

# **REGULATIONS ON THE OPERATION OF THE SUPERVISORY BOARD TRUONG PHU JOINT STOCK COMPANY**

## **Chapter I. GENERAL PROVISIONS**

### **Article 1. Scope of Regulation and Applicable Subjects**

1. **Scope of Regulation:** The Regulations on the Operation of the Supervisory Board stipulate the organizational structure, personnel, standards, conditions, rights and obligations of the Supervisory Board and its members as prescribed in the Enterprise Law, the company's charter, and other relevant regulations.
2. **Applicable Subjects:** The Regulations on the Operation of the Supervisory Board apply to the Supervisory Board and its members.

### **Article 2. Principles of Operation of the Supervisory Board**

The Supervisory Board operates on the principle of collective responsibility. Members of the Supervisory Board are individually responsible for their assigned tasks and jointly responsible to the General Meeting of Shareholders and to the law for the work and decisions of the Supervisory Board.

## **Chapter II. MEMBERS OF THE SUPERVISORY BOARD (SUPERVISORS)**

### **Article 3. Rights, obligations and responsibilities of members of the Supervisory Board**

1. Strictly comply with the law, the company's charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations.
2. Exercise assigned rights and obligations honestly, carefully, and to the best of their ability to ensure the maximum legitimate interests of the Company.
3. Be loyal to the interests of the Company and shareholders; do not abuse their position, title, or use the Company's information, know-how, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals.
4. Other obligations as stipulated by the Enterprise Law and the company's charter.
5. In case of violations of the provisions of Clauses 1, 2, 3, and 4 of this Article that cause damage to the Company or other persons, the members of the Supervisory Board shall be personally or jointly liable for compensation for such damage. Income and other benefits

obtained by the members of the Supervisory Board from the violation must be returned to the Company.

6. If a member of the Supervisory Board is found to have violated the exercise of their assigned rights and obligations, a written notification must be sent to the Supervisory Board, requesting the person committing the violation to cease the violation and remedy the consequences.

#### **Article 4. Term and Number of Members of the Supervisory Board**

1. The Supervisory Board shall have 3 (three) members. The term of the Supervisory Board shall not exceed 5 years and may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board do not necessarily have to be shareholders of the Company.

3. More than half of the members of the Supervisory Board must be residents of Vietnam. 4. In cases where members of the Supervisory Board have their terms ending at the same time, and a new member of the Supervisory Board has not yet been elected, the member whose term has ended shall continue to exercise their rights and obligations until a new member of the Supervisory Board is elected and assumes their duties.

#### **Article 5. Standards and Conditions for Members of the Supervisory Board**

Members of the Supervisory Board must meet the standards and conditions as stipulated in the Company's Charter and Internal Regulations on Corporate Governance.

#### **Article 6. Head of the Supervisory Board**

1. The Head of the Supervisory Board must have a university degree or higher, specializing in economics or economic management.

2. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; election, dismissal, and removal shall be by majority vote.

3. The rights and obligations of the Head of the Supervisory Board are stipulated in the Company's Charter.

#### **Article 7. Nomination and Candidacy of Supervisory Board Members**

1. Shareholders holding at least 05% of the common shares have the right to combine their individual voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 5% to less than 10% of the voting shares may nominate one candidate; from 10% to less than 30% may nominate two candidates; from 30% to less than 40% may nominate three candidates; from 40% to less than 50% may nominate four candidates; and from 50% to less than 60% may nominate a maximum of five (05) candidates.

2. If the number of candidates for the Supervisory Board nominated through election and candidacy is still insufficient as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Supervisory Board shall nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the Supervisory Board's operating regulations. The incumbent Supervisory Board's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

#### **Article 8. Method of Election, Dismissal, and Removal of Supervisory Board Members**

1. The election, dismissal, and removal of Supervisory Board members are within the authority of the General Meeting of Shareholders.

2. The voting for Supervisory Board members must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of Supervisory Board members to be elected. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected Supervisory Board members are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the company's charter is reached. In the event that two or more candidates receive the same number of votes for the last Supervisory Board member, a re-election will be held among those candidates or a selection will be made according to the criteria stipulated in the election regulations or the company's charter.

#### **Article 9. Cases of Dismissal and Removal of Supervisory Board Members**

The General Meeting of Shareholders may consider dismissing or removing members of the Supervisory Board in accordance with the Company's Charter and Internal Regulations on Corporate Governance.

#### **Article 10. Notification of Election, Dismissal, and Removal of Supervisory Board Members**

1. If a candidate for the Supervisory Board has been identified, the Company must publish information related to the candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Supervisory Board. Information regarding candidates for the Supervisory Board that is disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;

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- c) Work experience;
  - d) Other management positions;
  - e) Interests related to the Company and its related parties;
  - f) Other information (if any) as stipulated in the Company's Articles of Association;
  - g) The Company is responsible for disclosing information about the companies in which the candidate holds management positions and any interests related to the Company that the candidate for the Supervisory Board holds (if any).
2. The notification of the results of the election, dismissal, and removal of members of the Supervisory Board shall be carried out in accordance with the regulations guiding the disclosure of information.

### **Chapter III. BOARD OF SUPERVISORS**

#### **Article 11. Rights, Obligations, and Responsibilities of the Board of Supervisors**

The rights and obligations of the Board of Supervisors are stipulated in Article 33 of the Company's Charter.

#### **Article 12. Rights of the Board of Supervisors to Receive Information**

1. Documents and information must be sent to members of the Board of Supervisors at the same time and in the same manner as to members of the Board of Directors, including:
- a) Notices of meetings, ballots for opinions of members of the Board of Directors, and accompanying documents;
  - b) Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
  - c) Reports of the General Director submitted to the Board of Directors or other documents issued by the Company.
2. Members of the Board of Supervisors have the right to access the Company's records and documents kept at the head office, branches, and other locations; and have the right to visit the workplaces of the Company's managers and employees during working hours. 3. The Board of Directors, its members, the General Director, and other managers must provide complete, accurate, and timely information and documents on the management, operation, and business activities of the Company as requested by members of the Supervisory Board or the Supervisory Board itself.

### **Article 13. Responsibilities of the Supervisory Board in convening extraordinary General Meetings of Shareholders**

1. The Supervisory Board is responsible for replacing the Board of Directors in convening a General Meeting of Shareholders within 30 days if the Board of Directors fails to do so in the following cases:

- a) The number of remaining members of the Board of Directors or Supervisory Board is less than the number of members stipulated by law;
- b) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law;
- c) When the Supervisory Board requests the convening of an extraordinary General Meeting of Shareholders but the Board of Directors fails to comply.

2. If the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed, the Supervisory Board shall compensate the Company for any resulting damages.

3. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Company.

### **Chapter IV. SUPERVISORY BOARD MEETING**

#### **Article 14. Meetings of the Supervisory Board**

1. The Supervisory Board shall meet at least two (02) times per year, with the number of members attending the meeting being at least two-thirds (2/3) of the Supervisory Board members.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing organizations to attend and answer questions requiring clarification.

#### **Article 15. Minutes of the Supervisory Board Meeting**

Minutes of the Supervisory Board meeting shall be prepared in detail and clearly. The person recording the minutes and the Supervisory Board members attending the meeting must sign the minutes. Minutes of the Supervisory Board meetings must be kept to determine the responsibilities of each Supervisory Board member.

### **Chapter V.**

#### **REPORTING AND DISCLOSURE OF INTERESTS**

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## **Article 16. Annual Reports**

The Supervisory Board's reports at the Annual General Meeting of Shareholders shall include the following contents:

1. Report on the Company's business results, the performance of the Board of Directors, and the General Director, to be submitted to the Annual General Meeting of Shareholders for approval.
2. Self-assessment report on the performance of the Supervisory Board and its members as stipulated in the Company's Charter and Internal Regulations on Corporate Governance.
3. Remuneration, operating expenses, and other benefits of the Supervisory Board and each member of the Supervisory Board.
4. Summary of Supervisory Board meetings and conclusions and recommendations of the Supervisory Board; results of monitoring the Company's operations and finances.
5. Assessment report on transactions between the Company, its subsidiaries, and other companies in which the Company holds control of more than fifty percent (50%) of the charter capital with members of the Board of Directors, the General Director, and their related parties; transactions between the Company and companies in which members of the Board of Directors are founding members or business managers during the three years preceding the transaction.
6. Results of monitoring the Board of Directors, the General Director, and other business executives.
7. Results of assessing the coordination of activities between the Supervisory Board and the Board of Directors, the General Director, and shareholders.
8. Propose and recommend to the General Meeting of Shareholders the approval of the list of auditing firms approved to audit the Company's financial statements; and the list of auditing firms approved to conduct inspections of the Company's operations when deemed necessary.

## **Article 17. Salaries and Other Benefits**

The salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board shall be implemented according to the following regulations:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax, other relevant laws, and must be listed as a separate item in the Company's annual financial statements.

#### **Article 18. Disclosure of Related Interests**

1. Members of the Company's Supervisory Board must declare to the Company their related interests, including:

a) The name, business registration number, head office address, business sector, and business activities of the enterprise in which they own or hold capital contributions or shares; the percentage and time of ownership of those capital contributions or shares;

b) Name, business registration number, head office address, and business lines of the enterprise in which their related parties own, co-own, or individually own capital contributions or shares exceeding 10% of the charter capital.

2. The declaration as stipulated in Clause 1 of this Article must be made within 7 working days from the date the related interest arises; any amendments or additions must be notified to the Company within 7 working days from the date of the corresponding amendments or additions.

3. Members of the Supervisory Board and their related parties may only use information obtained through their positions to serve the interests of the Company.

4. Members of the Supervisory Board are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which the Company holds control of more than fifty percent (50%) of the charter capital, and members of the Supervisory Board or their related parties, as stipulated by law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with securities law regulations on information disclosure.

5. Members of the Supervisory Board and their related parties are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.



## Chapter VI.

### RELATIONSHIP OF THE SUPERVISORY BOARD

#### **Article 19. Relationship between members of the Supervisory Board**

Members of the Supervisory Board have an independent and non-dependent relationship with each other, but they coordinate and cooperate in common work to ensure the effective performance of the responsibilities, rights, and duties of the Supervisory Board as prescribed by law and the company's charter. The Head of the Supervisory Board coordinates the general work of the Supervisory Board but does not have the right to control the members of the Supervisory Board.

#### **Article 20. Assignment of duties among members of the Supervisory Board**

Each member of the Supervisory Board, under the direction and assignment of the Head of the Supervisory Board, has the following duties and powers:

##### 1. Duties

- a) Proposing the selection of an independent auditing firm, the audit fee, and all matters related to the withdrawal or dismissal of an independent auditing firm;
- b) Discuss with the independent auditor the nature and scope of the audit before commencing the audit;
- c) Seek independent professional advice or legal counsel and ensure the involvement of external experts with appropriate experience and expertise in the company's work if deemed necessary;
- d) Discuss any difficulties and deficiencies identified from the interim or final audit results, as well as any issues the independent auditor wishes to discuss;
- e) Review the management letter from the independent auditor and the feedback from the Board of Directors;
- f) Review the company's report on internal control systems;
- g) Review the results of internal investigations and the feedback from the Board of Directors;
- h) To oversee business operations, inspect accounting records, assets, and annual, semi-annual, and quarterly financial reports before submission to the Board of Directors and recommend corrective actions for any irregularities (if any);

- i) To have the right to request the Executive Board to provide information, data, documents, and explanations of the company's business operations;
- j) To present to the General Meeting of Shareholders the audited financial year summary report;
- k) To report to the General Meeting of Shareholders on unusual financial events, strengths and weaknesses in the financial management of the Board of Directors and the General Director, with their independent opinions. To be personally responsible for their assessments and conclusions. If they are aware of irregularities but fail to report them, they will be held legally responsible for any damages (if any);
- l) To periodically inform the Board of Directors of the results of the oversight;
- m) To be invited by the Chairman of the Board of Directors to attend certain Board meetings when necessary, to express opinions and make recommendations, but not to participate in voting. If there is a difference in opinion from the Board of Directors' decision, the Supervisory Board has the right to request that its opinion be recorded in the meeting minutes and to report directly to the next General Meeting of Shareholders.

## 2. Powers

- a) The Supervisory Board has the right to request the Board of Directors to hold an extraordinary meeting;
- b) To attend meetings of the Board of Directors; to have the right to discuss but not to vote;
- c) Other rights and duties as stipulated in the company's charter and legal regulations;
- d) The inspection and control as stipulated in this regulation shall not hinder the normal operation

of the Board of Directors, nor disrupt the General Director's management.

### **Article 21. Relationship with the Executive Board**

The Supervisory Board has an independent relationship with the Company's Executive Board and is the unit that performs the function of supervising the Executive Board's activities.

### **Article 22. Relationship with the Board of Directors**

The Supervisory Board has an independent relationship with the Company's Board of Directors and is the unit that performs the function of supervising the Board of Directors' activities.

## **Chapter VII.**

### **IMPLEMENTATION CLAUSES**

#### Article 23. Effective Date

The Regulations on the Operation of the Supervisory Board of Truong Phu Joint Stock Company consist of 7 chapters and 23 articles and shall be effective from June 27, 2026.

**On behalf of the Supervisory Board Chairman**



A handwritten signature in black ink is written over a red circular stamp. The stamp contains the text: "M.S.D.N: 080029878", "CÔNG TY CỔ PHẦN TRƯỜNG PHU", and "THÀNH PHỐ HỒ CHÍ MINH".

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