

**BINH SON PETROLEUM  
PACKAGING AND TRADING  
JOINT STOCK COMPANY**

No: 13 /QĐ-HĐQT-BSPPT

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

*Quang Ngai, April 24<sup>th</sup>, 2025*

## **DECISION**

**On the Promulgation of the Regulations on the Operation of the Board of  
Directors**

**Binh Son Petroleum Packaging and Trading Joint Stock Company**

## **BOARD OF DIRECTORS**

**BINH SON PETROLEUM TRADING AND PACKAGING JOINT  
STOCK COMPANY**

*Pursuant to the Law on Enterprises dated June 17, 2020 and related  
amendments and supplements;*

*Pursuant to the Law on Securities dated November 26, 2019 and related  
amendments and supplements;*

*Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the  
Government detailing the implementation of a number of articles of the Law on  
Securities;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of  
the Minister of Finance guiding a number of articles on corporate governance  
applicable to public companies in Decree No. 155/2020/ND-CP dated December  
31, 2020 of the Government detailing the implementation of a number of articles  
of the Law on Securities;*

*Pursuant to the Charter of Binh Son Petroleum Packaging and Trading  
Joint Stock Company approved by the General Meeting of Shareholders for  
amendment and supplementation on April 24, 2025;*

*Pursuant to Resolution No. 01/NQ-BSPPT dated April 24, 2025 of the  
Annual General Meeting of Shareholders of Binh Son Petroleum Packaging and  
Trading Joint Stock Company in 2025.*

## **DECISION**

**Article 1.** To issue, together with this Decision, the Regulations on the  
Operation of the Board of Directors of Binh Son Petroleum Packaging and  
Trading Joint Stock Company.

**Article 2.** This Decision shall take effect from the date of signing and shall  
replace Decision No. 09/QĐ-HĐQT-BSPPT dated May 15, 2024, of the Board of  
Directors of the Company.

**Article 3.** Members of the Board of Directors, the Director, Person in charge of Company administration, and the Heads of the Department of the Company are responsible for the implementation of this Decision.

**Recipients:**

- As per Article 3;
- Blockholder/ shareholder groups;
- The Board of Supervisors;
- Archived: Documents, Company Secretary.



**ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN**



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**Mai Tuan Dat**



**OPERATING REGULATIONS OF THE BOARD OF DIRECTORS  
BINH SON PETROLEUM PACKAGING AND TRADING  
JOINT STOCK COMPANY**

**Chapter I  
GENERAL PROVISIONS**

**Article 1. Scope of regulation and Subjects of application**

1. Scope of regulation: HĐQT' operating regulations stipulate the human resource structure, operating principles, powers and obligations of HĐQT and its members to operate in accordance with the provisions of the Enterprise Law, the Charter of Binh Son Petroleum Packaging and Trading Joint Stock Company and other relevant legal regulations.

2. Subjects of application: This regulation applies to HĐQT and its members.

**Article 2. Interpretation of terms and abbreviations**

1. “Công ty”: Binh Son Petroleum Packaging and Trading Joint Stock Company.

2. “ĐHĐCĐ”: General Meeting of Shareholders

3. “HĐQT”: Board of Directors

4. “KSV”: Controller.

5. Other words or terms, abbreviations not mentioned in this Regulation shall be applied according to current regulations of State law, the Company Charter and other internal regulations of the Company.

**Article 3. Operating principles of HĐQT**

1. HĐQT works according to collective principle, in conjunction with the coordination of the Chairman of HĐQT.

2. Members of HĐQT are responsible for their work and are jointly responsible before ĐHĐCĐ, HĐQT and the law for the Resolutions and Decisions of HĐQT in the management and development of the Company, except for members of HĐQT who vote against or reserve their opinions on such Resolutions and/or Decisions.

3. HĐQT assigns responsibility to the Director to organize and implement the Resolutions and Decisions of HĐQT. Resolutions and Decisions of HĐQT are mandatory for all Departments and individuals in the entire Company.



4. All activities of HÐQT, members of HÐQT and support apparatus of HÐQT must comply with the provisions of law and the Company Charter, ensuring the benefits of the Company.

#### **Article 4. Principles of authorization of the Chairman of HÐQT**

1. The Chairman of HÐQT authorizes in writing one of the members of HÐQT to undertake his/her work during his/her absence from the Company and/or when he/she is not involved in handling work at the Company.

2. During the implementation process, the Chairman of HÐQT and authorized members of HÐQT are responsible for performing the work in accordance with the authorized content, complying with the provisions of law and the internal regulations of the Company.

### **Chapter II**

#### **MEMBERS OF THE BOARD OF DIRECTORS**

##### **Article 5. Rights and obligations of members of HÐQT**

1. Members of HÐQT have full rights as prescribed by the Securities Law, relevant laws and the Company Charter, including the right to be provided with information and documents on the financial situation and business activities of the Company; perform the duties and powers of a member of HÐQT in accordance with the provisions of this Charter, as assigned by HÐQT and authorized by the Chairman of HÐQT honestly and for the benefits of the Company.

2. Members of HÐQT have the following obligations:

- a) Perform their duties honestly and carefully for the best benefits of the Shareholders and the Company;
- b) Attend all meetings of HÐQT and give opinions on issues discussed;
- c) Timely and fully report to HÐQT the remuneration received from Subsidiaries, Affiliates and related organizations;
- d) Disclose information when trading the Company's shares in accordance with the law.
- e) Other obligations as prescribed by law and the Company Charter.

3. Non-executive members of HÐQT coordinate to supervise and direct the Director and other managers in operating the Company's production and business activities in accordance with the provisions of this Regulation, the Company Charter and relevant legal provisions.

4. Carry out periodic or ad hoc reporting as required by HÐQT on assigned issues.

5. Research, evaluate the situation and performance and contribute to the development of the Company's business direction and plan in each period.

6. Research Financial Statements, give opinions or request the Company's administrators, managers, and the Finance and Accounting Department to explain issues related to the Statements.

7. Implement Resolutions and Decisions of the ÐHÐCÐ and HÐQT.



8. Responsible for explaining to the ĐHĐCĐ and HĐQT on the performance of assigned tasks when requested.

9. Propose ideas and solutions to problems related to assigned working areas and propose solutions to other tasks related to the organization and operation of the Company.

#### **Article 6. Rights to be provided with information of HĐQT members**

1. Members of HĐQT have the right to request the Director, Deputy directors, and other Managers in the Company to provide information and documents on the financial situation and business activities of the Company.

2. The Director, Deputy directors and Managers are required to promptly, fully and accurately provide information and documents as requested by HĐQT members.

#### **Article 7. Term and number of members of HĐQT**

1. HĐQT has 05 members.

2. The term of office of a member of HĐQT shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of HĐQT for no more than 02 consecutive terms.

3. In case all members of HĐQT end their terms, those members are still members of HĐQT until new members are elected to replace them and take over the work, unless Company Charter has other regulations.

4. The Company Charter specifically stipulates the number, rights, obligations, organization and coordination of activities of independent members of HĐQT.

#### **Article 8. Standards and conditions for members of HĐQT**

1. Members of HĐQT must meet the following standards and conditions:

a) Not subject of Clause 2, Article 17 of Enterprises Law;

b) Have professional qualifications and experience in business administration or in the Company's business fields and professions and do not necessarily have to be a shareholder of the Company, unless Company Charter has other regulations;

c) A member of HĐQT may concurrently be a member of HĐQT of another Company;

d) A member of HĐQT must not be a family member of the Director and other managers of the Company; or persons of the Parent company have the authority to appoint the administrators;

đ) Other standards and conditions according to the Company Charter.

2. In case the Company has independent members of HĐQT, the standards for independent members of HĐQT shall comply with the provisions of Clause 2, Article 155 of the Law on Enterprises 2020..



## **Article 9. Chairman of HDQT**

1. The Chairman of HDQT is elected, dismissed, or removed from office by the members of HDQT with a majority of votes; the election and dismissal procedures are in accordance with the provisions of the Company Charter and relevant laws.

2. The Chairman of HDQT is not concurrently the Director.

3. The Chairman of HDQT has the following rights and obligations:

a) Convene and chair HDQT meeting;  
b) On behalf of HDQT sign resolutions, decisions and documents under the authority of HDQT;

c) Make the program and plan of activities of HDQT and preside over the assignment of tasks to members of HDQT to manage the Company's activities. The content of the specific assignment of tasks to each member of HDQT will be presented in writing and signed by the Chairman of HDQT.

d) Supervise the members of HDQT in performing assigned tasks and duties; preside over the evaluation of the performance of each member of HDQT, Subcommittees, and Councils of HDQT at least once a year (01) and report to the ĐHĐCĐ on the results of this evaluation.

e) Organize and supervise the implementation of resolutions and decisions of HDQT.

f) On behalf of HDQT sign the Decisions on acceptance, appointment, dismissal, job transfer, reward, discipline and treatment regimes for consultants (if any), Administrators, Assistants/Secretary, Leaders and staff, employees working in the consulting, advisory and assisting departments for HDQT and other cases according to HDQT's regulations.

g) Carry out other rights and duties according to the decision of HDQT, regulations in the Enterprise Law, the Company Charter, internal regulations on corporate governance and according to the provisions of law.

4. In case the Chairman of HDQT resigns or is dismissed, HDQT must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal. In case the Chairman of HDQT is absent or unable to perform his/her duties, he/she must authorize in writing another member to carry out the rights and obligations of the Chairman of HDQT according to the principles stipulated in the Company Charter and this Regulation.

5. When necessary, HDQT will decide to appoint a Secretary. The Secretary will have the following rights and obligations:

a) Support to organize the meetings of the ĐHĐCĐ and HDQT; record meeting minutes;

b) Support Board members in performing assigned rights and obligations;

c) Support HDQT in applying and implementing corporate governance principles;



d) Support the Company in building shareholder relations and protecting the legitimate rights and benefits of shareholders; comply with the obligation to provide information, publicize information and administrative procedures;

e) Other rights and obligations as prescribed in the Company Charter.

**Article 10. Dismissal, removal, replacement and addition of members of HDQT**

1. DHDCD dismisses a member of HDQT in the following cases:

a) Not meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises;

b) Have a resignation letter and it is accepted;

c) Other cases are specified in the Company Charter.

2. DHDCD dismisses a member of HDQT in the following cases:

a) Not participate in the activities of HDQT for 06 consecutive months, except in cases of force majeure;

b) Other cases are specified in the Company Charter.

3. When necessary, DHDCD decides to replace members of HDQT; dismiss or remove members of the HDQT, except in the cases specified in Clause 1 and Clause 2 of this Article.

4. HDQT must convene a meeting of DHDCD to elect additional members of HDQT in the following cases:

a) The number of members of HDQT is reduced by more than one-third compared to the number specified in the Company Charter. In this case, HDQT must convene a meeting of DHDCD within 60 days from the date the number of members is reduced by more than one-third;

b) The number of independent members of HDQT has decreased, not ensure the ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;

c) Except for the cases specified in Point a and Point b of this Clause, DHDCD elects new members to replace members of HDQT who have been dismissed or removed at the most recent meeting.

**Article 11. Method of electing, dismissing and removing members of HDQT**

1. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate people to HDQT as prescribed in Clause 2, Article 26 of the Company Charter. Nomination is carried out as follows:

a) Ordinary shareholders forming a group to nominate members for HDQT must notify the attending shareholders about the group before the opening of the DHDCD;



b) Based on the number of members of HDQT, shareholders or groups of shareholders specified in this clause have the right to nominate one or several members as decided by the DHDCD as candidates for HDQT. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate as decided by the DHDCD, the remaining candidates will be nominated by HDQT and other shareholders.

2. In case the number of candidates for HDQT through nomination and candidacy is still not enough as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent HDQT will introduce additional candidates or the organization nominates in accordance with the provisions of the Company Charter and the Internal Regulations on Corporate Governance. The nomination of additional candidates by the incumbent HDQT must be clearly announced before DHDCD votes to elect members of HDQT in accordance with the provisions of law.

3. Voting to elect members of HDQT is carried out in accordance with the provisions of the Company Charter.

4. The election, dismissal and removal of members of HDQT are decided by DHDCD according to the voting principle.

## **Article 12. Notice of election, dismissal and removal of members of HDQT**

1. In case the candidates of HDQT have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the DHDCD on the Company's website so that shareholders can learn about these candidates before voting. The candidates of HDQT must have a written commitment to the honesty and accuracy of the published personal information and must commit to performing their duties honestly, carefully and in the best benefits of the Company if elected as a member of HDQT. Information related to the candidates of HDQT to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working process;
- d) Other management positions (including positions in HDQT at other companies);
- d) Benefits related to the Company and its related parties;
- e) Other information (if any) as prescribed in the Company Charter;
- g) The Company must be responsible for disclosing information about the Company in which the candidates are holding the position of Board member, other management positions and benefits related to the company of HDQT candidates (if any).



2. The announcement of the results of the election, dismissal and removal of members of HDQT complies with the guiding regulations of information disclosure.

### **Chapter III**

#### **BOARD OF DIRECTORS**

##### **Article 13. Rights and obligations of HDQT**

1. HDQT is the Company's management agency with full authority to make decisions and carry out the Company's rights and obligations on behalf of the Company, except for rights and obligations under the authority of the DHDCD. HDQT uses the Company's executive apparatus and seal to perform its duties and powers.

2. The rights and obligations of HDQT are stipulated by law, the Company Charter and the DHDCD; specifically, HDQT has the following rights and obligations:

- a) Decide on the Company's strategy, medium-term development plan and annual business plan;
- b) Propose the type of shares and the total number of shares of each type that can be offered for sale;
- c) Decide to sell unsold shares within the number of shares of each type allowed to be offered for sale; decide to raise additional capital in other forms;
- d) Decide on the selling price of the Company's shares and bonds;
- d) Decide to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- e) Decide on investment plans and investment projects under the authority and limits prescribed by law;
- g) Decide on market development, marketing and technology solutions;
- h) Approve contracts for purchase, sale, loan, lending 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 for contracts and transactions under the authority of DHDCD as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i) Elect, dismiss, remove the Chairman of HDQT; appoint, dismiss, sign contracts, terminate contracts with the Director and other managers as prescribed in the Company Charter; decide on salaries, remuneration, bonuses and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or DHDCD at other companies, decide on remuneration and other benefits of those people;
- k) Supervise and direct the Director and other managers in the daily business operations of the Company;



l) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;

m) Approve the agenda and content of documents for ĐHĐCĐ's meetings; convene ĐHĐCĐ or collect opinions to pass the resolution of the ĐHĐCĐ;

n) Submit audited annual financial statements to the ĐHĐCĐ;

o) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;

p) Propose the reorganization and dissolution of the Company; request the bankruptcy of the Company;

q) Decide to issue HĐQT's Operating Regulations, Internal Management Regulations after being approved by the ĐHĐCĐ; Regulations on information disclosure of the Company; Direct the development and issuance of internal documents on organization, administration, operation, risk management and control... to ensure that the Company's operations are fully managed, controlled, safe and highly effective.

r) Other rights and obligations as prescribed by the Law on Enterprises, the Securities Law, other provisions of law and the Company Charter.

3. HĐQT passes resolutions and decisions by voting at meetings, collecting written opinions or other forms as prescribed by the Company Charter. Each member of HĐQT has one vote.

4. In case the resolution or decision passed by HĐQT is contrary to the provisions of law, the resolution of ĐHĐCĐ, or the Company Charter, causing damage to the Company, the members who agree to pass such resolution or decision must jointly take personal responsibility for such resolution or decision and must compensate the Company; members who oppose the passage of the above resolution or decision are exempted from liability. In this case, the Company's shareholders have the right to request the Court to suspend or cancel the implementation of the above resolution or decision.

#### **Article 14. Duties and powers of HĐQT in approving and signing transaction contracts**

1. HĐQT approves contracts and transactions with a value of less than 35% or transactions resulting in the total transaction value arising within 12 months from the date of the first transaction having a value of less than 35% of the total asset value recorded in the most recent financial statement with one of the following entities:

- Members of HĐQT, members of the Board of Supervisors, Directors, other managers and related persons of these subjects;

- Shareholders, authorized representatives of shareholders owning more than 10% of the total common shares of the Company and their related persons;



- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The representative of the Company signing a contract or transaction must notify the members of HÐQT and members of the Board of Supervisors the parties involved in the contract or transaction and enclose a draft of the contract or the main content of the transaction. HÐQT will decide on the approval of the contract or transaction within 15 days from the date of receipt of the notification, unless the Company Charter stipulates a different time limit; members of HÐQT with benefits related to the parties in the contract or transaction will not have the right to vote.

### **Article 15. Responsibilities of HÐQT in convening extraordinary meetings of the ÐHÐCÐ**

1. HÐQT must convene an extraordinary meeting of the ÐHÐCÐ in the following cases:

- a) HÐQT deems it necessary for the benefit of the Company;
- b) The number of remaining members of HÐQT and the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a meeting of the ÐHÐCÐ must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request document must be made in multiple copies and must include sufficient signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- đ. Other cases as prescribed by law and the Company Charter.

#### **2. Convening an extraordinary meeting of shareholders**

HÐQT must convene a meeting of the ÐHÐCÐ within 30 days from the date the number of remaining members of HÐQT, independent members of HÐQT or members of the Board of Supervisors is less than the minimum number of members as prescribed in the Company Charter or from the date of receipt of the request specified in Point c and Point d, Clause 1 of this Article.

3. The person convening the ÐHÐCÐ must perform the following tasks:

- a) Make a list of shareholders entitled to attend the meeting;
- b) Provide information and resolve complaints related to shareholder lists;
- c) Make agenda and content;
- d) Prepare documents for the meeting;
- đ) Draft resolution of ÐHÐCÐ according to the expected content of the meeting; list and detailed information of candidates in case of election of members of HÐQT and members of the Board of Supervisors;
- e) Determine meeting time and place;



- g) Send meeting invitations to each shareholder entitled to attend the meeting in accordance with the provisions of the Enterprise Law;
- h) Other work for the meeting.

#### **Article 16. Subcommittees assisting HDQT**

1. HDQT may establish a subcommittee to be responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee will be decided by HDQT with a minimum of 03 people, including members of HDQT and external members. Independent members of HDQT/non-executive members of HDQT should make up the majority of the subcommittee and one of these members will be appointed as Head of the subcommittee according to the decision of HDQT. The activities of the subcommittee must comply with the regulations of HDQT. The resolution of the subcommittee will only be effective when the majority of members attend and vote for it at the subcommittee meeting.

2. The implementation of decisions of HDQT or of subcommittees under HDQT must comply with current legal regulations and regulations in the Company Charter and Internal Regulations on Corporate Governance.

3. HDQT may establish Councils, advisory and support departments under HDQT to assist HDQT in performing its duties and powers in accordance with the provisions of this Regulation, the Company Charter and the provisions of law. The specific duties, powers, number and standards, conditions of members of the Councils, advisory and support departments and working mechanisms will be decided by HDQT in accordance with the provisions of law.

4. In addition, HDQT uses the Company's Departments to advise and assist HDQT according to assigned functions and tasks or use professional consulting services (if necessary) to perform the duties and powers of HDQT.

#### **Article 17. Person in charge of corporate governance and Company Secretary**

1. Person in charge of corporate governance: HDQT appoints one (01) person as the Person in charge of corporate governance to support the corporate governance activities effectively. The criteria for the Person in charge of corporate governance are stipulated in the Internal Regulations on Corporate Governance and relevant laws. The rights and obligations of the Person in charge of corporate governance are stipulated in Article 36 of the Company Charter. The operating costs, salary and allowances (if any) of the Person in charge of corporate governance are decided by HDQT; these costs are accounted for in the Company's business expenses.

2. Company Secretary: When necessary, HDQT will decide to appoint at least 01 (one) person as Company Secretary. The role and duties of the Company Secretary are stipulated in Article 40 of the Company Charter. The number of Company Secretaries, operating cost, salary and salary nature of the Company Secretary will be decided by HDQT; these costs will be accounted for in the Company's business expenses.



## Chapter IV

### MEETING OF THE BOARD OF DIRECTORS

#### **Article 18. Regulations on meetings and meeting forms of HDQT**

1. HDQT must meet at least once a quarter and may hold extraordinary meetings. HDQT' meetings are convened by the Chairman of HDQT or a member of HDQT authorized by the Chairman of HDQT.

2. HDQT meeting may be held offline or online between all or some members of HDQT who are in different locations, provided that each member attending the meeting is able to:

- a) Listen to the Board members speak at the meeting;
- b) A member who wishes to speak may speak to all other attending members simultaneously;
- c) Communication between members may be by telephone or other means of communication or a combination of all these methods;
- d) Members of HDQT attending the above meeting are considered to be present at that meeting;
- e) The place of meeting held under this provision is the place where the largest group of members of HDQT can gathers, or if there is no such group, the place where the Chairman of the meeting is present;
- f) Decisions passed at a meeting attended by electronic means will be effective immediately when the meeting ends but shall thereafter be confirmed by the signatures in the minutes of all members of HDQT attending the meeting.

3. The meeting place of HDQT may be at the Company's Head Office or at other places as decided by the Chairman of HDQT and agreed by HDQT.

#### **Article 19. The meeting of Board of Directors**

1. The Chairman of HDQT will be elected at the first meeting of HDQT within 07 working days from the date of the election of HDQT end. This meeting will be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members will vote by majority to select one of them to convene the meeting of HDQT.

2. The Chairman of HDQT convenes a meeting of HDQT in the following cases:

- a) At the request of the Board of Supervisors or independent members of HDQT;
- b) With the request of the Director or at least 05 other managers;
- c) With the request of at least 02 members of HDQT;
- d) Other cases as prescribed by the Company Charter.

3. The request specified in Clause 2 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions under the authority of HDQT. The person with the authority to convene HDQT meeting has



the right to refuse the above request if the issues to be discussed and decisions are not under the authority of HDQT.

4. The Chairman of HDQT must convene a meeting of HDQT within 07 working days from the date of receipt of the request specified in Clause 2 of this Article. In case HDQT meeting is not convened as requested, the Chairman of HDQT will be responsible for any damages to the Company; the person requesting will have the right to replace the Chairman of HDQT in convening a meeting of HDQT.

5. The Chairman of HDQT or the person convening HDQT meeting must send a meeting invitation at least 03 working days before the meeting date unless the Company Charter has no other regulations. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the members' voting ballots.

Notice of meeting of HDQT may be sent by invitation, telephone, fax, electronic means or other methods as prescribed in the Company Charter and guaranteed to reach the contact address of each member of HDQT registered at the Company.

6. The Chairman of HDQT or the convener send the meeting invitation and accompanying documents to the members of the Board of Supervisors as to the members of HDQT.

Members of the Board of Supervisors have the right to attend meetings of HDQT; have the right to discuss but not to vote.

7. A meeting of HDQT shall be held when at least 3/4 of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have the required number of members, a second meeting shall be convened within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of HDQT attend the meeting.

8. A member of HDQT is considered to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote via online conference, electronic voting or other electronic form;
- d) Send voting ballots to the meeting via mail, fax, email;
- đ) Send voting ballots by other means as prescribed in the Company Charter.

9. In case of sending the ballot to the meeting by mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of HDQT



at least 01 hour before the opening. The ballot may only be opened in the presence of all attendees.

10. Members must attend all HDQT meetings. Members may authorize others to attend meetings and vote if approved by a majority of HDQT members.

11. Resolutions and decisions of HDQT are passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of HDQT or the person chairing the meeting.

12. A member of HDQT who has benefits related to the issue being decided by HDQT will not be allowed to participate in voting on that issue and will not be counted in the number of delegates required to be present at the meeting, and will not be authorized by another member of HDQT to participate in voting on that issue.

### **Article 20. Minutes of HDQT meeting**

1. HDQT meetings must be recorded in minutes and may be recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may be prepared in a foreign language, including the following main contents:

- a) Name and address of Head office, business registration number;
- b) Time and place of meeting;
- c) Purpose, agenda and content of the meeting;
- d) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;
- đ) Issues discussed and voted on at the meeting;
- e) Summarize the opinions of each member attending the meeting in chronological order of the meeting;
- g) Voting results showing members who approve, disapprove and have no opinion;
- h) The issue passed and the corresponding passing percentage;
- i) Full name and signature of the chairman and the person taking the minutes, except for the cases specified in Clause 2 of this Article.

2. In case the chairman, the person recording the minutes refuses to sign the meeting minutes, but all other members of HDQT attending the meeting sign and have all the contents as prescribed in Points a, b, c, d, dd, e, g and h, Clause 1 of this Article, the minutes shall be valid. The meeting minutes shall clearly state that the chairman or the person recording the minutes refused to sign the minutes. The person signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the contents of HDQT's meeting minutes. The chairman, the person recording the minutes shall be personally responsible for any damage caused to the Company due to their refusal to sign the meeting minutes in accordance with the provisions of the Law on Enterprises.



3. The chairman, the person recording the minutes and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the minutes of HĐQT' meeting.

4. Minutes of HĐQT's meetings and documents used in the meeting must be kept at the Company's head office.

5. Minutes drawn up in Vietnamese and in a foreign language have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail.

#### **Article 21. Receiving and handling documents to HĐQT**

1. The Company Secretary is the focal person for receiving and proposing document handling to HĐQT.

a) No later than 02 working days from the date of receiving incoming documents via email, paper documents or other guaranteed forms, the Company Secretary reports to the Chairman of HĐQT and propose a form of handling, except for the case specified in Point b of this Clause;

b) For the Director's submission, request/proposal in written via email or paper document; the Company Secretary checks the validity of the documents, but not limited to the following contents:

- Competence;
- Document status;
- Ensure compliance with Company procedures/regulations and legal regulations;
- Attached documents.

b1. If the documents are invalid, within no more than 02 days, the Company Secretary will respond by email to the Executive Board for updating/supplementing through the Company's Documentation and Focal Department.

b2. If the submitted documents are valid, within no more than 03 days, the Company Secretary will draft response/approval/acceptance documents and send them to HĐQT for comments via email; HĐQT members who have comments, additions to the draft response/approval/acceptance documents or other comments will be sent to the Company Secretary for synthesis within no more than 02 working days.

The Company Secretary synthesizes the opinions of HĐQT members to complete and submit the response/approval/acceptance documents; in case there are different opinions of HĐQT members, the Company Secretary reports to the Chairman of HĐQT and proposes a form of handling.

2. Decisions passed by way of obtaining opinions from HĐQT members via email are as valid as decisions passed at HĐQT meetings.



**Article 22. Organizing to collect opinions of HDQT members in written**

1. Based on the proposal of the Company Secretary, the Chairman of HDQT decides to collect written opinions from Board members when necessary.
2. Company Secretary prepares opinion forms and necessary documents related to the content of the opinion request.
3. The written opinion of HDQT members can be collected by sending an email to each member of HDQT. HDQT members must sign the written opinion request and send it to the Company Secretary on time and content specified in the Opinion Form or email. If the deadline for return request is exceeded and a member does not respond, it is considered that the member did not participate in the opinion, the opinion responded via email is equivalent to the opinion signed in writing.
4. Based on the opinions of HDQT members, the Company Secretary completes the decision/resolution and submits it to the Chairman of HDQT for signing and promulgation when more than 50% of HDQT members agree or makes a record and proposes the Chairman of HDQT to organize a HDQT meeting when there are many different opinions.
5. The Chairman of HDQT and the Company Secretary must be jointly responsible for the truthfulness and accuracy of the results of the opinion collection; and jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.
6. Decisions passed by way of collecting written opinions of HDQT members have the same value as decisions passed at HDQT meetings.
7. Members of HDQT have the right to request the Director, Deputy Directors and/or relevant Departments to report additional information and explain issues related to the content of the request for opinions.
8. Responsibility for coordination of relevant Departments/individuals in collecting written opinions from HDQT:
  - a) During the process of requesting written opinions from HDQT; based on reviewing the documents or according to the opinions of HDQT members, the Company Secretary synthesizes and requests relevant Departments/individuals to provide information, add documents, report to clarify the content of the request for opinions and complete the request for opinions. The requested Department/individual is responsible for coordinating to provide full information as requested and is responsible for the accuracy, integrity and completeness of the information provided; the report and explanation must be made in writing by the competent authority to sign and submit to HDQT.
  - b) In case it is necessary to serve the work of requesting HDQT's opinions in writing, the Company Secretary will request the focal Department to send the documents in the request for opinions in electronic file form. The department sending the electronic file must be responsible for the accuracy, completeness,



consistency of content and similarity between the documents in electronic file form and the paper documents in the request for opinions.

9. The written request for HDQT' opinion is archived according to the Company's regulations on document archiving.

### **Article 23. Working program of HDQT and Board members**

1. Based on the goals, programs, plans, annual and phased development orientations of the Company, the duties and powers of HDQT, and the duties and powers of each member of HDQT, the Company Secretary drafts the annual HDQT Working Program and submits it to HDQT for approval;

2. Based on HDQT Working Program and assigned duties and tasks, each member of HDQT proactively prepares his/her own monthly Working Program, sends it to the Company Secretary for synthesis, report to the Chairman and notifies the Board members for coordination in implementation.

3. HDQT's supporting subcommittees (if any) proactively develop working programs for HDQT's approval.

### **Article 24. Decentralization and authorization of HDQT**

Through internal management regulations or specific decisions, HDQT decentralizes and authorizes the Director to perform the tasks of managing the Company's production and business activities. Decentralization and authorization are demonstrated by voting of HDQT, based on the Director's proposal or in cases that HDQT deems it necessary.

## **Chapter V**

### **REPORTING AND DISCLOSING BENEFITS**

#### **Article 25. Annual report submission**

1. At the end of the fiscal year, HDQT must submit the following report to the DHDCD:

- a) Company's business performance report;
- b) Financial statement;
- c) Report on evaluation of company management and operation;
- d) Appraisal report of the Board of Supervisors.

2. The reports specified in Points a, b and c, Clause 1 of this Article must be sent to the Board of Supervisors for appraisal no later than 30 days before the opening date of the annual DHDCD unless the Company Charter has no other regulations.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors and the audit report must be kept at the Company's head office at least 10 days before the opening date of the annual DHDCD unless the Company Charter stipulates a longer period. Shareholders who own shares of the Company for at least 01 year continuously have the right



to directly review the reports specified in this Article, either by themselves or together with lawyers, accountants or auditors with practice certificates.

## **Article 26. Remuneration, bonuses and other benefits of members of HÐQT**

1. The company has the right to pay remuneration and bonuses to members of HÐQT based on business results and efficiency.

2. Members of HÐQT are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of HÐQT and the daily remuneration. HÐQT estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of HÐQT are decided by the DHÐCÐ at the annual meeting.

3. The remuneration of each member of HÐQT is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the DHÐCÐ at the annual meeting.

4. A member of HÐQT holding an executive position or a member of HÐQT serving on subcommittees of HÐQT or performing other tasks beyond the scope of the normal duties of a member of HÐQT may be paid additional remuneration in the form of every lump sum, salary, commission, percentage of profits or in other forms as decided by HÐQT.

5. Members of HÐQT are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses incurred by them in performing their responsibilities as members of HÐQT, including expenses incurred in attending meetings of the DHÐCÐ, HÐQT or subcommittees of HÐQT.

6. Company may purchase liability insurance for the Board members after being approved by the DHÐCÐ. This insurance does not cover HÐQT's liabilities related to violations of the law and the Company Charter.

## **Article 27. Disclosure of related bebefits**

In case the Company Charter does not have other stricter provisions, the disclosure of the Company's benefits and related persons shall be carried out in accordance with the following provisions:

1. Members of HÐQT of the Company must declare to the Company their related benefits, including:

a) Name, enterprise identification number, head office address, business setors of the enterprise in which they own capital contributions or shares; ratio and time of ownership of such capital contributions or shares;

b) Name, enterprise identification number, head office address, business sectors of the enterprise whose related persons jointly own or separately own capital contribution or shares of more than 10% of charter capital.



2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date of arising of related benefits; any amendment or supplement must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

3. Members of HDQT who are on behalf of themselves or on behalf of others to perform work in any form within the scope of the Company's business operations must explain the nature and content of that work to HDQT and may only perform it with the approval of the majority of the remaining members of HDQT; if they perform it without declaring or without the approval of HDQT, all income from that activity belongs to the Company.

## **Chapter VI**

### **RELATIONSHIP OF THE BOARD OF DIRECTORS**

#### **Article 28. Coordination principles**

HDQT and Board members coordinate in working relationships according to the following principles:

1. Always loyal to the benefits of the Company and shareholders;
2. Strictly comply with relevant current regulations of law, the Company Charter and internal regulations of the Company;
3. Implement the principles of democratic centralism, publicity and transparency;
4. Coordinate with the highest sense of responsibility, honesty, caution, cooperation and regularly proactively coordinate to resolve problems and difficulties (if any) for the maximum legitimate benefits of the Company.

#### **Article 29. Relationship between members of HDQT**

1. The relationship between members of HDQT is a cooperative relationship. Members of HDQT are responsible for informing each other about related issues in the process of handling assigned work.

2. In the process of handling work, the member of HDQT assigned with primary responsibility must proactively coordinate in handling if there is an issue related to the field under the responsibility of another member of HDQT. In case there are different opinions among the members of HDQT, the member with primary responsibility shall report to the Chairman of HDQT for consideration and decision according to his/her authority or organize a meeting or collect opinions from the members of HDQT according to the provisions of law, the Company Charter and this Regulation.

3. In case of reassignment between members of HDQT, the members of HDQT must hand over the work, records and related documents. This handover must be made in writing and reported to the Chairman of HDQT.

#### **Article 30. Relationship with the Director/Executive board**

In its governance role, HDQT issues resolutions/decisions for the Director and the Executive Board to implement; at the same time, HDQT inspects,



supervises, and urges the Executive Board to implement resolutions/decisions/policies of the DHDCD and HDQT; specifically:

1. The Executive Board is responsible for implementing the resolutions and decisions of HDQT. When organizing the implementation of the resolutions and decisions of HDQT, if any issues are discovered that affect the benefits of the Company, the Director/Executive Board is responsible for requesting HDQT to review and make appropriate adjustments. In case HDQT does not adjust the resolution or decision, the Director must still implement it but having the right to reserve opinions and make recommendations to the DHDCD or other competent authorities.
2. When the Director is also a member of HDQT, he/she is responsible for reporting to HDQT on issues related to the Company's production and business operations. Every month, quarter, and year, the Director reports in writing or directs relevant departments to send reports on the Company's operations to HDQT. In special cases, the Director can quickly report to HDQT on urgent issues that need to be resolved or are not yet included in HDQT' working program.
3. The director is focal to direct, manage, coordinate and monitor information sent to the Capital Representative, HDQT, contents and work outside or above the authority of the Director; support and urge relevant departments to handle information and work to meet progress and requirements, avoiding omissions or delays in work progress.
4. Information, official dispatches, and transaction documents sent to HDQT, after being recorded in the monitoring book must be transferred to the Chairman of HDQT or authorized person for handling. Information and transaction documents sent to the Company by shareholders or superior agencies with content related to management work must be copied and sent to the Chairman of HDQT or authorized person for coordination in handling.
5. The Chairman of HDQT attends or authorizes a member of HDQT/Person in charge of corporate governance to attend briefings and other meetings chaired by the Director.
6. At HDQT meetings, the Chairman of HDQT or the person chairing the meeting shall, based on the content, decide to invite Deputy Directors, Chief Accountant, Department Managers and relevant individuals to attend the meeting, report on specific work and give opinions (if necessary).
7. The Executive Board and other managers are responsible for creating all favorable conditions for members of HDQT to perform assigned tasks, access information and report in the fastest time.
8. In case of detecting any risks or incidents that may have a major impact on the reputation or business operations of the Company or other matters deemed necessary, HDQT and the Company's managers must immediately report to the Chairman of HDQT and the members of HDQT directly in charge of that area or field for timely direction and resolution.



### **Article 31. Relationship with the Board of Supervisors**

1. The relationship between HÐQT and the Board of Supervisors is a cooperative relationship. The working relationship between HÐQT and the Board of Supervisors is based on the principles of equality and independence, while closely coordinating and supporting each other in the performance of duties.

2. Upon receiving the inspection reports or summary reports of the Board of Supervisors, HÐQT is responsible for researching and directing relevant departments to develop plans and promptly implement corrections.

### **Article 32. Relationship with Party organizations and socio-political organizations in the Company**

1. The Executive Committee directs and coordinates with HÐQT in leading and directing all aspects of the Company's operations.

2. HÐQT creates conditions for the Party organization and socio-political organizations in the Company to properly perform their functions and tasks according to the provisions of the Party Charter, the charters of the organizations and relevant laws.

### **Article 33. Relationship with shareholders**

1. HÐQT ensures regular communication with the Company's shareholders by the publication of documents, information, and periodic and extraordinary financial statements in accordance with the Company Charter and current laws, and provides important information on the Company's operations.

2. HÐQT is responsible for ensuring transparency in the management and operation of all aspects of the Company's operations as well as fully performing its obligations to shareholders as prescribed in the Company Charter.

3. HÐQT is responsible for directing the timely handling and public disclosure of shareholders' recommendations and complaints (if any).

## **Chapter VII**

### **TERMS OF IMPLEMENTATION**

#### **Article 34. Effect**

1. HÐQT's operating regulations include 7 chapters and 34 articles approved by the 2025 ĐHĐCĐ of Binh Son Petroleum Packaging and Trading Joint Stock Company on 4../24/2025 and take effect from the date HÐQT signs the Decision to issue.

Amendments and supplements to this Regulation must be approved by the ĐHĐCĐ.

2. Other contents not specified in this Regulation shall be applied according to the provisions of law, the Company Charter, the Internal Regulations on governance and the resolutions of the ĐHĐCĐ.

3. In case of any inconsistency between this Regulation and the Company Charter and the Company's internal governance regulations on the same issue, the



regulations in the Company Charter and the internal governance regulations shall take precedence.

4. In case the regulations of the Company Charter and relevant laws have not been stated or mentioned in this Regulation or new provisions of the law or relevant authorities are different from the contents in this Regulation, those regulations shall be applied and adjust this Regulation./.