and removing the Chief Accountant, the Secretary of the Board of Directors (if any), and the person in charge of company administration (the legal representative of the company will sign/terminate employment contracts for these individuals based on the decision of the Board of Directors); appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and determining the remuneration and other benefits of those individuals; k) Supervising and directing the General Director and other managers in the daily operation of the Company's business; l) Deciding on the organizational structure and internal management regulations of the	understood to be the Company's financial statement prepared no more than 90 days prior to the date of the decision. g) Through transactions valued between 25% and less than 35% of the total asset value recorded in the most recent financial statement with entities specified in Clause 1, Article 16 of the Enterprise Law. h) Through purchase, sale, loan, lending and other contracts with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statement. This regulation does not apply to contracts and transactions stipulated in point d, clause 2, Article 138, clauses 1 and 3, Article 167 of the Enterprise Law; i) Appointing authorized representatives to exercise the ownership rights of the Company's shares or capital contributions in other companies. j) Decisions on the establishment, dissolution, and merger of branches, representative offices, and workshops of the Company. k) Appointing, dismissing, and removing the Chairman of the Audit Committee reporting to the Board of Directors; l) Electing, dismissing, and removing the Chairman of the Board of Directors; m) Appointing, dismissing, removing from office, signing contracts, terminating contracts, and determining the salary and other benefits for the General Director. n) Appointing, dismissing, removing, and determining the salary of the Chief Accountant, Secretary of the Board of Directors (if any), and the person in charge of company administration. The legal representative of the Company will sign and terminate employment contracts with the Chief Accountant, Secretary of the Board of Directors, and the person in charge of company administration based on the decision of the Board of Directors.
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Company; deciding on the establishment, dissolution, and merger of branches, representative offices, and workshops of the Company; and establishing/dissolving subsidiaries, contributing capital, and buying/selling shares of other enterprises established in Vietnam or abroad with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statement; m) Reviewing the agenda and content of documents for the general meeting of shareholders, convening the general meeting of shareholders, or soliciting opinions for the general meeting of shareholders to pass resolutions; n) Submit the audited annual financial statements to the General Meeting of Shareholders; o) Propose the dividend rate to be paid; decide on the timeframe and procedures for paying dividends or handling losses incurred during business operations; p) Propose the reorganization or dissolution of the Company; request the Company's bankruptcy; q) Decisions on the promulgation of the Board of Directors' operating regulations and internal regulations on corporate governance after approval by the General Meeting of Shareholders; decisions on the promulgation	o) Through the company's internal management regulations based on proposals from the Board of Directors; p) Reviewing the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to approve decisions; q) Propose the dividend rate to be paid; decide on the timing and procedures for paying dividends or handling losses incurred during business operations; decide on the allocation of the Company's funds in accordance with the purposes approved by the General Meeting of Shareholders. r) Propose the issuance of convertible bonds and bonds with warrants; s) Submit the annual financial statement to the General Meeting of Shareholders; t) Proposing the consolidation, merger, reorganization, dissolution, or bankruptcy of a company; u) Other rights and duties as prescribed by law, the company's charter, internal regulations, and decisions of the General Meeting of Shareholders. v) Within the scope stipulated in Clause 2, Article 153 of the Enterprise Law, and except for cases stipulated in Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Enterprise Law which must be approved by the General Meeting of Shareholders, the Board of Directors shall decide on the implementation, amendment, and cancellation of the Company's contracts; w) Decisions to establish subsidiaries, contribute capital, or purchase shares or equity stakes in other companies established in Vietnam or abroad with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statement;
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of the operating regulations of the Audit Committee reporting to the Board of Directors. r) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the company's charter. 3. The Board of Directors adopts resolutions and decisions by voting at meetings, obtaining opinions in writing, or through other forms as stipulated in the company's charter. Each member of the Board of Directors has one vote. 4. In cases where a resolution or decision passed by the Board of Directors is contrary to the law, a resolution of the General Meeting of Shareholders, or the Company's Charter, and causes damage to the Company, the members who approved the resolution or decision shall be jointly and severally liable for the individual consequences and shall compensate the Company for the damages; members who opposed the resolution or decision shall be exempt from liability. In this case, the Company's shareholders have the right to request the Court to suspend or annul the aforementioned resolution or decision.	x) Valuation of assets contributed to the Company in non-monetary form during the issuance of shares or bonds by the Company, including gold, land use rights, intellectual property rights, technology and technological know-how; y) Business matters or transactions decided by the Board of Directors require approval within the scope of their authority and responsibility. z) Authorized to perform tasks delegated by the General Meeting of Shareholders, including but not limited to approving and adjusting the purpose and plan for the use of capital and proceeds from offerings and issuances, if authorized by the General Meeting of Shareholders; and other delegated tasks as decided by the General Meeting of Shareholders in accordance with legal regulations. aa) Authorized the Company's legal representative to perform necessary tasks in accordance with legal regulations. 4. The Board of Directors shall report to the General Meeting of Shareholders on its activities, specifically on the Board's oversight of the General Director and other executives during the fiscal year. 5. Unless otherwise provided by law, the Board of Directors may authorize subordinate employees and/or other managers to represent and handle business on behalf of the Company. 6. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for their work as members of the Board of Directors. The total amount of remuneration for the Board of Directors is determined by the General Meeting of Shareholders. This remuneration is distributed among the members of the Board of Directors according to agreement within the Board of Directors or equally distributed in the absence of agreement. 7. The total amount of remuneration paid to members of the Board of Directors must be detailed in the Company's annual report, and the
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		remuneration of Board members must be shown as a separate item in the Company's annual financial statements. 8. Members of the Board of Directors holding executive positions (including the position of Chairman or Vice-Chairman), or members of the Board of Directors serving on Board Committees, or performing other duties which, in the view of the Board of Directors, fall outside the ordinary scope of a member's duties, may be compensated in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as determined by the Board of Directors. 9. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the Board of Directors or committees. committee of the Board of Directors or the General Meeting of Shareholders.	
Article 18	Article 18. Submission of Annual Reports 1. At the end of the fiscal year, the Board of Directors must submit the following report to the General Meeting of Shareholders: a) Report on the company's business results; b) Financial statements; c) Report evaluating the company's management and operations;	Article 18. Submission of Annual Reports 1. At the end of the fiscal year, the Board of Directors must submit the following report to the General Meeting of Shareholders: a) Report on the company's business results; b) Financial statements; c) Report evaluating the company's management and operations; d) Reports on the activities of independent Board members and the results of each independent member's evaluation of the Board's performance.	Amendments and additions are made to conform with Article 24 of the Charter and Clause 82 of Article 1 of Decree 245.