

DRAFT

REGULATIONS
ELECTION OF BOARD OF DIRECTORS MEMBERS
TERM 2026 - 2031

- *Based on the 2020 Enterprise Law, the 2025 amended Enterprise Law, and the guiding documents for their implementation;*
- *Based on the Securities Law 2019, the amended Securities Law 2024, and the implementing regulations;*
- *Based on the Charter of Organization and Operation of Tan Phu Vietnam Joint Stock Company,*

CHAPTER I
GENERAL REGULATIONS

Article 1. Scope of regulation and subjects of election

- 1.1.** These regulations shall be used for the election of members of the Board of Directors (“**BOD**”) for the term 2026-2031 of Tan Phu Vietnam Joint Stock Company . (“**Company**”) at the Annual General Meeting of Shareholders (“**AGM**”) in 2026.
- 1.2.** Eligible voters : Shareholders holding voting shares and authorized representatives of shareholders holding voting shares present at the General Meeting (according to the shareholder list as of March 17, 2026, issued by the Vietnam Securities Depository and Clearing Corporation to Tan Phu Vietnam Joint Stock Company).

CHAPTER II
NOMINATION AND CANDIDATE FOR BOARD OF DIRECTORS MEMBER

Article 2. Standards and conditions for becoming a member of the Board of Directors

- 2.1** General criteria and conditions for becoming a member of the Board of Directors:
 - Possesses full legal capacity and is not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
 - Possess professional qualifications and experience in the company's business management, and are not necessarily shareholders of the company;
 - A member of the company's Board of Directors may also be a member of the Board of Directors of another company; however, they may only simultaneously be a member of the Board of Directors or the Board of Members in a maximum of five other companies.
- 2.2** Specific criteria and conditions for becoming an independent board member:
 - Not currently employed by the Company, its parent company, or its subsidiary; not previously employed by the Company, its parent company, or its subsidiary for at least the three preceding years .
 - 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 ;
 - 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 is a manager of the Company or its subsidiary ;

- Not a person who directly or indirectly owns at least 1% of the total voting shares of the Company ;
- Not a person who has 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 .

Article 3. Nomination of candidates for the Board of Directors and the number of members to be elected.

3.1. Shareholders holding voting shares of the Company have the right to nominate/propose candidates for the position of Board of Directors, either individually or collectively in groups.

3.2. Shareholders or groups of shareholders holding:

- From 10% to less than 20% of the voting shares, one (01) candidate can be nominated;
- From 20% to less than 30% of the voting shares, two (02) candidates are nominated;
- From 30% to 40% of the voting shares, a maximum of three (03) candidates can be nominated;
- From 40% to less than 50% of the voting shares, a maximum of four (04) candidates can be nominated;
- From 50% to less than 65% of the voting shares, a maximum of six (06) candidates can be nominated;
- Candidates nominated from 65% or more of the voting shares are eligible to be considered.

3.3. The number and structure of elected members of the Board of Directors are as follows: according to the Board of Directors' proposal at the 2026 Annual General Meeting of Shareholders;

3.4. If, after the deadline for receiving nominations and applications for Board of Directors membership, the number of candidates nominated and applied for by the Board of Directors is still insufficient to meet the required number as stipulated in Clause 3.3 of this Article, the Board of Directors shall nominate additional candidates to reach the required number as stipulated in Clause 3.3 of this Article.

Article 4. Documents for nominating and applying for membership on the Board of Directors.

4.1. The application dossier for nominating and electing a member of the Board of Directors includes:

- a) Nomination and candidacy form for Board of Directors members (according to template);
- b) The resume must be completed by the applicant themselves (using the provided template);
- c) Copies of identity card/citizen's identification card/passport and educational certificates/diplomas;
- d) A valid power of attorney for nomination (in case a shareholder authorizes another person to make the nomination);

- 4.2. Nomination and application documents must be submitted to the Company before 4:00 PM on March 14, 2026, at the following address:
- Tan Phu Vietnam Joint Stock Company**
- Address:** Inochi Office located at 258B Nam Ky Khoi Nghia Street, Xuan Hoa Ward, Ho Chi Minh City, Vietnam.
- Phone:** 028.28.609.003
- 4.3. Only nomination/candidate applications that meet the nomination/candidate eligibility requirements and candidates who meet the corresponding eligibility requirements for Board of Directors membership will be included in the list of candidates announced at the General Meeting.

CHAPTER III

ELECTION OF BOARD OF DIRECTORS MEMBERS

Article 5. Election methods and principles

- 5.1. The election of board members is conducted through secret ballot using the cumulative voting method.
- 5.2. Each shareholder has a total number of votes corresponding to the total number of voting shares (including owned and delegated shares) multiplied by the number of members to be elected.

For example:

a. Suppose we need to elect 05 members to the Board of Directors. Shareholder Nguyen Van A owns 1,000 voting shares. Then the total number of votes of shareholder Nguyen Van A is:

$$(1,000 \times 5) = 5,000 \text{ votes}$$

- 5.3. Shareholders can cast all their votes for one or more candidates;
- 5.4. The total number of votes cast for a shareholder's candidates shall not exceed the total number of votes permitted for that shareholder.

Article 6. Ballots and how to fill out ballots

- 6.1. Each shareholder/authorized representative attending the meeting will be issued a Board of Directors election ballot, which will include the shareholder's code, the number of shares held, the total number of votes the shareholder has for the number of members to be elected, and a list of nominated candidates. The ballot will be stamped with the Company's seal.
- 6.2. An election is considered valid if it meets the following conditions:
- a) The ballots are for candidates whose names are on the list and within the number of members to be elected, as agreed upon by the General Meeting of Shareholders before the voting takes place.
 - b) The total number of votes is less than or equal to (\leq) the total number of votes allowed for that shareholder (the total number of allowed votes equals the number of voting shares multiplied by the number of members to be elected).
 - c) Not covered by the provisions of section 6.3 of this Article.
- 6.3. A ballot is invalid if it falls under any of the following categories:

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- a) The ballot papers were not issued by the Congress Organizing Committee;
 - b) The ballot paper does not bear the company's seal;
 - c) Ballots that are torn, crossed out, erased, altered, or have the names of candidates not on the list announced at the Congress added before voting takes place;
 - d) The ballot paper included additional information and inappropriate symbols;
 - e) The ballot paper shows that the total number of votes cast for the candidates exceeds the total number of votes that the shareholder is entitled to vote for;
 - f) The number of votes cast for the total number of candidates exceeded the number of members to be elected;
 - g) The form was not signed and the full name was not clearly written;
 - h) Ballots are submitted to the Ballot Counting Committee after voting has ended and the ballot box has been sealed.

6.4. Invalid ballots will not be counted in the election results.

6.5. How to fill out the ballot:

- a) Shareholders have the right to choose from the following voting methods:
 - Enter the number of votes you wish to cast in the "Number of votes" column.
 - + When agreeing to vote for a candidate, shareholders write the number of votes they wish to cast in the "Number of Votes" column next to the candidate's name. This number of votes must not exceed the total number of votes cast by the shareholders.
 - + If a shareholder does not vote for a candidate, they should enter "0" or leave the "Number of Votes" column blank in the row corresponding to that candidate's name.
 - box next to the "Number of Votes" column with an (x) or (Ö) mark .
 - + To agree to cast all your votes for one candidate: check the "Number of votes" column next to that candidate's name.
 - + When voting equally among candidates: check the "Number of votes" column next to the name of all candidates.
- b) Shareholders can cast their votes for one or more candidates, or not vote for any candidate at all.

Article 7. Principles for voting to elect members of the Board of Directors

7.1. The vote counting committee will set up a ballot box for electing members of the Board of Directors. The vote counting committee will inspect the ballot box in the presence of the shareholders.

7.2. Voting begins at the signal of the meeting chairman or the head of the vote counting committee and ends when the last shareholder present at the meeting casts their vote into the ballot box, or 15 minutes after the start time, whichever comes first. After the voting is completed, the ballot box will be sealed by the vote counting committee in the presence of the shareholders.

7.3. Vote counting begins immediately after voting ends and the ballot box is sealed. The counting location must ensure confidentiality and independence to guarantee that members of the counting committee are not interfered with or influenced by others throughout the entire counting process.

7.4. The vote count results are documented and announced by the Head of the Vote Counting Committee to the Congress.

Article 8. Principles for electing members of the Board of Directors

- 8.1. The elected members of the Board of Directors are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the required number of members are elected.
- 8.2. In the event that two (02) or more candidates receive the same highest number of votes, the General Meeting of Shareholders will conduct a re-election among the candidates with the same number of votes.

Article 9. Announcing the election results.

- 9.1. Based on the vote counting record, the election results must be announced by the Vote Counting Committee immediately at the Congress.
- 9.2. The content of the Vote Counting Minutes includes: Total number of shareholders attending and authorizing representatives to attend the meeting, total number of shareholders participating in the voting, number of valid votes, number of invalid votes, and the number of votes cast for each candidate on the Board of Directors;
- 9.3. The election results of the newly elected members of the Board of Directors will be recorded in the Resolution of the Company's General Meeting of Shareholders.

Article 10. Complaints regarding the election and vote counting:

Any complaints regarding the election and vote counting at the General Meeting will be handled by the Chairman of the General Meeting and recorded in the minutes of the General Meeting.

Article 11. Effective date

- 11.1. These election regulations consist of 3 Chapters and 11 Articles, and will take effect after being approved by the General Meeting of Shareholders. They will only apply to the election of additional members of the Board of Directors for the 2026-2031 term at the Company's 2026 Annual General Meeting of Shareholders.
- 11.2. The Chairman of the Board of Directors – the presiding officer of the General Meeting – will sign and issue these Regulations on behalf of the Board of Directors after the General Meeting of Shareholders approves the entire text of the Regulations.

**GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTORS**

TRAN DUC HUY