

APPENDIX

(Attached to Proposal No 08/ DHĐCĐ on the amendment of the Company Charter)

Note:

- The articles not detailed in this appendix is unchanged.
- The proposed changes in the section "Regulations in current governance regulations" are the words in **bold, underlined form**.
- The content to be modified and supplemented in the section "Proposed amendment" is ***italicized, highlighted in red***.
- Law of Enterprise 2020 (LDN 2020) is the Law of Enterprise No. 59/2020 / QH14 passed by the National Assembly on June 17th, 2020.
- Circular 116/2020 / TT-BTC is Circular No. 116/20202 / TT-BTC dated December 31st, 2020 guiding a number of articles on corporate governance applicable to public companies in Decree No. 155 / 2020 / ND-CP. On December 31st, 2020 detailing the implementation of a number of articles of the Law on Securities
- Law of Securities 2019 is the Law of Securities No. 54/2019 / QH14 on November 26th, 2019.
- Decree No. 155/2020 / ND-CP is Decree No. 155/2020 / ND-CP dated December 31st, 2020 detailing the implementation of a number of articles of the Law on Securities 2019.

Provisions in current governance regulation	Content proposed for amendment	Reason for amendment
INTRODUCTION	INTRODUCTION	
This Charter was duly approved by the Resolution of the General Meeting of Shareholders of Tien Phong Plastic Joint Stock Company on <u>May 18th, 2020</u> .	This Charter was duly approved by the Resolution of the General Meeting of Shareholders of Tien Phong Plastic Joint Stock Company on <i>April 19th, 2020</i> .	Updated time
I. DEFINITION OF TERMS IN THE CHARTER	I. DEFINITION OF TERMS IN THE CHARTER	
Article 1. Interpretation of terms	Article 1. Interpretation of terms	

	<i>1.h. "Chief executive operator" means General Director, Deputy General Directors, Chief Accountant.</i>	Supplemented the concept under Clause 55, Article 3 of Decree 155/2020 / ND-CP and Clause 1 Article 1- Model Charter of Circular 116/2020 / TT-BTC
	<i>1.i. "Enterprise manager" is a person who manages the company, including Chairman of the Board of Directors, members of the Board of Directors, General Director.</i>	Supplemented the concept according to Clause 24 Article 4 LDN 2020 and Clause 1 Article 1 - Standard Charter Circular 116/2020 / TT-BTC
1.h. "Related Person" means individual or organization prescribed in <u>Clause 17, Article 4 of the Law on Enterprises and Clause 34, Article 6 of the Law on Securities.</u>	<i>1.j. "Related Person" means individual or organization prescribed in Clause 46, Article 4 of the Law on Securities and Clause 23, Article 4 of the Law on Enterprises</i>	Amended according to Clause 46, Article 4 of the Law on Securities 2019 and Clause 23, Article 4 of the Law on Enterprises
1.j. "Major shareholder" means any shareholders who held <u>directly or indirectly</u> equal to or higher than 5% (five percent) of voting shares of the Company.	<i>1.l. "Major shareholder" means any shareholders who held from 5% (five percent) or more of voting shares of the Company.</i>	Amended according to Clause 18, Article 4 of the Law on Securities 2019
IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS	IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS	
Article 7: Share certificates	Article 7: Share certificates	
4.a. Share certificate of shareholders has been actually lost, cancelled or damaged under other manners; in case of the loss, shareholders must commit to already inspect and return the Company if it is founded for destroying;	4.a. <i>Information of shares has been lost, damaged or destroyed under other manners.</i> It is committed that the share certificate of shareholders has been actually lost, cancelled or damaged under other manners; in case of the loss, shareholders must commit to already inspect and return the Company if it is founded for destroying;	Supplemented according to Clause 3, Article 121 of the Law on Enterprises 2020

<p><u>4.3. As for share certificate of which the value is higher than VND10,000,000 (ten million Vietnamese dong), prior to the reception of petition for new issuance of share certificate, legal representative of the Company may request owner of share certificate to post the notice on lost, cancelled or damaged shares certificate under other manners. After 15 (fifteen) days from posting date, it is proposed to issue new share certificate by the Company.</u></p>	<p>Eliminated</p>	<p>According to Clause 3, Article 121 of the Law on Enterprises 2020</p>
<p>V. ORGANIZATION AND MANAGEMENT STRUCTURE</p>	<p>V. ORGANIZATION AND MANAGEMENT STRUCTURE</p>	
<p>Article 11. Organization and Management structure</p>	<p>Article 11. Organization and Management structure</p>	
<p>Organization and Management structure of the Company comprise:</p> <ol style="list-style-type: none"> 1. General Meeting of Shareholders; 2. Board of Directors; 3. General Director 	<p>Organization and Management structure of the Company comprise:</p> <ol style="list-style-type: none"> 1. General Meeting of Shareholders; 2. Board of Directors, <i>Audit Committee under the Board of Directors;</i> 3. General Director 	<p>Supplement to clarify the Audit Committee under the Board of Directors according to the Standard Charter TT 116/2020 / TT-BTC</p>
<p>VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS</p>	<p>VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS</p>	
<p>Article 12. Rights of Shareholders</p>	<p>Article 12. Rights of Shareholders</p>	
<p>2.a To attend and express opinions at the General Meeting of Shareholders and to exercise the right to vote directly at the General Meeting of Shareholders or through a proxy or <u>by a remote vote;</u></p>	<p>2.a. To attend and express opinions at the General Meeting of Shareholders and to exercise the right to vote directly at the General Meeting of Shareholders or through a proxy or <i>in other forms as prescribed in Article 13 of this Charter;</i></p>	<p>Amended according to Article 13 of this Charter.</p>

<p>2.e. To check, look up, extract or copy information <u>relating to each Shareholder</u> in the list of Shareholders <u>who are qualified to attend the General Meeting of Shareholders</u> and to request amendment of incorrect information;</p>	<p>2.e. To check, look up, extract or copy information relating to <i>contact name and address in the list of Shareholders</i> with voting rights and to request amendment of incorrect information;</p>	<p>Amended and supplemented pursuant to Clause 1 Article 115 Law on Enterprise 2020</p>
<p>2.g. If the Company is dissolved or bankrupted, it shall receive a part of the remaining assets in proportion to <u>the number of shares they contribute after the Company has paid out the debts and other shareholders in accordance with laws;</u></p>	<p>2.g. If the Company is dissolved or bankrupted, it shall receive a part of the remaining assets in proportion to the <i>share ownership rate</i> at the Company;</p>	<p>Amended pursuant to Clause 1 Article 115 Law on Enterprise 2020</p>
<p>3. A Shareholder or a group of Shareholders holding more than 5% (five percent) of the total common <u>shares for 06 (six) consecutive months or more</u> shall have the following rights:</p>	<p>3. A Shareholder or a group of Shareholders holding <i>more than 5% (five percent) of the total common shares</i> shall have the following rights:</p>	<p>Eliminate the condition "must hold shares for 06 (six) consecutive months or more ", pursuant to Clause 2 Article 115 Law on Enterprises 2020</p>

<p><u>3.c.To inspect and receive a copy or an extract of the list of Shareholders entitled to attend and vote at a meeting of the General Meeting of Shareholders;</u></p> <p><u>3.d.To request the Board of Directors to inspect each particular issue relating to the management and operation of the Company's operation whenever necessary.</u></p> <p><u>The request must be made in writing; must contain the full name, permanent address, nationality, number of citizenship identity card, identification number, passport or other lawful personal identification in respect of a Shareholder being an individual; or the name, permanent address, nationality, number of establishment decision or number of enterprise registration in respect of a Shareholder being an organization; number of shares and date of registration of shares of each Shareholder, total number of shares of the group of Shareholders and the ownership percentage of the total number of shares of the Company; issues to be inspected and purpose of the inspection.</u></p>	<p><i>3.c. Review, look up, extract or copy the number of minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial statements, contracts, transactions must be approved by the Board of Directors and also other documents, except documents related to trade secrets, business secrets of the company</i></p>	<p>Amended pursuant to Clause 2 Article 115 Law on Enterprises 2020</p>
<p>Article 13. Obligations of Shareholders</p>	<p>Article 13. Obligations of Shareholders</p>	
	<p><i>8. To keep confidential the information provided by the company in accordance with the company's charter and law; only use the information provided to exercise and protect its legitimate rights and interests; It is strictly forbidden to distribute or copy or send</i></p>	<p>Supplemented pursuant to Clause 5 Article 119 Law on Enterprises 2020</p>

	<p><i>information provided by the company to other organizations or individuals.</i></p> <p><i>9. Other obligations as stipulated by law</i></p>	
Article 14. General Meeting of Shareholders	Article 14. General Meeting of Shareholders	
1. The Annual General Meeting of Shareholders must be hold within 04 (four) months from the end of a fiscal year; <u>this period of time may be extended for another period but not exceeding six (06) months</u> from the end of the fiscal year	1. The Annual General Meeting of Shareholders must be hold within 04 (four) months from the end of a fiscal year; <i>The Board of Directors decides to extend the Annual General Meeting of Shareholders if necessary</i> but not more than 06 (six) months from the end of the fiscal year.	Abolishing the procedure to report to the business registration office upon extension of the meeting of the General Meeting of Shareholders in accordance with Clause 2 Article 139 Law on Enterprises 2020
3.d. The Board of Directors must convene an Extraordinary meeting of General Meeting of Shareholders in the following cases: <u>When the number of independent Board of Directors members is reduced, not ensuring the percentage as regulated at Clause 1, Article 134 of Law on Enterprises;</u>	Eliminate this case. Apply under "other cases according to the provisions of the Law and the Charter of the Company".	Currently, the Law on Enterprises only stipulates that this extraordinary meeting applies to joint stock companies in general, not for listed companies (applicable to law of securities).
Article 15. Rights and Duties of the General Meeting of Shareholders	Article 15. Rights and Duties of the General Meeting of Shareholders	
1. The Annual General Meeting of Shareholders shall <u>have the right to discuss and approve the following issues:</u> b. Reports of the Board of Directors on the performance of Board of Directors and each Board members	1. 1. The Annual General Meeting of Shareholders shall have <i>the right and obligations as follows:</i> 1.b. Adoption of the Reports of the Board of Directors on the performance of Board of Directors and each Board members; <i>Report on the performance of Independent BOD members in the Audit Committee at the Annual General Meeting of Shareholders;</i>	Combine clause 1 and clause 2; Supplement the basis of Article 284 ND 155/2020 / ND-CP and Point c Clause 2 Article 15 Standard Charter Circular 116/2020 / TT-BTC

<p>2.1. Decision on investment or transactions of sales of assets of the Company with a value equal to or more than 35% (thirty-five percent) of total assets of the Company recorded in the most recent audited financial statements;</p>	<p><i>1.n.</i> Decision on investment or transactions of sales of assets of the Company with a value equal to or <i>more than</i> 35% (thirty-five percent) of total assets of the Company recorded in the most recent financial statements;</p>	<p>Clarify according to Point d, Clause 2, Article 138 Law on Enterprises 2020</p>
<p>2.n. The Company enters into contracts, transactions with any person stipulated in Clause 1 Article 162 of the Law on Enterprises with a value equal of 20% (twenty percent) or more of the total assets recorded the most recent audited financial statements.</p>	<p><i>1.p.</i> p. The Company enters into contracts, transactions with any person stipulated in Clause 1 Article 167 of the Law on Enterprises with a value equal of 20% or more (twenty percent) <i>or a transaction resulting in the total value of transaction arising within 12 months from the date of the first transaction with a value equal of 20% or more (twenty percent)</i> of the total assets recorded the most recent financial statements.</p>	<p>Supplemented the basis of Point b, Clause 4, Article 293 Decree 155/2020 / ND-CP</p>
	<p><i>1.r. Approve the internal governance regulations on corporate governance; operation regulation of the Board of Directors.</i></p>	<p>Bổ sung theo Điểm 1, khoản 1 Điều 138 LDN 2020 Supplemented under Point 1, Clause 1 Article 138 Law on Enterprises 2020</p>
<p>Article 16. Proxy</p>	<p>Article 16. Proxy</p>	
<p>1. Shareholders may authorize a person to attend the General Meeting of Shareholders. In case that there are more than 01 proxy, it must specify the number of shares and authorized voting ballots for each proxy.</p>	<p>1. Shareholders, <i>representatives authorized by shareholders</i> acting as an organization may authorize <i>one or several other individuals or organizations</i> to <i>attend the meeting or attend the meeting through one of the methods specified in Clause 2 of Article 12</i> in this Charter. In case that there are more than 01 proxy, it must specify the number of shares and authorized voting ballots for each proxy.</p>	<p>Supplemented under Clause 1, Article 144 Law on Enterprises 2020</p>

<p>2. 2. The authorization for a proxy must be made <u>in writing in the standard form of the Company and signed as follows:</u></p> <p>a. <u>If an individual Shareholder is the authorizer, the power of attorney must be signed by such Shareholder and the Proxy;</u></p> <p>b. <u>If a proxy is an organization, the power of attorney must be signed by the legal representative of the Shareholder, authorizer and the Proxy;</u></p> <p>c. <u>In other cases, the power of attorney must be signed by the legal representative and the proxy.</u></p>	<p>2. The authorization for a <i>proxy</i> to attend a meeting of the General Meeting of Shareholders must be made in writings. <i>The proxy is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the individual, the authorized organization, the number of authorized shares, the content of authorization, the scope of authorization, term of authorization, signatures of the principal and the attorney party.</i></p>	<p>Amend the written authorization letter to attend the GMS in accordance with Clause 2, Article 144 of the Law on Enterprises 2020</p>
<p>3. <u>Where a lawyer on behalf the principal signs a written letter of appointment of a representative, the appointment of such representative in this case shall be deemed to be effective only if such written letter of appointment is presented together with the power of attorney authorizing the lawyer (if it has not yet been registered with the Company before).</u></p>	<p>3. <i>In case of re-authorization, attendees must present the initial power of attorney of the shareholders and the representatives authorized by the shareholders acting as organization</i> (if it has not been registered with the Company before).</p>	<p>Amended according to Clause 2 Article 16 of the Standard Charter of Circular 116/2020 / TT-BTC</p>
<p>Article 17. Change of Rights</p>	<p>Article 17. Change of Rights</p>	
<p>1. The change or cancellation of any special right attached to a class of preference shares shall take effect when such change or cancellation shall be approved by the Shareholders holding at least 65% (sixty- five percent) of common shares who are in attendance and <u>concurrently approved by the</u></p>	<p>1. The change or cancellation of any special right attached to a class of preference shares shall take effect when such change or cancellation shall be approved by the Shareholders holding at least 65% (sixty five percent) of common shares who are in attendance. <i>Resolution of the General</i></p>	<p>Supplemented the basis of Clause 6 Article 148 Law on Enterprises 2020 and Clause 1 Article 17 of the Standard Charter Circular 116/2020 / TT-BTC</p>

<p><u>Shareholders holding at least 75% (seventy five percent) of voting rights of the above class of preference shares.</u></p>	<p><i>Meeting of Shareholders regarding the unfavorable changes in the rights and obligations of shareholders who own preferred shares shall only be approved if the number of preferred shareholders of the same class attending the meeting is from 75% of the total. Preferred shareholders of the same class owning 75% or more of that preferred shares in case of approving the resolution in the form of written opinion.</i></p>	
<p>Article 18. Convening a meeting of the General Meeting of Shareholders, Agenda and Notice of meeting of the General Meeting of Shareholders</p>	<p>Article 18. Convening a meeting of the General Meeting of Shareholders, Agenda and Notice of meeting of the General Meeting of Shareholders</p>	
<p>2.a. Prepare a list of all Shareholders satisfying all conditions for attending and voting at the meeting of the General Meeting of Shareholders. The list of Shareholders shall be prepared <u>not earlier than</u> 10 (ten) days prior to the date on which the notice of invitation to the meeting of the General Meeting of Shareholders is sent.</p>	<p>2.a. Prepare a list of all Shareholders satisfying all conditions for attending and voting at the meeting of the General Meeting of Shareholders. The list of Shareholders shall be prepared <i>no later than</i> 10 (ten) days prior to the date on which the notice of invitation to the meeting of the General Meeting of Shareholders is sent.</p>	<p>Revised the word in accordance with Clause 1, Article 141 of Law on Enterprises 2020</p>
<p>3. The notice of a meeting of the General Meeting of Shareholders shall be sent to all Shareholders by registered methods, and at the same time shall be published on the media means of the State Securities Commission and of the Stock Exchange and <u>on the website of the Company.</u> The notice of the meeting of the General Meeting of Shareholders must be <u>handed over shareholders by hand or post via registered mail to shareholders' address at least 15</u></p>	<p>3. The notice of a meeting of the General Meeting of Shareholders shall be sent to all Shareholders <i>to shareholders' address</i> by registered methods, and at the same time shall be published <i>on the media means of the Company, State Securities Commission and of the Stock Exchange</i> where the Company's shares are listed or registered for trading. The notice of the meeting of the General Meeting of Shareholders must be sent to <i>all shareholders in the list of</i></p>	<p>Amended based on Clauses 1 and 2 of Article 143 Law on Enterprises 2020 and Clause 3 Article 18 of the Standard Charter Circular 116/2020 / TT-BTC</p>

<p>(fifteen) prior to the opening date of the meeting (calculated from the date on which the notice is validly sent or delivered, the date on <u>which the postal charge is paid, or the date on which the notice is put in the mailbox</u>). In case that shareholder inform the Company about fax number or e-mail address in writing, the notice of the General Meeting of Shareholders may be delivered at such fax number or e-mail address.</p>	<p><i>shareholders entitled to attend the meeting at least 21 days (twenty one)</i> prior to the General Meeting of Shareholders (calculated from the date on which the notice is validly sent or delivered). In case that shareholder inform the Company about fax number or e-mail address in writing, the notice of the General Meeting of Shareholders may be delivered at such fax number or e-mail address.</p>	
<p>5. The convenor of a meeting of the General Meeting of Shareholders will only have the right to reject any proposal mentioned in Clause 4, Article 18 of this Article in the following cases:</p> <p>b. At the time of the proposal, the Shareholder or group of a Shareholders does not own at least 5% (five) percent of the common shares <u>for 06 (six) consecutive months</u> or more stipulated in Clause 3, Article 12 of this Charter;</p>	<p>5. The convenor of a meeting of the General Meeting of Shareholders will only have the right to reject any proposal mentioned in Clause 4, Article 18 of this Article in the following cases:</p> <p>b. At the time of the proposal, the Shareholder or group of a Shareholders does not own at least 5% (five) percent of the common shares as stipulated in Clause 3, Article 12 of this Charter;</p>	<p>Eliminated according to Article 142, 115 of the Law on Enterprises 2020</p>
<p>Article 21. Adoption of Resolutions of the General Meeting of Shareholders.</p>	<p>Article 21. Adoption of Resolutions of the General Meeting of Shareholders.</p>	
<p>1.a. Resolutions of the General Meeting of Shareholders on the below issues may be approved in forms of voting at the meeting or gathering opinions in writing:</p> <ul style="list-style-type: none"> - Amendment and supplement of Company Charter; - Re-purchase of more than 10% of total offered shares of each class; 	<p>1.a. Resolutions of the General Meeting of Shareholders on the below issues may be approved in forms of voting at the meeting or gathering opinions in writing</p> <ul style="list-style-type: none"> - Amendment and supplement of Company Charter; - Re-purchase of more than 10% of total offered shares of each class - <i>Other issues within the authority of the</i> 	<p>Amended in accordance with the actual operation of the company. Supplemented issues approved by voting at the meeting or collecting written opinions.</p>

	<p><i>General Meeting of Shareholders and not in the case specified at Point b, Clause 1, Article 21 of this Charter.</i></p>	
<p>1.b. Resolutions of General Meeting of Shareholders on the following issues must be approved through voting at the Meeting</p> <ul style="list-style-type: none"> - Decision on Investment transaction or sale of assets of the Company or branch(es) equal to or greater than 35% (thirty five percent) of total assets as recorded in the most recent audited financial statements of the Company; - Approval of annual financial statements; - Company re-structure and dissolution. - Development plan on short term or long term of the Company; - Election, dismissal, removal and replacement of Board of Directors members; - Class of share and total offered shares; annual dividend rate of each share; - <u>Other issues subject to jurisdiction of the General Meeting of Shareholders and not subject to cases as stipulated in point b, Clause 1, Article 21 of this Charter.</u> 	<p>1.b. Resolutions of General Meeting of Shareholders on the following issues must be approved through voting at the Meeting</p> <ul style="list-style-type: none"> - Decision on Investment or sale of assets of the Company equal to or greater than 35% (thirty five percent) of total assets as recorded in the most recent financial statements of the Company; - Approval of annual financial statements; - Company re-structure and dissolution. - Development plan on short term or long term of the Company; - Election, dismissal, removal and replacement of Board of Directors members; - Class of share and total shares; annual dividend rate of each share; - <i>Change in business lines and business areas;</i> - <i>Change in organizational structure of the Company.</i> 	<p>Supplemented the concept approved in form of voting at the Annual General Meeting of Shareholders according to Article 21 - Model Charter of Circular 116/2020 / TT-BTC</p>

<p>2.b. Resolutions of General Meeting of Shareholders are related to:</p> <ul style="list-style-type: none"> - Classes of Shares and total offered shares; - Decision on Investment transaction or sale of assets of the Company or branch(es) equal to or greater than 35% (thirty five percent) of total assets as recorded in the most recent audited financial statements of the Company; 	<p>2.b. Resolutions of General Meeting of Shareholders are related to:</p> <ul style="list-style-type: none"> - Classes of shares and total shares; - Decision on Investment or sale of assets of the Company equal to or greater than 35% (thirty five percent) of total assets as recorded in the most recent financial statements of the Company; 	<p>Updated amendments to be consistent with clause 1.b</p>
<p>Article 22. Authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders</p>	<p>Article 22. Authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders</p>	
<p>1. The Board of Directors shall have the right to collect written opinions in order to pass a Resolution of the General Meeting of Shareholders whenever necessary for the interests of the Company.</p>	<p>1. The Board of Directors shall have the right to collect written opinions in order to pass a Resolution of the General Meeting of Shareholders whenever necessary for the interests of the Company, <i>except for the case specified at Point b, Clause 1, Article 21 of this Charter.</i></p>	<p>Supplemented to clarify, in accordance with Clause 1 Article 22 of the Standard Charter of Circular 116/2020 / TT-BTC</p>
<p>6. The Board of Directors shall conduct the vote-counting and shall prepare minutes of the vote-counting in the witness of Internal Audit Committee or Company Secretary or Shareholder(s) not holding a managerial position in the Company</p>	<p>6. The Board of Directors shall conduct the vote-counting and shall prepare minutes of the vote-counting in the witness of <i>Shareholder(s) not holding a managerial position in the Company.</i> The vote-counting minutes shall contain the following basic details:</p>	
<p>Article 23. Minutes of General Meeting of Shareholders</p>	<p>Article 23. Minutes of General Meeting of Shareholders</p> <p>2. <i>If the Chairman and Secretary refuses to sign the meeting minutes, this minutes shall be</i></p>	<p>Supplemented according to Clause 1, Article 150 of the Law on Enterprises 2020</p>

	<i>effective if signed by all other members of the Board of Directors attending the meeting and fully contain the contents as prescribed by law. Minutes of the meeting clearly state that the Chairman and Secretary refused to sign the meeting minutes.</i>	
Article 25. Effect of resolutions of the General Meeting of Shareholders	Article 25. Effect of resolutions, decisions of the General Meeting of Shareholders	
In case where shareholders, a group of shareholders request court or arbitrator to cancel resolution(s) of the General Meeting of Shareholders in accordance with Article 24 of this Charter, such resolution(s) are still valid until <u>court, arbitrator issue other decision</u> , unless there are urgent measures temporarily taken by competent authority.	3. In case where shareholders, a group of shareholders request court or arbitrator to cancel resolution(s) of the General Meeting of Shareholders in accordance with Article 24 of this Charter, <i>such resolution(s) are still valid until the Court's decision to cancel</i> such resolution or arbitration takes effect, unless there are urgent measures temporarily taken by competent authority.	Amended according to Clause 3 Article 152 Law on Enterprises 2020
VII. BOARD OF DIRECTORS	VII. BOARD OF DIRECTORS	
Article 26. Standards structure of members of Board of Directors	Article 26. Standards structure of members of Board of Directors	
2. Independent Members of Board of Directors is Members of Board of Directors meeting the below requirements, excepting other regulations in law on securities: a. Not being a person who are working for the Company, its subsidiary; not being a person who used to work for the Company, its subsidiary at least the last three (03) years;	2. Independent Members of Board of Directors is Members of Board of Directors meeting the below requirements, excepting other regulations in law on securities: Not being a person who are working for the Company, <i>mother company</i> or its subsidiary; not being a person who used to work for the Company, <i>mother company</i> or its subsidiary at	Supplemented according to Clause 2, Article 155 of the Law on Enterprises 2020

	least the last three (03) years;	
2.e. Not being a person who used to act a member of Board of Directors at least the 05 (five) past consecutive years.	2.e. Not being a person who used to act a member of Board of Directors, <i>Board of Supervisors</i> at least the 05 (five) past consecutive years, , <i>except for the case of being appointed continuously for 02 consecutive terms.</i>	
Article 27. Composition and term of members of Board of Directors	Article 27. Composition and term of members of Board of Directors	
1. Board of Directors of the Company consists of 05 up to 11 members. Term of Board of Directors is five (05) years. This term shall not exceed five (05) years; member of the Board may be re-elected for an unlimited number of terms. <u>Total members of independent of the Board of Directors must account for at least 1/3 (one third) of total members of Board of Directors. The minimum number of independent members of Board of Directors shall be calculated based on the principal of down rounding.</u>	1. Board of Directors of the Company consists of 05 up to 11 members. Term of Board of Directors is five (05) years. This term shall not exceed five (05) years; member of the Board may be re-elected for an unlimited number of terms. <i>An individual can only be elected as an independent member of the Board of Directors for no more than 2 consecutive terms. In case all members of the Board of Directors finish at the same term, these members will continue to be members of the Board of Directors until a new member is elected to replace and take over the work.</i> <i>The total number of independent members of the Board of Directors must comply with the provisions of the Securities law</i>	Supplemented under Clauses 2 and 3, Article 154 of the Law on Enterprises Generally regulate the number of independent BOD members according to the law on securities
<u>2. Member of Board of Management shall be not eligible to be a member of the Board of</u>	<i>2. Member of Board of Directors shall be not eligible to be a member of the Board of</i>	There is no details in the cases which not eligible to be independent

<p><u>Directors in the following cases:</u> <u>.....</u></p>	<p><i>Directors if such member is dismissed and replaced by the General Meeting of Shareholders in accordance with the Law on Enterprises or is prohibited by law to be member of the Board of Directors;</i></p>	<p>BOD member but pursuant to the Law on Enterprises (Article 160) and other laws if any.</p>
<p>Article 28. Self-nomination, nomination of Board of Directors member.</p>	<p>Article 28. Self-nomination, nomination of Board of Directors member.</p>	
<p>2. Shareholders holding shares with voting rights in <u>at least 06 (six) continuous months</u> have right to add up the number of voting rights of each person to nominate candidates for the Board of Directors</p>	<p>2. Shareholders or <i>group of shareholders</i> holding shares from <i>5% (five percent) of the total common shares</i> have right to add up the number of voting rights of each person to nominate candidates for the Board of Directors.</p>	<p>Amended and supplemented according to Clause 2, Article 115, of the Law on Enterprise and Clause 3, Article 12 of this Charter</p>
<p>Article 29. Powers and Duties of the Board of Directors</p>	<p>Article 29. Powers and Duties of the Board of Directors</p>	
<p>3.l. Make the decision on investment or sale for assets of which the value is less than 35% (thirty-five percent) of total assets recorded in the most recent <u>audited</u> financial statements of the Company;</p> <p>3.m. Approve the agreements and transactions (purchase, sales, loan, lend and other transactions) of which the value is equal to or higher than 35% of total assets recorded in the most recent financial statements of the Company. This regulation does not apply for contracts and transactions promulgated in Point d, Clause 2, Article 135, Clause 1 and Clause 3 Article 162 of Law on Enterprises;</p> <p>3.s. Decision on entering into contracts, transactions with persons who are stipulated in</p>	<p>3.l. Make the decision on investment or sale for assets of which the value is less than 35% (thirty-five percent) of total assets recorded in the most recent financial statements of the Company;</p> <p>3.m. Approve the agreements and transactions (purchase, sales, loan, lend and other transactions) of which the value is equal to or higher than 35% of total assets recorded in the most recent <i>audited</i> financial statements of the Company. This regulation does not apply for contracts and transactions <i>under the jurisdiction of the General Meeting of Shareholders as promulgated in Point n, p, Clause 1, Article 15</i></p>	<p>Amend and refer to Point h, Clause 2, Article 153 Law on Enterprise Update the article, pursuant to Article 167 of the Law on Enterprise</p>

Clause 1, Article 162 of Law on enterprises, of which value is less than 20% (twenty percent) of total assets recorded in the most recent audited financial statements of the Company	<i>of this Charter;</i> 3.r. Decision on entering into contracts, transactions with persons who are stipulated in Clause 1, Article 167 of Law on enterprises, of which value is less than 20% (twenty percent) of total assets recorded in the most recent financial statements of the Company	
4. Board of Directors shall report General Meeting of Shareholders <u>on its operation, namely its supervision work over General Director and other manager activities in the fiscal year. In case Board of Directors does not report General Meeting of Shareholders, the Company Financial Statements shall be deemed invalid and not approved by General Meeting of Shareholders.</u>	4. Board of Directors shall report and <i>submit to General Meeting of Shareholders on its management, performance of the Board of Directors and each member of the Board, ensuring that the contents are in accordance with the provisions of law.</i>	Amended pursuant to Clause 280 Decree 155/2020 / ND-CP and Clause 3 Article 139 Law on Enterprise and providing general regulations in the direction of ensuring that the contents are in accordance with the law.
6. Total remuneration for Board of Directors shall be decided by General Meeting of Shareholders	6. Total remuneration for Board of Directors shall be decided by <i>General Meeting of Shareholders.</i>	Supplemented according to Point a, clause 2, article 163 of Law on Enterprise
Article 30. Chairman, Vice Chairman of Board of Directors	Article 30. Chairman, Vice Chairman of Board of Directors	
<u>Chairman of the Board of Directors must own or represent owner of at least 10% (ten percent) of the Company's charter capital.</u>	<i>Chairman of the Board of Directors cannot concurrently hold the position of the General Director.</i>	Proposing to remove the conditions for holding shares of the BOD Chairman, supplementing the conditions under Clause 2, Article 156 Law on Enterprise 2020
Article 31. Meetings of Board of Directors	Article 31. Meetings of Board of Directors	

<p>3. A resolution by way of gathering written opinions shall be approved based on majority consent of members of the Board of Directors who have voting rights.</p>	<p>3. A resolution by way of gathering written opinions shall be approved based on majority consent of members of the Board of Directors who have voting rights. <i>If the votes for and against are equal, the opinion of the BOD Chairman is the decisive opinion.</i></p>	<p>Supplement to clarify</p>
	<p><i>Article 33. Audit Committee</i></p>	<p>Split off into a separate article of the Audit Committee because the Audit Committee is a specialized agency of the Board of Directors</p>
<p><u>3. Audit sub-committee:</u></p> <p><u>3.1. Audit sub-committee means the Internal audit department under the Board of Directors as prescribed in Point b, Clause 1, Article 134 of Law on Enterprises.</u></p> <p><u>The specific content related to organizational structure of internal audit committee shall be stipulated in the Regulation on Corporate Governance.</u></p> <p><u>Internal auditor must fully satisfy the following standards:</u></p> <p><u>a. Have qualification of honest, sense of compliance with laws;</u></p> <p><u>b. A university degree or higher in proper specialty, have a sufficient knowledge and be always updated in the scope of assigned tasks;</u></p> <p><u>c. Working experience in educated specialty at least 05 years or in the Company at least 03</u></p>	<p><i>Audit Committee is under the Board of Directors. Audit Committee has 02 (two) or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.</i></p> <p><i>The specific content related to organizational structure, rights and responsibilities of audit committee shall be stipulated in the Regulation on Corporate Governance and other internal regulations</i></p>	<p>Amended the name of the Audit Committee according to Article 161 Law on Enterprise 2020.</p>

years or in audit, accounting or finance field at least 03 years.

d. Have a general knowledge of laws and the Company's operation; be able to collect, analyze, evaluate and synthesize information; have knowledge and skills of internal audit

3.3 Internal audit Committee has following rights and obligations:

a. Verify the rationality, legitimation, truthfulness and prudence in managing and running the business activities; the systematization, consistence and appropriateness in accounting, statistics and preparing financial statement;

b. Appraise business reports, annual financial statements, bi-annual financial statements and quarter financial statements of the Company. This appraisal content must be included in the report submitted to the Annual General Meeting of Shareholders by the Board of Directors;

c. Review, examine and evaluate the validity as well as effectiveness of internal control system; internal audit, risk management and early warnings of the Company; be responsible for internal audit work of the Company;

d. Review and record accounting books as well as other documents of the Company, administration and operation of the Company when necessary or under resolution of the General Meeting of Shareholders or at the request by shareholders or group of shareholders as prescribed in Clause 3, Article 12 of this Charter;

e. At the request of shareholders or a group of shareholders as stipulated at Clause 3, Article 12 of this Charter, perform and conduct the verification within 07 (seven) working days from the date of receiving request. Within 15 (fifteen) working days, from the date of ending, audit sub-committee must make a report on explaining issues to the Board of Directors and shareholders or a group of shareholders as requested. This verification conducted by Internal audit committee which is mentioned in this clause do not hinder the normal operation of the Board of Directors or not interrupt the business management of the Company;

f. Propose remedies, supplements, innovations of organizational-administration structure to the Board of Directors, oversee and run the Company's business activities;

g. When detecting any member of the

Board of Directors, General Director who breaches regulation at Article 160 of Law on Enterprises, it must make a written notice to the Board of Directors immediately, it is required to suspend violation and take overcoming measures;

h. Propose to select an independent auditor, auditing fees and all relevant issues so that the Board of Directors submits to the General Meeting of Shareholders for approval in the form stated in Article 49 of this Charter; oversee the independence and objectiveness of independent auditor;

i. Have rights to attend and discuss at meetings of the General Meeting of Shareholders, the Board of Directors and the Company;

j. Be entitled to request for employing persons at other departments; hiring consultants, experts as well as auditing services in order to participate in internal audit period whenever necessary, provided that the independence of internal audit is guaranteed;

k. Other rights and responsibilities stated in this Charter, Corporate Governance and applicable laws.

VIII. GENERAL DIRECTOR, OTHER MANAGERIAL OFFICERS AND THE COMPANY SECRETARY	VIII. GENERAL DIRECTOR, OTHER MANAGERIAL OFFICERS AND THE COMPANY SECRETARY	
Article 36. Appointment, dismissal, removal, Duties and Powers of the General Director	Article 37. Appointment, dismissal, removal, Duties and Powers of the General Director	Updated the order of terms
3. Rights and responsibilities d. Consulting the Board of Directors to make decisions on the number of labors, salary, allowances, benefits, appointment, dismissal and other terms concerning their labor contracts;	3. Rights and responsibilities d. Decisions on the number of labors, salary, allowances, benefits, appointment, dismissal within the <i>jurisdiction</i> and other terms concerning their labor contracts;	Modified to comply with the actual operation of the company
IX. RESPONSIBILITIES OF MEMBERS OF BOARD OF DIRECTORS, GENERAL DIRECTOR AND OTHER MANAGERIAL OFFICERS	IX. RESPONSIBILITIES OF MEMBERS OF BOARD OF DIRECTORS, GENERAL DIRECTOR AND OTHER MANAGERIAL OFFICERS	
Article 39. Responsibility to be honest and avoid conflicts of interest	Article 40. Responsibility to be honest and avoid conflicts of interest	Updated the order of terms
5.a. Contracts or transactions between the Company with one or more members of Board of Directors, General Director, other managerial officers and their related persons to them or Company, partners, associations or organizations that Members of Board of Directors, General Director, other managerial officers and the related persons to them as the members, or related to the financial benefits shall not be disabled in the following cases: For contracts valued at less than 20% (twenty	5.a Contracts or transactions between the Company with one or more members of Board of Directors, General Director, other managerial officers and their related persons to them or Company, partners, associations or organizations that Members of Board of Directors, General Director, other managerial officers and the related persons to them as the members, or related to the financial benefits shall not be disabled in the following cases: For contracts and <i>transaction</i> valued at less than	Supplemented to be consistent with Point r Clause 3 Article 29 of this Charter

percent) of the total assets recorded in the most recent financial statements, the key elements of the contracts or transactions as well as the relationships and interests of managerial officers or members of Board of Directors have been reported to Board of Directors. At the same time, Board of Directors which has permitted the performance of such contracts or transactions honestly by a majority of approved votes of members of Board of Directors without relevant interests; or	20% (twenty percent) of the total assets recorded in the most recent financial statements, the key elements of the contracts or transactions as well as the relationships and interests of managerial officers or members of Board of Directors have been reported to Board of Directors. At the same time, Board of Directors which has permitted the performance of such contracts or transactions honestly by a majority of approved votes of members of Board of Directors without relevant interests; or	
5.b. For contracts valued more than <u>20% (twenty percent) of the total assets recorded in the most recent financial statements,</u> the key elements of the contracts or transactions as well as the relationships and interests of management officers or members of Board of Directors have been reported to shareholders <u>having no relevant interests with the right to vote on that issue, and those shareholders have voted for the contracts or transactions;</u>	5.b. For contracts and <i>transaction valued equally</i> or more than 20% (twenty percent) <i>or the transaction resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of 20% or more of the total value of assets recorded in the most recent financial statements.</i> The key elements of the contracts or transactions as well as the relationships and interests of management officers or members of Board of Directors <i>have been reported to shareholders having no relevant interests;</i>	Supplemented to be consistent with Point n Clause 2 Article 15 of this Charter ; Clause 4 Article 293 NĐ 155/2020/NĐ-CP
XI. EMPLOYEES AND THE TRADE UNION	XI. EMPLOYEES AND THE TRADE UNION	
Article 42. Employees and Trade Union	Article 43. Employees and Trade Union	Updated the order of terms
1. General Director must <u>prepare a plan for the Board of Directors to approve</u> the matters relating to recruitment, dismissal of employees, salary, social insurance, welfare, rewards and	1. General Director shall approve the matters relating to recruitment, dismissal of employees, salary, social insurance, welfare, rewards and	Amended to suit the actual operation of the company

discipline applicable to employees and Other Managerial Officers.	discipline applicable to employees and Other Managerial Officers.	
2. General Director must <u>prepare a plan in order for the Board of Directors to approve</u> the matters relating to the relationship between the Company and trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the regulations of the Company, and applicable laws.	2. General Director shall approve the matters relating to the relationship between the Company and trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the regulations of the Company, and applicable laws, <i>at the same time, compile and report to the Board of Directors in the latest meeting.</i>	
XII. PROFIT DISTRIBUTION	XII. PROFIT DISTRIBUTION	
Article 43. Profit Distribution	Article 44. Profit Distribution	Updated the order of terms
5. The dividend payment can be conducted via the Securities companies or <u>Vietnam Depository Securities.</u>	5. The dividend payment can be conducted via the Securities companies or <i>Vietnam Securities Depository & Clearing Corporation.</i>	Revised according to the new model of the Law on Securities 2019
XVII. TERMINATION OF OPERATION AND LIQUIDATION	XVII. <i>DISMISSAL</i> AND LIQUIDATION	
Article 51. Termination of operation	Article 52. <i>Dismissal</i>	Updated the order of terms
1. The Company may be dissolved or <u>terminated</u> in the following cases: <u>b. A competent court of Vietnam declares the Company bankrupt in accordance with the</u>	1. The Company may be dissolved in the following cases: <i>b. The certificate of business registration has been revoked; unless otherwise prescribed by the Law on Tax Administration</i>	Amended according to Article 207 Law on Enterprise 2020

<p><u>applicable Law;</u></p> <p>c. <u>The Company shall be early dissolved</u> as decided by the General Meeting of Shareholders.</p>	<p>c. According to the resolutions and decisions of the General Meeting of Shareholders.</p>	
<p>Article 53. Liquidation</p>	<p>Article 54. Liquidation</p>	<p>Updated the order of terms</p>
<p>3.b. Proceeds from the liquidation shall be disbursed in the following order:</p> <p>Wages and <u>insurance costs for employees;</u></p>	<p>2. Proceeds from the liquidation shall be disbursed in the following order:</p> <p>Salary, <i>severance pay, social insurance and other benefits of the employees according to the collective labor agreement and the signed labor contract;</i></p>	<p>Clarified according to Clause 5 Article 208 Law on Enterprise 2020</p>
<p>XX. EFFECTIVE DATE</p>	<p>XX. EFFECTIVE DATE</p>	
<p>Article 56. Effective date</p>	<p>Article 57. Effective date</p>	<p>Updated the order of terms</p>
<p>1. This Charter comprises of 20 Chapters, <u>56</u> Articles and has been unanimously approved by General Meeting of Shareholders of Tien Phong Plastic Joint Stock Company in accordance with Resolution no. / NQ-ĐHĐCĐTN-2020/NTP dated May 18th, 2020 at Tien Phong Plastic Joint Stock Company and jointly agreed to the full text of this Charter.</p>	<p>1. This Charter comprises of 20 Chapters, <u>57</u> Articles and has been unanimously approved by General Meeting of Shareholders of Tien Phong Plastic Joint Stock Company in accordance with Resolution no...../ NQ-ĐHĐCĐTN-2021/NTP dated <i>April 19th, 2021</i> at Tien Phong Plastic Joint Stock Company and jointly agreed to the full text of this Charter.</p>	<p>Updated the number of Chapters, Articles and Clauses</p>

<p>2. This Charter is made in 10 (ten) copies of equal validity, of which:</p> <p><u>a. 01 (One) copy shall be submitted to the local Public Notary Office.</u></p> <p><u>b. 05 (Five) copies shall be registered with an authority in accordance with the regulations of the Hai Phong People’s Committee.</u></p> <p><u>c. 04 (Four) copies shall be filed in the head office of the Company.</u></p>	<p>2. This Charter is made in 10 (ten) copies of equal validity, <i>and shall be filed in the head office of the Company.</i></p>	
<p><i>Some other detailed adjustments to sentence structure, word usage, abbreviated terms and some references to terms under the Law on Enterprise 2020 to ensure the consistency in the formality and content of the Regulation, but not change the content of the Articles and Clauses.</i></p>		