

**THE SOCIALIST REPUBLIC OF VIET NAM**  
**Independence – Freedom – Happiness**

**CHARTER OF ORGANIZATION AND OPERATION**  
**PETROLIMEX SAIGON TRANSPORTATION AND SERVICE**  
**JOINT STOCK COMPANY**

*(9th amendment pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders  
dated April 15, 2025)*

*(Business Registration Certificate No. 0302160137 issued for the first time by the Ho Chi Minh City  
Department of Planning and Investment on November 27, 2000)*

*Ho Chi Minh City, April 15, 2025*

**TABLE OF CONTENTS**

<b>Chapter I. DEFINITIONS OF TERMS IN THE CHARTER.....</b>	<b>1</b>
Article 1. Interpretation of Terms.....	1
<b>Chapter II. NAME, FORM OF ORGANIZATION, REGISTERED OFFICE, BRANCHES, REPRESENTATIVE OFFICES, OPERATING TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY .....</b>	<b>2</b>
Article 2. Tên, hình thức, trụ sở, chi nhánh, văn phòng đại diện và thời hạn hoạt động của Công ty .....	Error! Bookmark not defined.
Article 3. Legal Representative of the Company .....	3
<b>Chapter III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY .....</b>	<b>3</b>
Article 4. Business Objectives of the Company.....	3
Article 5. Scope of Business and Operations of the Company .....	5
<b>Chapter IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS .....</b>	<b>5</b>
Article 6. Charter Capital, Shares, and Founding Shareholders.....	5
Article 7. Share Certificates .....	6
Article 8. Other Securities Certificates.....	7
Article 9. Share Transfer .....	7
Article 10. Share Redemption .....	7
<b>Chapter V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL.....</b>	<b>8</b>
Article 11. Organizational Structure, Governance, and Control .....	8
<b>Chapter VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS.....</b>	<b>8</b>
Article 12. Rights of Shareholders .....	8
Article 13. Obligations of Shareholders .....	10
Article 14. The General Meeting of Shareholders .....	10
Article 15. Rights and Obligations of the General Meeting of Shareholders.....	12
Article 16. Proxy Voting at the General Meeting of Shareholders.....	Error! Bookmark not defined.
Article 17. Special Rights Attached to Preferred Shares.....	14
Article 18. Triệu tập họp, chương trình họp và thông báo họp Đại hội đồng cổ đông .....	Error! Bookmark not defined.
Article 19. Conditions for Convening the General Meeting of Shareholders .....	16
Article 20. Procedures for Convening the Meeting and Voting at the General Meeting of Shareholders .....	16



<b>Article 21.</b>	Conditions for the Resolution of the General Meeting of Shareholders .....	18
<b>Article 22.</b>	Authority and Procedure for Obtaining Shareholder Approval by Written Consent .....	19
<b>Article 23.</b>	Resolutions and Minutes of the General Meeting of Shareholders .....	20
<b>Article 24.</b>	Request for Annulment of the General Meeting of Shareholders' Resolution .....	21
<b>Chapter VII.</b>	<b>BOARD OF DIRECTORS .....</b>	<b>22</b>
<b>Article 25.</b>	Election and Nomination of Members of the Board of Directors .....	22
<b>Article 26.</b>	Composition and Term of Office of Members of the Board of Directors .....	23
<b>Article 27.</b>	Powers and Duties of the Board of Directors .....	24
<b>Article 28.</b>	Remuneration, Salary, and Other Benefits of Members of the Board of Directors .....	26
<b>Article 29.</b>	Chairman of the Board of Directors .....	26
<b>Article 30.</b>	Meetings of the Board of Directors .....	27
<b>Article 31.</b>	Committees of the Board of Directors .....	28
<b>Article 32.</b>	Company Secretary .....	29
<b>Chapter VIII.</b>	<b>GENERAL DIRECTOR AND OTHER EXECUTIVES .....</b>	<b>29</b>
<b>Article 33.</b>	Management Structure .....	29
<b>Article 34.</b>	Company Executives .....	29
<b>Article 35.</b>	Appointment, Dismissal, Duties, and Powers of the General Director .....	30
<b>Article 36.</b>	Company Secretary .....	31
<b>Chapter IX.</b>	<b>BOARD OF SUPERVISORS .....</b>	<b>31</b>
<b>Article 37.</b>	Election and Nomination of Supervisors .....	31
<b>Article 38.</b>	Composition of the Board of Supervisors .....	32
<b>Article 39.</b>	Chairman of the Board of Supervisors .....	32
<b>Article 40.</b>	Rights and Obligations of the Board of Supervisors .....	33
<b>Article 41.</b>	Meetings of the Board of Supervisors .....	34
<b>Article 42.</b>	Remuneration, Benefits, and Other Compensation of Members of the Board of Supervisors .....	34
<b>Chapter X.</b>	<b>RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, GENERAL DIRECTOR, AND OTHER EXECUTIVES .....</b>	<b>34</b>
<b>Article 43.</b>	Duty of Loyalty and Avoidance of Conflicts of Interest .....	34
<b>Article 44.</b>	Liability and Indemnification .....	35
<b>Chapter XI.</b>	<b>RIGHT TO INVESTIGATE THE COMPANY'S BOOKS AND RECORDS .....</b>	<b>36</b>
<b>Article 45.</b>	Right to Investigate the Company's Books and Records .....	36



<b>Chapter XII. EMPLOYEES AND THE TRADE UNION .....</b>	<b>36</b>
Article 46. Employees and the Trade Union .....	36
<b>Chapter XIII. PROFIT DISTRIBUTION .....</b>	<b>37</b>
Article 47. Profit Distribution .....	37
<b>Chapter XIV. BANK ACCOUNTS, RESERVE FUNDS, FINANCIAL YEAR, AND ACCOUNTING REGULATIONS.....</b>	<b>37</b>
Article 48. Bank Accounts .....	37
Article 49. Financial Year .....	37
Article 50. Accounting Regulations .....	38
<b>Chapter XV. ANNUAL REPORT, FINANCIAL REPORTS, AND DISCLOSURE RESPONSIBILITIES .....</b>	<b>38</b>
Article 51. Annual, Semi-Annual, and Quarterly Financial Reports .....	38
Article 52. Annual Report .....	38
<b>Chapter XVI. AUDIT OF THE COMPANY .....</b>	<b>38</b>
Article 53. Audit.....	38
<b>Chapter XVII. COMPANY SEAL.....</b>	<b>39</b>
Article 54. Company Seal .....	39
<b>Chapter XVIII. LIQUIDATION OF THE COMPANY .....</b>	<b>39</b>
Article 55. Liquidation of the Company .....	39
Article 56. Extension of Operations .....	39
Article 57. Liquidation Procedures .....	39
<b>Chapter XIX. INTERNAL DISPUTE RESOLUTION.....</b>	<b>40</b>
Article 58. Internal Dispute Resolution.....	40
<b>Chapter XX. AMENDMENT AND SUPPLEMENT OF THE CHARTER.....</b>	<b>40</b>
Article 59. Company Charter .....	40
<b>Chapter XXI. EFFECTIVENESS.....</b>	<b>41</b>
Article 60. Effective Date.....	41



This Charter has been amended, supplemented, and adopted pursuant to Resolution No. 01/2025/NQ-ĐHĐCĐ-PSC of the 2025 Annual General Meeting of Shareholders officially held on April 15, 2025.

## **Chapter I.**

### **DEFINITIONS OF TERMS IN THE CHARTER**

#### **Article 1. Interpretation of Terms**

1. In this Charter, the following terms shall be interpreted as follows:

a) **“Charter capital”** means the total par value of shares that have been sold or registered for subscription upon the establishment of the Joint Stock Company and as prescribed in Article 6 of this Charter;

b) **“Enterprise Law”** refers to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Viet Nam on June 17, 2020;

c) **“Securities Law”** refers to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Viet Nam on November 26, 2019;

d) **“Date of incorporation”** means the date on which the Company is first issued with the Business Registration Certificate (or equivalent documents such as the Business License);

e) **“Viet Nam”** means the Socialist Republic of Viet Nam;

f) **“Executive”** refers to the General Director, Deputy General Director, and Chief Accountant appointed by the Board of Directors;

g) **“Business manager”** refers to the individuals managing the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, and the General Director appointed by the General Meeting of Shareholders or the Board of Directors;

h) **“Related party”** refers to any individual or organization as defined in Clause 23 Article 4 of the Enterprise Law and Clause 46 Article 4 of the Securities Law;

i) **“Shareholder”** means any individual or organization holding at least one share of the Joint Stock Company;

j) **“Founding shareholder”** means any shareholder holding at least one ordinary share and having signed the list of founding shareholders of the Joint Stock Company;

k) **“Major shareholder”** means a shareholder as defined in Clause 18 Article 4 of the Securities Law;

l) **“Operating term”** means the operating duration of the Company as prescribed in Article 2 of this Charter, including any extension approved by the General Meeting of Shareholders;

m) **“Stock exchange”** refers to the Viet Nam Stock Exchange and its subsidiaries;

n) **“Company”** means Petrolimex Saigon Transportation and Service Joint Stock Company;

o) **“Member of the Board of Supervisors”** refers to a Supervisor;

p) **“VSDC”** refers to the Viet Nam Securities Depository and Clearing Corporation;

q) **“Contact address”** means the registered head office address for organizations; or the permanent residence, workplace, or other address registered with the Company for individuals to receive correspondence;



r) “**Trade secret**” refers to undisclosed information related to inventory volume, cost and profit structures, financials, technological and business solutions, such as transportation operations (schedules, contracts, performance, warehousing), markets and customers (lists, analysis, sourcing), technical and technological solutions (safety procedures, preservation technologies), and financial/business matters (reports, plans, risk management);

s) “**Business secret**” refers to undisclosed information derived from financial and intellectual investment activities that can be commercially exploited. Examples include: vehicle operation procedures, safety technologies, quality control systems, customer databases, business strategies, and management software. These elements contribute to the Company’s competitive advantage and must be strictly protected.

2. Any reference in this Charter to one or more provisions or documents shall include any amendments, supplements, or substitute documents thereof.

3. The headings (Chapters and Articles of this Charter) are provided for convenience only and shall not affect the substance or interpretation of the Charter.

## **Chapter II.**

### **NAME, FORM OF ORGANIZATION, REGISTERED OFFICE, BRANCHES, REPRESENTATIVE OFFICES, OPERATING TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY**

#### **Article 2. Name, Form, Registered Office, Branches, Representative Offices, and Operating Term of the Company**

##### **1. Company Name**

a) Vietnamese name: **PETROLIMEX SAIGON TRANSPORTATION AND SERVICE  
JOINT STOCK COMPANY**

b) English name: **PETROLIMEX SAIGON TRANSPORTATION AND SERVICE  
JOINT STOCK COMPANY**

c) Abbreviated name: **CÔNG TY PTS SAI GON**



d) Trademark / Logo: **PETROLIMEX**

2. The Company is a joint stock company with legal entity status in accordance with the prevailing laws of Viet Nam.

3. The Company’s registered office is located at:

- Address: 118 Huynh Tan Phat Street, Tan Thuan Tay Ward, District 7, Ho Chi Minh City, Viet Nam
- Tel: (028) 3872 1014      Fax: (028) 3872 1013.
- Website: [www.ptssaigon.petrolimex.com.vn](http://www.ptssaigon.petrolimex.com.vn).

4. The Company may establish branches and representative offices in business locations to serve its business objectives, subject to decisions of the Board of Directors and within the scope permitted by law.



5. Unless the Company is dissolved prior to its term under Article 55 or extended under Article 56 of this Charter, the Company's operating term shall be 50 years from the date of incorporation.

**Article 3. Legal Representative of the Company**

1. The General Director shall be the legal representative of the Company.

2. The legal representative of the Company is the individual who represents the Company in exercising rights and fulfilling obligations arising from the Company's transactions, and acts on behalf of the Company as the plaintiff, defendant, or party with related interests and obligations before arbitrators or courts. The responsibilities of the legal representative shall be carried out in accordance with Article 13 of the Enterprise Law and other rights and obligations as prescribed by prevailing laws.

3. The legal representative of the Company must reside in Viet Nam, and shall authorize in writing another individual to perform the rights and obligations of the legal representative during any period of absence from Viet Nam.

4. If the authorization expires while the legal representative has not returned to Viet Nam and no new authorization has been granted, the authorized person shall continue to perform the rights and obligations of the legal representative within the scope of the previous authorization until the legal representative resumes duties or until the Board of Directors appoints a replacement.

5. If the legal representative is absent from Viet Nam for more than thirty (30) days without assigning another person to act on their behalf, the Board of Directors shall appoint another person to act as the legal representative of the Company.

**Chapter III.**

**OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY**

**Article 4. Business Objectives of the Company**

1. The principal business lines of the Company are as follows:

No.	Business Line	Industry Code
1	Wholesale of motorcycle parts and accessories Details: Import and export of materials, spare parts, and technical equipment for motorcycles.	4543
2	Mechanical processing; metal treatment and coating Details: Manufacturing drum and can packaging for lubricant oil; anti-rust coating for gas cylinders (not operating at the head office).	2592
3	Other professional, scientific, and technological activities not elsewhere classified Details: Commercial brokerage services.	7490
4	Sea and ocean freight transport	5012



<b>No.</b>	<b>Business Line</b>	<b>Industry Code</b>
	Details: Petroleum and petrochemical freight transportation via domestic and international waterways.	
5	Vocational education Details: Vocational training.	8532
6	Activities of labor, employment agencies, consultants, and brokers Details: Job placement services.	7810
7	Inland water freight transport Details: Domestic gas transportation via inland waterways.	5022
8	Other specialized wholesale not elsewhere classified Details: Trading in chemicals (excluding highly toxic substances), coal (excluding coal trading at the head office), and fertilizers.	4669
9	Maintenance and repair of motor vehicles and other machinery Details: Car wash and repair services.	4520
10	Warehousing and storage of goods Details: Warehouse operation and storage services.	5210
11	Wholesale of other household goods Details: Trading in handicrafts, personal and household items.	4649
12	Other transportation support activities Details: Motorbike parking services.	5229
13	Road freight transport Details: Domestic and international road freight transport. Petroleum and petrochemical freight transportation via road domestically and internationally. Gas transportation by truck.	4933
14	Wholesale of solid, liquid, gaseous fuels, and related products Details: General agency for wholesale of petroleum, petrochemical products, and gas (excluding trading at the head office).	4661
15	Retail sale of other new goods in specialized stores Details: General agency for retail sale of petroleum, petrochemical products, and gas (excluding trading at the head office).	4773



No.	Business Line	Industry Code
16	Manufacture of gas and gas fuel distribution via pipelines Details: LPG refilling (not operating in Ho Chi Minh City).	3520
17	Wholesale of food products Details: Trading in agricultural, forestry, and aquatic products.	4632
18	Real estate business and land use rights Details: Real estate trading.	6810
19	Wholesale of machinery, equipment, and spare parts Details: Import and export of materials, spare parts, and technical equipment for machinery and equipment.	4659

2. The objective of the Company is to effectively mobilize and utilize capital for investment activities and the development of business operations in fields such as petroleum transportation services, trading of petrochemical products, and other business lines not prohibited by law. Simultaneously, the Company aims to innovate its production organization and corporate governance to maximize profitability, create employment opportunities, increase returns for shareholders, contribute to the State budget, and strengthen the Company's growth and competitiveness, thereby maintaining and enhancing its position in the market.

**Article 5. Scope of Business and Operations of the Company**

1. The Company is entitled to plan and carry out all business activities within the business lines as disclosed on the National Business Registration Portal and in this Charter, in accordance with prevailing laws, and to take appropriate measures to achieve its corporate objectives.

2. The Company may also engage in other business lines as permitted by law and approved by the General Meeting of Shareholders.

**Chapter IV.**

**CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS**

**Article 6. Charter Capital, Shares, and Founding Shareholders**

1. The charter capital of the Company is VND **72,000,000,000** (*in words: seventy-two billion Vietnamese dong*).

The total charter capital is divided into **7,200,000** shares, with a par value of VND **10,000 per share**.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

3. As of the date this Charter is adopted, the Company's shares consist of ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are specified in Articles 12 and 13 of this Charter.



4. The Company may issue other types of preferred shares upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

5. The Company officially operates as a joint stock company in accordance with Business Registration Certificate No. 0302160137 issued for the first time by the Ho Chi Minh City Department of Planning and Investment on November 27, 2000. Pursuant to the Enterprise Law, the transfer restriction period applicable to ordinary shares held by founding shareholders has expired as of the date of this Charter.

**6. Share Offering**

Share offering means the Company increases the number of authorized shares and sells such shares during its operation to raise charter capital.

The share offering may be conducted in one of the following forms:

- a) Offering to existing shareholders;
- b) Public offering;
- c) Private placement;
- d) Other forms as decided by the General Meeting of Shareholders.

Ordinary shares must be offered first to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed for shall be distributed by the Board of Directors. The Board of Directors may distribute such shares to designated parties under such terms and conditions as it deems appropriate, provided that such terms are not more favorable than those offered to existing shareholders, unless such shares are sold via the Stock Exchange through auction.

7. The Company may repurchase its issued shares in accordance with the methods specified in this Charter and prevailing laws. Shares repurchased by the Company shall become treasury shares and may be re-offered by the Board of Directors in accordance with the Law on Securities, relevant guiding regulations, and this Charter.

8. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

**Article 7. Share Certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.

2. A share certificate is a certificate issued by the Company, a book-entry record, or electronic data confirming ownership of one or more shares in the Company. Share certificates must contain all required information as stipulated in Clause 1, Article 121 of the Enterprise Law.

3. The shareholder shall be issued a share certificate within seven (07) days from the date on which the Viet Nam Securities Depository and Clearing Corporation (VSDC) confirms receipt of a complete dossier for the transfer of share ownership in accordance with applicable laws, or within two (02) months from the date of full payment for the share subscription under the Company's share issuance plan (or within another period as specified in the issuance terms). The shareholder shall not be required to pay any cost to the Company for the issuance of the share certificate.



4. In case the share certificate is lost, damaged, or otherwise destroyed, the Company shall reissue a share certificate at the shareholder's request. Such request must include:

- a) Information about the lost, damaged, or otherwise destroyed share certificate;
- b) A written undertaking to be held responsible for any dispute arising from the reissuance of the new share certificate.

5. In the event that the Company deregisters its securities with the VSDC, the Company shall reissue physical share certificates to shareholders within thirty (30) days from the effective date of the deregistration as notified by the VSDC.

**Article 8. Other Securities Certificates**

Bond certificates or other securities certificates issued by the Company must bear the signature of the legal representative and the seal of the Company.

**Article 9. Share Transfer**

1. All shares are freely transferable unless otherwise provided by this Charter and applicable laws. Listed shares traded on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares that have not been fully paid for may not be transferred and shall not entitle the shareholder to related rights such as the right to receive dividends, the right to receive bonus shares issued from owner's equity, the right to purchase newly issued shares, and other rights as prescribed by law.

**Article 10. Share Redemption**

1. If a shareholder fails to pay in full and on time the amount due for the subscribed shares, the Board of Directors shall notify and have the right to request the shareholder to pay the outstanding amount and be liable for financial obligations arising from such non-payment in proportion to the par value of the subscribed shares.

2. The payment notice shall specify the new payment deadline (at least seven (07) days from the date the notice is sent), the place of payment, and clearly state that any shares not fully paid by the deadline will be subject to redemption.

3. The Board of Directors shall have the authority to redeem shares that are not fully paid and on time if the conditions set forth in the notice are not met.

4. Redeemed shares shall be deemed unsold shares as prescribed in Clause 3, Article 111 of the Enterprise Law. The Board of Directors may directly sell or authorize the sale or redistribution of such shares under terms and conditions it deems appropriate.

5. Shareholders holding redeemed shares shall relinquish their shareholder status with respect to such shares but shall remain liable for financial obligations arising from the par value of the subscribed shares as at the time of redemption, as determined by the Board of Directors, from the date of redemption until full payment is made. The Board of Directors shall have full authority to enforce full payment of the share value at the time of redemption.

6. A redemption notice shall be sent to the holders of the redeemed shares prior to the redemption date. The redemption shall remain valid notwithstanding any error or negligence in delivering such notice.



**Chapter V.**

**ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL**

**Article 11. Organizational Structure, Governance, and Control**

The organizational, governance, and control structure of the Company comprises:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Board of Supervisors;
4. The General Director.

**Chapter VI.**

**SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

**Article 12. Rights of Shareholders**

1. Ordinary shareholders shall have the following rights:

a) To attend and speak at meetings of the General Meeting of Shareholders, and to exercise the right to vote directly at such meetings, through authorized representatives, or via remote voting. Each ordinary share carries one voting right;

b) To receive dividends at the rate determined by the General Meeting of Shareholders;

c) To freely transfer fully paid shares in accordance with this Charter and applicable laws;

d) To have pre-emptive rights to purchase newly issued shares in proportion to their ownership of ordinary shares;

e) To freely transfer their shares to others, except in cases stipulated in Clause 3, Article 120 and Clause 1, Article 127 of the Enterprise Law and other relevant legal provisions;

f) To review, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights, and to request corrections of inaccurate personal information. The provision of such information shall follow the procedures specified in the Company's Internal Regulations on Corporate Governance;

g) To review, inspect, extract, or make copies of the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders. The provision of such information shall follow the procedures specified in the Company's Internal Regulations on Corporate Governance;

h) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to their shareholding in the Company;

i) To request the Company to repurchase their shares in the cases specified under Article 132 of the Enterprise Law;

j) To be treated equally. Each share of the same class shall confer upon the shareholder the same rights, obligations, and interests. In the case of preferred shares, the rights and obligations attached thereto must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;



k) To have access to periodic and ad hoc information disclosed by the Company in accordance with applicable laws;

l) To have their lawful rights and interests protected, and to propose the suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Enterprise Law;

m) Other rights as provided by law and this Charter.

2. A shareholder or a group of shareholders holding 5% or more of the total number of ordinary shares shall have the following rights:

a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Articles 115 and 140 of the Enterprise Law;

b) To review, inspect, and extract minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for those related to trade secrets or business secrets of the Company. The provision of such information shall follow the procedures specified in the Company's Internal Regulations on Corporate Governance;

c) To request the Board of Supervisors to conduct an inspection of specific matters relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and include: full name, permanent residence address, nationality, ID card number, citizen ID, passport or other legal personal identification (for individual shareholders); name, enterprise code or establishment decision number, and registered head office address (for institutional shareholders); number of shares and the date of share registration of each shareholder, total number of shares held by the group, and their ownership percentage in the total number of shares of the Company; the matter requested for inspection and the purpose of such inspection;

d) To propose issues to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company no later than five (05) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number and class of shares held, and the issue proposed for inclusion in the agenda;

e) Other rights as provided by law and this Charter..

3. Shareholders or groups of shareholders holding 10% or more of the total number of ordinary shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination process shall be conducted as follows:

a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervisors must notify the meeting attendees of their group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders as stipulated in this clause are entitled to nominate one or more candidates for the Board of Directors and the Board of Supervisors in accordance with Articles 25 and 37 of this Charter. If the number of candidates nominated by shareholders or groups of shareholders is lower than the number they are entitled to nominate under the resolution of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.



**Article 13. Obligations of Shareholders**

Ordinary shareholders shall have the following obligations:

1. To fully and timely pay for the shares they have committed to subscribe;
2. Not to withdraw the capital contributed in the form of ordinary shares from the Company in any form, except where such shares are repurchased by the Company or acquired by another party. In case a shareholder withdraws part or all of the share capital contributed in violation of this provision, such shareholder and any person benefiting from the withdrawal shall be jointly liable for the Company's debts and other property obligations within the value of the withdrawn shares and for any damages incurred;
3. To comply with the Company's Charter and Internal Regulations adopted by the General Meeting of Shareholders;
4. To comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
5. To maintain the confidentiality of information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information only for the purpose of exercising and protecting their legitimate rights and interests; and to refrain from disclosing, duplicating, or sending such information to any organization or individual, unless permitted by law;
6. To attend the General Meeting of Shareholders and exercise voting rights through one of the following methods:
  - a) Committing acts in violation of the law;
  - b) Conducting business and other transactions for personal gain or for the benefit of other organizations or individuals;
  - c) Settling undue debts in anticipation of financial risks to the Company.
  - d) Sending voting ballots to the meeting via post, fax, or email.
7. To bear personal liability when acting in the name of the Company in any of the following circumstances:
  - a) Committing acts in violation of the law;
  - b) Conducting business and other transactions for personal gain or for the benefit of other organizations or individuals;
  - c) Settling undue debts in anticipation of financial risks to the Company.
8. To fulfill other obligations as prescribed by applicable laws.

**Article 14. The General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest authority of the Company. The annual General Meeting of Shareholders shall be held once a year, within four months after the end of the fiscal year. The Board of Directors may decide to extend the date for holding the annual General Meeting of Shareholders if necessary, but not more than six months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene an extraordinary meeting. The venue of the General Meeting of



Shareholders shall be determined as the location where the Chairperson attends the meeting and must be within the territory of Viet Nam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters in accordance with the law and this Charter. In the case that the audit report on the Company's annual financial statements includes material exceptions, a contrary opinion, or a refusal of opinion, the Company must invite a representative from the approved auditing organization to attend the annual General Meeting of Shareholders. The representative from the approved auditing organization must attend the annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum required by law;
- c) At the request of shareholders or a group of shareholders as specified in Clause 2, Article 115 of the Enterprise Law; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and objectives of the meeting, with signatures from the relevant shareholders, or the request may be made in multiple copies and signed by the relevant shareholders;
- d) At the request of the Board of Supervisors;
- e) In other cases as prescribed by law and this Charter.

4. Procedures for convening an extraordinary General Meeting of Shareholders:

a) The Board of Directors must set the date for the extraordinary General Meeting of Shareholders within 60 days from the date when the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors meets the requirements set forth in Clause 3, item b of this Article or when it receives requests as prescribed in items c and d of Clause 3 of this Article;

b) If the Board of Directors fails to convene the General Meeting of Shareholders as specified in item a of Clause 4 of this Article, within the following 30 days, the Board of Supervisors must convene the General Meeting of Shareholders, as stipulated in Clause 3, Article 140 of the Enterprise Law;

If the Board of Supervisors fails to convene the General Meeting of Shareholders as specified in item b of Clause 4 of this Article, within the following 30 days, the shareholders or group of shareholders as specified in item d of Clause 3 of this Article have the right to replace the Board of Directors and the Board of Supervisors to convene the General Meeting of Shareholders as stipulated in Clause 4, Article 140 of the Enterprise Law. In this case, the shareholders or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening the meeting, conducting the meeting, and making the decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include any expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel costs.



c) The procedures for organizing the General Meeting of Shareholders are governed by Clause 5, Article 140 of the Enterprise Law.

**Article 15. Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the following rights and obligations:

- a) To approve the development orientation of the Company;
- b) To decide on the types of shares and the total number of each type of shares that may be offered for sale; to decide on the annual dividend rates for each type of share;
- c) To elect, dismiss, and remove members of the Board of Directors and the Board of Supervisors;
- d) To decide on investments or the sale of assets with a value of 35% or more of the total value of assets as recorded in the most recent financial statements of the Company;
- e) To decide on amendments and supplements to the Company's Charter;
- f) To approve the annual financial statements;
- g) To decide on the repurchase of more than 10% of the total number of shares issued for each type;
- h) To review and handle violations by members of the Board of Directors and the Board of Supervisors that cause damage to the Company and its shareholders;
- i) To decide on the restructuring or dissolution of the Company;
- j) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k) To approve, supplement, or amend the Internal Regulations on Corporate Governance; the Operational Regulations of the Board of Directors and the Board of Supervisors;
- l) To approve the list of approved auditing firms; to decide on which approved auditing firm shall conduct audits of the Company's operations and to dismiss the approved auditors when deemed necessary;
- m) To determine the number of members of the Board of Directors and the Board of Supervisors;
- n) To divide, separate, merge, consolidate, or convert the Company;
- o) To approve contracts and transactions with parties as specified in Clause 1, Article 167 of the Enterprise Law, with a value equal to or greater than 35% of the total value of the Company's assets as recorded in the most recent financial statements;
- p) To approve transactions as specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of certain provisions of the Securities Law;
- q) Other rights and obligations as provided by law.

2. The annual General Meeting of Shareholders shall discuss and approve the following matters:

- a) The Company's annual business plan;
- b) The audited annual financial statements;



c) The report of the Board of Directors on governance and the operational results of the Board of Directors and each of its members;

d) The report of the Board of Supervisors on the Company's business results and the performance of the Board of Directors and the General Director;

e) The self-assessment report of the Board of Supervisors and its members;

f) The dividend rate for each type of share;

g) Other matters within the authority of the General Meeting of Shareholders.

3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

**Article 16. Authorization to Attend the General Meeting of Shareholders**

1. Shareholders, or authorized representatives of institutional shareholders, may attend the General Meeting of Shareholders either in person or through proxy. Proxy representation may be given to one or more individuals or organizations to attend the meeting, or by other methods specified in Clause 3, Article 144 of the Enterprise Law, with the following specific regulations:

a) For individual shareholders, proxy representation may only be granted to a maximum of one (1) person to attend the meeting. The shareholder who has given the proxy shall not attend the meeting even if they partially delegate the representation to the proxy.

b) For institutional shareholders, the proxy representation shall be granted as follows:

- Shareholders holding less than 1% of the total number of ordinary shares have the right to grant proxy to a maximum of one (1) person to attend the General Meeting of Shareholders;
- Shareholders holding from 1% to less than 10% of the total number of ordinary shares have the right to grant proxy to a maximum of two (2) persons to attend the General Meeting;
- Shareholders holding 10% or more of the total number of ordinary shares have the right to grant proxy to a maximum of three (3) persons to attend the General Meeting.

In the case of multiple authorized representatives, the number of shares and votes authorized to each representative must be clearly specified. If the number of shares and corresponding votes for each representative is not clearly stated, the shares and votes will be distributed equally among the authorized representatives, with any remaining shares (if applicable) assigned in alphabetical order (ABC) to the designated proxy representatives.

2. Proxy representation for individuals or organizations to attend the General Meeting of Shareholders as specified in Clause 1 of this Article must be made in writing. The proxy document must comply with civil law requirements and clearly specify the name of the shareholder granting the proxy, the name of the individual or organization receiving the proxy, the number of shares granted for proxy, the scope of the proxy, the term of the proxy, the signature, full name (written by hand), and seal (if applicable) of the shareholder and the authorized representative. The authorized representative attending the General Meeting of Shareholders must submit the proxy document upon registration.



If the proxy is further delegated, the attendee must also present the original proxy document from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company). The delegate receiving the proxy cannot further delegate the proxy to another individual.

3. The voting ballot of the authorized representative attending the meeting within the scope of the proxy remains valid in the following cases, except in the event of:

- a) The shareholder granting the proxy has passed away, been legally incapacitated, or lost their legal capacity;
- b) The shareholder granting the proxy has revoked the proxy authorization;
- c) The shareholder granting the proxy has revoked the authority of the proxy holder.

This provision does not apply if the Company receives notification of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

**Article 17. Special Rights Attached to Preferred Shares**

1. Any change or cancellation of the special rights attached to any class of preferred shares shall take effect when approved by shareholders representing 65% or more of the total voting shares of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders regarding changes that adversely affect the rights and obligations of the holders of preferred shares shall only be passed if approved by shareholders holding 75% or more of the total number of shares of that class of preferred shares present at the meeting, or by shareholders holding 75% or more of the total number of shares of that class of preferred shares in the case of a written resolution.

2. The meeting of shareholders holding a particular class of preferred shares to approve the change of rights as mentioned above shall be valid only when at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the total value of the issued shares of that class are present. If the required number of representatives is not met, the meeting shall be reconvened within 30 days, and shareholders holding shares of that class (whether in person or via proxy) shall be deemed sufficient in number. At such meetings of shareholders holding preferred shares, those present in person or via their representatives may request a secret ballot. Each share of the same class shall carry an equal voting right at such meetings.

3. The procedures for conducting such separate meetings shall follow the same rules as specified in Articles 19, 20, and 21 of this Charter.

4. Unless otherwise specified in the share issuance terms, the special rights attached to preferred shares regarding certain matters related to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

**Article 18. Convening Meetings, Meeting Agenda, and Notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene both the annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in accordance with the cases specified in Clause 3, Article 14 of this Charter.

2. The convener of the General Meeting of Shareholders shall carry out the following tasks:



a) Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting must be prepared no later than 10 days before the notice of the General Meeting is sent. The Company must publicly disclose information regarding the preparation of the list of shareholders entitled to attend the meeting at least 20 days before the final registration date;

b) Prepare the agenda and contents of the meeting;

c) Prepare materials for the meeting;

d) Draft the resolutions of the General Meeting of Shareholders based on the proposed agenda items;

e) Determine the time and venue for the meeting;

f) Notify and send the meeting notice to all shareholders eligible to attend the General Meeting;

g) Perform other tasks related to the organization of the meeting..

3. The notice of the General Meeting of Shareholders must be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and simultaneously published on the Company's website, the State Securities Commission, and the Stock Exchange where the Company's shares are listed. The convener of the General Meeting of Shareholders must send the notice to all shareholders on the List of Shareholders entitled to attend the meeting no later than 21 days before the opening of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and the relevant materials for the issues to be voted on at the meeting must be sent to shareholders and/or posted on the Company's website. If the documents are not sent with the meeting notice, the notice must provide a link to all meeting materials so that shareholders can access them, including:

a) The agenda and materials to be used at the meeting;

b) A list and detailed information of the candidates in the case of electing members of the Board of Directors or the Board of Supervisors;

c) Voting ballots;

d) Draft resolutions for each issue on the meeting agenda..

4. Shareholders or groups of shareholders as specified in Clause 2, Article 12 of this Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and submitted to the Company no later than 5 working days before the opening of the meeting. The proposal must clearly state the shareholder's name, the number of each type of shares held by the shareholder, their contact address, nationality, ID card number, citizen ID, passport, or other valid personal identification for individual shareholders; the name, enterprise code or establishment decision number, and registered head office address for institutional shareholders; the number and type of shares held by the shareholder, and the issue proposed for inclusion in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject the proposal as specified in Clause 4 of this Article if any of the following apply:

a) The proposal is submitted in violation of the regulations specified in Clause 4 of this Article;



b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as stipulated in Clause 2, Article 12 of this Charter;

c) The proposed issue is beyond the authority of the General Meeting of Shareholders;

d) Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposal as specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, unless the circumstances in Clause 5 apply; the proposal shall officially be added to the meeting agenda and contents if approved by the General Meeting of Shareholders.

**Article 19. Conditions for Convening the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be valid when the shareholders attending the meeting represent more than 50% of the total voting shares.

2. If the first meeting does not meet the conditions for convening as prescribed in Clause 1 of this Article, a second notice for the meeting must be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be valid when shareholders representing at least 33% of the total voting shares attend the meeting.

3. If the second meeting does not meet the conditions for convening as prescribed in Clause 2 of this Article, a third notice for the meeting must be sent within 30 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be valid regardless of the total voting shares of the shareholders attending the meeting.

**Article 20. Procedures for Convening the Meeting and Voting at the General Meeting of Shareholders**

1. Prior to the opening of the meeting, the Company must conduct shareholder registration, and this registration must continue until all shareholders entitled to attend the meeting have registered, according to the following procedure:

a) Prior to the opening of the meeting, the Company must conduct shareholder registration, and this registration must continue until all shareholders entitled to attend the meeting have registered, according to the following procedure: When registering shareholders, the Company shall issue a voting card/ballot to each shareholder or their authorized representative who has the right to vote, indicating the registration number, the shareholder's full name, the name of the authorized representative, and the number of voting shares/ballots of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by agreement, disagreement, or abstention. The vote count shall be announced by the Chairperson/the Voting Committee before the meeting is adjourned. The General Meeting shall elect individuals responsible for counting the votes or supervising the vote counting upon the Chairperson's proposal. The number of members of the vote counting committee shall be determined by the General Meeting of Shareholders based on the Chairperson's proposal.

b) Shareholders or their authorized representatives from institutional shareholders who arrive after the meeting has commenced shall be allowed to register immediately and then participate and vote/elect during the meeting once they have registered. The Chairperson is not required to pause the meeting to allow late shareholders to register, and the validity of issues already voted on remains unaffected.



2. The election of the Chairperson, Secretary, Shareholder/Delegate Qualification Committee, and Voting Committee shall be conducted as follows:

a) The Chairperson of the Board of Directors shall preside over the meeting or may delegate this duty to another member of the Board of Directors for the meeting convened by the Board of Directors. In the absence of the Chairperson or if they are temporarily unable to work, the remaining members of the Board of Directors shall elect one of themselves to serve as the Chairperson by majority vote. If no Chairperson can be elected, the Head of the Board of Supervisors shall take charge, and the General Meeting of Shareholders shall elect a Chairperson from the attendees, with the highest number of votes being selected as the Chairperson;

b) Except as stipulated in item a of this Clause, the person signing the notice to convene the General Meeting of Shareholders shall manage the election of the Chairperson, and the person with the highest number of votes shall be appointed as the Chairperson;

c) The Chairperson shall appoint one or more individuals to serve as the meeting's Secretary; the convener of the General Meeting of Shareholders shall appoint one or more individuals to serve as the Shareholder/Delegate Qualification Committee for the meeting;

d) The General Meeting of Shareholders shall elect one or more members of the Voting Committee upon the Chairperson's proposal.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly specify the timing for each item in the meeting agenda.

4. The Chairperson of the meeting has the authority to take necessary actions to conduct the General Meeting of Shareholders in a legal, orderly manner, according to the approved agenda, reflecting the desires of the majority of the attendees.

a) To arrange seating at the meeting venue;

b) To ensure the safety of all individuals present at the meeting location;

c) To facilitate participation for shareholders (or their representatives) at the meeting. The convener of the meeting has full authority to change the above arrangements and apply any necessary measures. These measures may include issuing entry tickets or utilizing other selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by agreement, disagreement, or abstention. The vote count shall be announced by the Chairperson immediately before the meeting is adjourned.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced may register and vote immediately upon registration; in this case, the validity of issues voted on before their arrival shall remain unchanged.

7. The convener of the meeting or the Chairperson of the General Meeting of Shareholders has the following rights:

a) To require all attendees to undergo checks or other reasonable security measures;

b) To request the relevant authorities to maintain order during the meeting; to expel those who do not comply with the Chairperson's authority, intentionally disrupt the order, obstruct the normal progression of the meeting, or refuse to follow the security check requirements..



8. The Chairperson has the right to postpone the General Meeting of Shareholders that has already reached the minimum number of registered attendees, but no more than three (3) working days from the planned opening date, and can only postpone or change the meeting location under the following circumstances:

- a) The meeting venue does not have sufficient seating to accommodate all attendees;
- b) The communication facilities at the meeting venue do not ensure that shareholders can participate, discuss, and vote;
- c) Attendees disrupt the meeting or create disorder, posing a risk of preventing the meeting from being conducted fairly and lawfully.

9. In case the Chairman of the General Meeting of Shareholders postpones or suspends the meeting in violation of the provisions in Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from those present to replace the Chairman and conduct the meeting until its conclusion. All resolutions passed at that meeting shall be legally effective.

10. In case the Chairman of the General Meeting of Shareholders postpones or suspends the meeting in violation of the provisions in Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from those present to replace the Chairman and conduct the meeting until its conclusion. All resolutions passed at that meeting shall be legally effective.

**Article 21. Conditions for the Resolution of the General Meeting of Shareholders**

1. Resolutions on the following matters shall be approved if supported by shareholders representing 65% or more of the total voting shares present at the meeting, except for cases stipulated in Clauses 3, 4, and 6, Article 148 of the Enterprise Law:

- a) Type of shares and the total number of each type of shares;
- b) Change of business sectors and fields;
- c) Change in the Company's organizational structure;
- d) Investment projects or the sale of assets valued at 35% or more of the total asset value as recorded in the most recent financial statement of the Company, unless the Company's Charter prescribes a different percentage or value;
- e) Reorganization or dissolution of the Company.
- f) Extension of the Company's operations.

2. Resolutions shall be approved if supported by shareholders holding more than 50% of the total voting shares present at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Enterprise Law.

Note: In the case of electing members to the Board of Directors or the Board of Supervisors, if the number of candidates is less than or equal to the number of members to be elected, the election may be conducted through cumulative voting as prescribed in Clause 3, Article 148 of the Enterprise Law or through voting (approval, disapproval, or abstention). The voting percentage required for approval by voting shall follow the procedures outlined in Clause 2 of Article 21 of this Charter.

3. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares shall be valid and effective, even if the procedures for convening the meeting and passing the resolution violated the provisions of the Enterprise Law and the Company's Charter.



**Article 22. Authority and Procedure for Obtaining Shareholder Approval by Written Consent**

The authority and procedure for obtaining shareholder approval by written consent to approve the resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors has the right to obtain written consent from shareholders to approve resolutions of the General Meeting of Shareholders on the following matters:

- a) Amendment or supplement to the Company's Charter;
- b) Approval, supplementation, or adjustment of the Internal Regulations on Corporate Governance, Rules of Operation of the Board of Directors, and Rules of Operation of the Board of Supervisors;
- c) Development direction of the Company;
- d) Type of shares and total number of each type of shares;
- e) Election, dismissal, and removal of members of the Board of Directors and the Board of Supervisors;
- f) Decision on investments or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statement of the Company;
- g) Approval of the audited annual financial statements
- h) Reorganization or dissolution of the Company.
- i) Change of business sectors and fields;
- j) Change of the Company's organizational structure;
- k) Other matters when the Board of Directors deems necessary for the Company's benefit.

2. The Board of Directors must prepare the written consent form, draft resolutions for the General Meeting of Shareholders, and explanatory materials. The Board of Directors must ensure that the materials are sent and disclosed to shareholders in a reasonable time for them to review and vote, and must send them at least 10 days before the deadline for receiving the written consent. The process for submitting and providing the consent forms and materials is specified in Clause 3, Article 18 of this Charter..

3. The written consent form must include the following key information:

- a) Name, address of the Company, business registration number;
- b) Purpose of the written consent;
- c) Full name, address, legal identification number of individual shareholders; name, business registration number, or legal identification number, address of the head office of institutional shareholders or the authorized representative of institutional shareholders; number of shares of each type and the number of voting ballots/candidates of shareholders;
- d) The matters requiring shareholder approval;
- e) Voting options, including approval, disapproval, and abstention for each matter;
- f) Election procedure (if any)
- g) Deadline for submitting the completed consent form to the Company;
- h) Name and signature of the Chairman of the Board of Directors.



4. Shareholders may submit the completed written consent form to the Company via mail, fax, or email according to the information registered with the Viet Nam Securities Depository and Clearing Corporation, in the following manner:

a) If by mail, the completed form must be signed by the individual shareholder, or by the authorized representative or legal representative of the institutional shareholder. The consent form must be enclosed in a sealed envelope and may not be opened before the vote counting;

b) If by fax or email: the consent form must be kept confidential until the vote counting;

c) Any consent forms submitted after the deadline specified in the form or opened (in case of mail submission) or disclosed (in case of fax or email) are invalid. Any consent forms not submitted are considered as not participating in the vote.

5. The Board of Directors shall organize the vote counting and record the vote count in the minutes, witnessed by the Board of Supervisors or shareholders who are not executives of the Company. The minutes must include the following key information:

a) Name, address of the Company, business registration number;

b) Purpose and matters requiring approval for resolution;

c) Number of shareholders and total votes of those present at the meeting, including a breakdown of valid and invalid votes and the method of submitting votes, along with an appendix listing shareholders participating in the vote;

d) Total number of votes for, against, and abstaining on each issue, and total votes for each candidate (if any);

e) The resolutions that were approved and the voting percentage for each resolution;

f) Name, signature of the Chairman of the Board of Directors, vote counters, and those overseeing the vote counting.

The members of the Board of Directors, vote counters, and those overseeing the vote counting are jointly responsible for the truthfulness and accuracy of the vote counting minutes; they are also jointly liable for any damages arising from decisions passed based on inaccurate or dishonest vote counting.

6. The vote counting minutes must be sent to shareholders within fifteen (15) days from the completion of the vote counting. If the Company has a website, the vote counting minutes may be posted on the Company's website within 24 hours from the completion of the vote counting, replacing the direct mailing of the minutes.

7. The completed voting forms, vote counting minutes, passed resolutions, and any related documents accompanying the voting forms must be kept at the Company's head office.

8. Resolutions passed through written shareholder consent must be approved by shareholders representing more than 50% of the total voting shares and shall have the same validity as resolutions passed at the General Meeting of Shareholders.

#### **Article 23. Resolutions and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be documented, and the meeting may be recorded or stored in electronic form. The minutes must be written in Vietnamese, with an optional English version, and must include the following key details:



- a) Name, address of the Company, business registration number;
  - b) Time and venue of the General Meeting of Shareholders;
  - c) Agenda and content of the meeting;
  - d) Full names of the Chairman and Secretary;
  - e) A summary of the meeting and the opinions expressed by shareholders on each issue in the agenda;
  - f) Number of shareholders and total voting shares represented at the meeting, with an appendix of the shareholder registration list and corresponding voting shares;
  - g) Total votes for each issue, specifying the voting method, valid votes, invalid votes, votes for, against, and abstaining, with the corresponding percentages of the total votes of shareholders present;
  - h) Resolutions approved and the corresponding voting percentage;
  - i) Full names and signatures of the Chairman and Secretary. If the Chairman or Secretary refuses to sign the minutes, the minutes shall still be valid if signed by all other members of the Board of Directors present at the meeting and contain all the required details as stipulated in this article. The minutes must specify if the Chairman or Secretary refuses to sign.
2. The minutes must be completed and approved before the end of the meeting. The Chairman and the Secretary are jointly responsible for the accuracy and truthfulness of the minutes.
  3. The minutes shall be prepared in both Vietnamese and a foreign language, and both versions shall have equal legal effect. In the event of any discrepancy between the Vietnamese version and the foreign language version of the minutes, the content in the Vietnamese version shall prevail.
  4. Resolutions, minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting with shareholder signatures, proxy documents for attending the meeting, all documents attached to the minutes (if any), and relevant materials accompanying the notice of the meeting must be publicly disclosed in accordance with the laws on information disclosure in the securities market and must be kept at the Company's head office.

**Article 24. Request for Annulment of the General Meeting of Shareholders' Resolution**

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of voting results from the General Meeting of Shareholders, shareholders or groups of shareholders as specified in Clause 2, Article 115 of the Enterprise Law have the right to request the Court or Arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures and formalities for convening the meeting or soliciting shareholder opinions in writing and making decisions by the General Meeting of Shareholders have not been carried out in accordance with the provisions of the Enterprise Law and this Charter, except for the cases specified in Clause 3, Article 21 of this Charter
2. The content of the resolution violates the law or this Charter.

In the case that a shareholder or group of shareholders requests the Court or Arbitration to annul the resolution of the General Meeting of Shareholders as specified in Article 151 of the Enterprise Law, the resolution shall remain in effect until the Court or Arbitration decision to annul



the resolution becomes effective, unless interim emergency measures are applied by the competent authority.

**Chapter VII.  
BOARD OF DIRECTORS**

**Article 25. Election and Nomination of Members of the Board of Directors**

1. In case candidates for the Board of Directors have been pre-determined, the Company must disclose information about these candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website to allow shareholders to review the candidates before voting. The candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the disclosed personal information and must pledge to perform their duties in good faith, with due care, and for the best interests of the Company if elected as a member of the Board of Directors. Information regarding the candidates for the Board of Directors shall include the following:

- a) Full name, date of birth;
- b) Educational qualifications;
- c) Work experience;
- d) Other managerial positions (including membership of the Board of Directors in other companies);
- e) Interests related to the Company and its related parties;
- f) Other relevant information (if any);
- g) The public company must disclose information about the companies where the candidate holds a Board position, other managerial roles, and any interests related to the Company of the Board candidate (if any).

2. Shareholders or groups of shareholders holding 10% or more of the total voting shares have the right to nominate candidates for the Board of Directors as per the provisions of the Enterprise Law and this Charter. Shareholders holding ordinary shares may combine their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30%, may nominate up to two (02) candidates; from 30% to less than 40%, may nominate up to three (03) candidates; from 40% to less than 50%, may nominate up to four (04) candidates; from 50% to less than 60%, may nominate up to five (05) candidates; from 60% to less than 70%, may nominate up to six (06) candidates; and from 70% or more, may nominate seven (07) or more candidates. The nomination and election of members of the Board of Directors are detailed in the Company's Internal Regulations on Corporate Governance.

3. If the number of candidates nominated through the nomination process still does not meet the required number as prescribed in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors may introduce additional candidates or allow organizations to nominate candidates according to the provisions of the Company's Charter, Internal Regulations, and the Board of Directors' Rules of Operation. The introduction of additional candidates by the incumbent Board of



Directors must be publicly disclosed before the General Meeting of Shareholders votes on the election of the Board of Directors.

4. If the number of candidates nominated by the incumbent Board of Directors still does not meet the required number, the Board of Directors must disclose the insufficient number of candidates no later than five (05) days before the opening of the General Meeting of Shareholders. The Board of Directors will organize the nomination process for other shareholders as per the Company's Charter, Internal Regulations on Corporate Governance, and the Board of Directors' Rules of Operation. The process for additional nominations by other shareholders must be publicly disclosed before the General Meeting of Shareholders votes on the Board of Directors.

5. Members of the Board of Directors must meet the following standards and conditions:

- a) Not fall under the categories specified in Clause 2, Article 17 of the Enterprise Law;
- b) Have professional qualifications and experience in business management or the Company's business sector, and are not required to be shareholders of the Company;
- c) A member of the Board of Directors may also be a member of the Board of Directors of other companies, but may only serve on the boards of up to five (05) other companies;

6. Independent members of the Board of Directors must meet the following conditions:

- a) Not be employed by the Company, its parent company, or subsidiaries, and not have been employed by the Company, its parent company, or subsidiaries for at least three (03) consecutive years before 6;
- b) Not receive any salary or remuneration from the Company, except for allowances provided to Board members;
- c) Not have a spouse, parent, children, or siblings who are major shareholders of the Company or executives of the Company or its subsidiaries;
- d) Not directly or indirectly own at least 1% of the total voting shares of the Company;
- e) Not have served as a member of the Board of Directors or Board of Supervisors of the Company for at least the past five (05) consecutive years, except for cases where they have been appointed for two consecutive terms.

7. Independent members of the Board of Directors must notify the Board of Directors when they no longer meet the conditions prescribed in Clause 2 of this Article and will automatically cease to be independent members of the Board of Directors from the date they no longer meet the criteria. The Board of Directors must notify the General Meeting of Shareholders about the independent member's failure to meet the criteria at the next General Meeting of Shareholders or convene a special meeting within six (06) months from receiving the notification.

**Article 26. Composition and Term of Office of Members of the Board of Directors**

1. The number of members of the Board of Directors shall be five (05). The term of office of members of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may not serve more than two consecutive terms as an independent member of the Board of Directors of the Company. If all members of the Board of Directors complete their term, they will continue to serve until new members are elected and assume office.



2. The composition of the Board of Directors shall ensure that at least one-third (1/3) of the total members are non-executive members and that at least one (1) independent member is part of the Board.

3. A member of the Board of Directors shall lose their position in the following cases as decided by the General Meeting of Shareholders:

3.1 For dismissal:

a) Failing to meet the standards and conditions prescribed in Clauses 5 and 6 of Article 25 of this Charter;

b) Submitting a resignation letter and having it approved;

c) At the request of shareholders or groups of shareholders to change the representative;

3.2 For removal:

a) Failing to participate in the activities of the Board of Directors for six (06) consecutive months, unless due to force majeure;

b) Providing false personal information when submitting for election to the Board of Directors, causing serious consequences;

4. Member of the Board of Directors shall continue to fully perform their rights and obligations until the General Meeting of Shareholders approves their dismissal, except for the right to attend and vote at Board meetings and the right to receive remuneration from the Company immediately upon receiving notification of the following cases:

a) The member's legal capacity is restricted, or they lose their legal capacity or have difficulty in understanding or controlling their actions.

b) The member is under criminal investigation, detained, serving a prison sentence, undergoing administrative measures at a mandatory rehabilitation center, an educational facility, or is prohibited by the Court from holding a position, practicing a profession, or performing specific tasks.

c) The Board of Directors approves the resignation letter of the Board member as per Article 9 of the Board of Directors' Rules of Operation.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the regulations on securities and the securities market.

6. Members of the Board of Directors are not required to be shareholders of the Company.

#### **Article 27. Powers and Duties of the Board of Directors**

1. The Board of Directors is the governing body of the Company, with full authority to represent the Company in making decisions and performing the Company's rights and obligations, except for rights and obligations within the authority of the General Meeting of Shareholders.

2. The powers and duties of the Board of Directors are as prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

a) To decide on the Company's strategy, medium-term, and annual development plans;

b) To propose the type and total number of shares to be offered;



- c) To decide on the sale of unsold shares within the authorized quota of each type of shares; to decide on raising capital through other means;
- d) To decide on the sale price of shares and bonds issued by the Company;
- e) To decide on the repurchase of shares as prescribed in Clauses 1 and 2, Article 133 of the Enterprise Law;
- f) To decide on investment plans and projects within the authority and limits as prescribed by law;
- g) To decide on solutions for market development, marketing, and technology;
- h) To approve contracts for the purchase, sale, borrowing, lending, and other contracts or transactions valued at 35% or more of the total assets as recorded in the most recent financial statements of the Company, and contracts or transactions as prescribed in Clauses 1 and 2, Article 167 of the Enterprise Law, except for contracts and transactions within the authority of the General Meeting of Shareholders as specified in item d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Enterprise Law;
- i) To appoint, dismiss, or remove the Chairman of the Board of Directors; to appoint, dismiss, sign contracts, terminate contracts with the General Director and other key executives as prescribed by the Company's Charter; to decide on the salaries, remuneration, bonuses, and other benefits for those executives; to appoint representatives to the Board of Members or General Meeting of Shareholders of other companies, and to decide on their remuneration and benefits;
- j) To supervise and direct the General Director and other executives in managing the daily business operations of the Company;
- k) To decide on the organizational structure and internal management regulations of the Company, to decide on the establishment of subsidiaries, branches, representative offices, and capital contributions, and the purchase of shares in other businesses;
- l) To approve the program, documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or organize a written opinion solicitation for the General Meeting to approve resolutions;
- m) To present the audited annual financial report to the General Meeting of Shareholders;
- n) To propose the dividend payout ratio; to decide on the timing and procedures for dividend payment or handling business losses;
- o) To propose reorganizing, dissolving the Company; to request the Company to declare bankruptcy;
- p) To decide on the issuance of the Board of Directors' Rules of Operation, the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; to decide on the issuance of the Audit Committee's Rules of Operation, the Company's Information Disclosure Regulations;
- q) To request the General Director, Deputy General Directors, and other executives to provide information and documents regarding the Company's financial situation, business operations, and those of its subsidiaries. The executives are required to provide timely, complete, and accurate



information as requested by the Board members. The procedures for requesting and providing information are detailed in the Company's Internal Regulations on Corporate Governance.

r) Other rights and duties as prescribed by the Enterprise Law, Securities Law, and other relevant laws, and this Charter.

3. The Board of Directors must report the results of its activities to the General Meeting of Shareholders in accordance with the provisions of Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, which provides detailed guidelines for the implementation of certain provisions of the Securities Law.

**Article 28. Remuneration, Salary, and Other Benefits of Members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to the members of the Board of Directors based on the Company's results and business performance.

2. Members of the Board of Directors are entitled to remuneration for their work and bonuses.

The remuneration is calculated based on the number of days required to complete the Board member's duties and the daily rate. The Board of Directors shall decide on the remuneration for each member by consensus. The total remuneration and bonuses for the Board of Directors shall be determined by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each Board member shall be accounted for as a business expense of the Company in accordance with corporate income tax laws, and reflected separately in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, and other reasonable expenses they incur while fulfilling their duties, including costs incurred for attending meetings of the General Meeting of Shareholders, Board of Directors, or Board Committees.

5. Members of the Board of Directors may be insured by the Company after receiving approval from the General Meeting of Shareholders. This insurance shall not cover liabilities related to violations of the law and the Company's Charter.

**Article 29. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors may not concurrently serve as the General Director.

3. The Chairman of the Board of Directors has the following rights and responsibilities:

- a) To prepare the program and operational plan for the Board of Directors;
- b) To prepare the agenda, content, and materials for meetings; to convene, preside over, and chair the Board meetings;
- c) To organize the approval of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of the resolutions and decisions of the Board of Directors;
- e) To preside over the General Meeting of Shareholders;



f) Other rights and duties as prescribed by the Enterprise Law and this Charter.

4. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 days from the receipt of the resignation or dismissal.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member to perform their rights and obligations. If there is no authorized representative, or if the Chairman is deceased, missing, detained, imprisoned, undergoing mandatory rehabilitation, in a compulsory educational facility, or prohibited by a court from holding a position or practicing certain activities, the remaining Board members must elect a new Chairman by majority.

**Article 30. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days from the completion of the election of Board members. The meeting shall be convened and chaired by the member with the highest number or percentage of votes. In case of a tie, the members will elect one person to convene the meeting by majority vote.

2. The Board of Directors must meet at least once per quarter and may convene extraordinary meetings.

3. The Chairman of the Board of Directors shall convene meetings of the Board of Directors in the following cases:

a) At the request of the Board of Supervisors or an independent member of the Board of Directors;

b) At the request of the General Director or at least five (05) other executives;

c) At the request of at least two (02) members of the Board of Directors;

d) In other cases when deemed necessary.

4. The proposal stipulated in Clause 3 of this Article must be made in writing, specifying the purpose, the matters to be discussed, and decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from receiving the proposal stipulated in Clause 3 of this Article, and no later than three (03) working days before the meeting date. The meeting must be held within ten (10) working days from the date the Company receives the proposal. If the Chairman fails to convene the meeting as requested, they will be liable for any damages caused to the Company. The proposing party has the right to replace the Chairman and convene the meeting, following the same procedure as if the Chairman had convened the meeting.

6. The Chairman of the Board of Directors or the person convening the meeting must send the meeting invitation at least three (03) working days before the meeting date. The invitation must specify the time, place, form of the meeting, agenda, and issues to be discussed and decided. The invitation must include materials to be used at the meeting and voting ballots for members. The invitation to the Board of Directors meeting may be sent by formal invitation letter, phone, fax, electronic means, other methods prescribed by the Company's Charter, or other methods prescribed by the Company's Charter ensuring delivery to each Board member's registered contact address at the Company.



7. The Chairman of the Board of Directors or the person convening the meeting must also send the meeting invitation and materials to the members of the Board of Supervisors in the same manner as to the Board members.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors, discuss matters, but do not have the right to vote.

8. The meeting of the Board of Directors is valid when at least three-quarters (3/4) of the total members are present. If the meeting convened under the provisions of this clause does not meet the required quorum, the Chairman must send a second notice to the Board members within seven (07) days from the planned first meeting date and no later than three (03) working days before the meeting date. The meeting must be held within ten (10) working days from the first planned meeting date. In this case, the meeting will proceed if more than half of the Board members are present.

9. The Board of Directors shall pass resolutions and decisions through voting at the meeting, by written opinion, or other methods prescribed by the Company's Charter. Each Board member has one vote. A Board member is considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attending and voting through online meetings, electronic voting, or other electronic means;
- d) Sending a voting ballot to the meeting via post, fax, or email;
- e) Sending a voting ballot through other means.

10. In case of sending voting ballots to the meeting via post, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. The ballots shall only be opened in the presence of all meeting participants.

11. Board members must attend all Board meetings. Members may authorize other members of the Board or other individuals (who are not members of the Board if approved by the majority of the Board members) to attend and vote at the meeting.

12. Resolutions and decisions of the Board of Directors shall be passed if approved by the majority (more than ½) of the members present at the meeting. In the case of a tie vote, the final decision will be determined by the opinion of the Chairman of the Board of Directors. Note that members of the Board of Directors are not allowed to vote on transactions that benefit themselves or their related parties, as prescribed by the Enterprise Law and Article 43 of this Charter.

#### **Article 31. Committees of the Board of Directors**

1. The Board of Directors may establish sub-committees to oversee policies on development, human resources, salary, bonuses, and internal auditing. The number of members of the sub-committees shall be determined by the Board of Directors, but there should be at least three members, including members of the Board of Directors and external members. Independent members or non-executive members of the Board of Directors should constitute a majority, and one of them should be appointed as the Chairperson of the sub-committee.



2. Decisions of the Board of Directors, or its sub-committees, or actions taken by members of the sub-committee, must comply with applicable laws and the Company's Charter.

**Article 32. Company Secretary**

3. The Board of Directors must appoint at least one Company Secretary to support the governance of the Company. The Company Secretary may also serve as the company's secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

4. The Company Secretary must not work for an approved auditing organization that audits the Company's financial statements.

5. The Company Secretary has the following rights and responsibilities:

a) To advise the Board of Directors on organizing the General Meeting of Shareholders and related matters between the Company and shareholders;

b) To prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as required by the Board of Directors or the Board of Supervisors;

c) To advise on meeting procedures;

d) To attend meetings;

e) To advise on the procedures for drafting resolutions of the Board of Directors in accordance with the law;

f) To provide financial information, copies of Board meeting minutes, and other relevant documents to members of the Board of Directors and Supervisors;

g) To supervise and report to the Board of Directors on the Company's disclosure activities;

h) To serve as the contact point with parties with related interests;

i) To maintain confidentiality as per the law and the Company's Charter;

j) Other rights and responsibilities as prescribed by the law and the Company's Charter.

**Chapter VIII.**

**GENERAL DIRECTOR AND OTHER EXECUTIVES**

**Article 33. Management Structure**

The management system of the Company must ensure that the management structure is accountable to the Board of Directors and subject to the Board of Directors' supervision and direction in the Company's daily business operations. The Company shall have a General Director, Deputy General Directors, Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, or removal of these positions must be approved by a resolution of the Board of Directors.

**Article 34. Company Executives**

1. Company executives include the General Director, Deputy General Director, and Chief Accountant.

2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may hire other executives with the number and qualifications suitable to the Company's organizational structure and management regulations as determined by the Board of Directors. The



executives must be diligent in supporting the Company in achieving its operational and organizational goals.

3. The salary, remuneration, benefits, and other terms in the employment contract for the General Director shall be decided by the Board of Directors, and the contracts for other executives shall be decided by the Board of Directors after consulting with the General Director.

4. The salary of executives shall be accounted for as a business expense of the Company according to corporate income tax laws, reflected separately in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

**Article 35. Appointment, Dismissal, Duties, and Powers of the General Director**

1. The Board of Directors shall appoint one (1) member of the Board of Directors or another person to serve as the General Director.

2. The General Director is responsible for the daily operations of the Company, subject to the supervision of the Board of Directors. The General Director is accountable to the Board of Directors and the law for the performance of the rights and obligations assigned to them.

3. The General Director's term of office shall not exceed five (05) years and may be reappointed for an unlimited number of terms.

4. The General Director has the following rights and duties:

a) To decide on matters related to the Company's daily business operations that are not within the authority of the Board of Directors;

b) To implement the resolutions and decisions of the Board of Directors;

c) To implement the Company's business plan and investment proposals;

d) To propose organizational structure plans and internal management regulations for the Company;

e) To recruit, transfer, dismiss, reward, and discipline employees, except for management positions that fall under the authority of the Board of Directors and the Chairman of the Board of Directors;

f) To decide on salaries, bonuses, and other benefits for employees in the Company, for management positions under the General Director's authority, except for management positions under the authority of the Board of Directors;

g) To appoint, dismiss, or remove management positions in the Company, except for positions under the authority of the Board of Directors;

h) To propose dividend distribution plans or solutions to business losses;

i) The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of their duties and must report to these bodies when requested.

j) Other rights and duties as prescribed by law, this Charter, the Company's Internal Regulations, resolutions of the Board of Directors, and employment contracts with the Company.

5. The Board of Directors may dismiss the General Director if the majority of voting members of the Board of Directors approve and appoint a new General Director.



**Article 36. Company Secretary**

When deemed necessary, the Board of Directors may appoint one (1) or more Company Secretaries with terms as determined by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, in compliance with current labor laws. The Company Secretary has the following rights and responsibilities:

- a) To assist in organizing the General Meeting of Shareholders and Board of Directors meetings and record the meeting minutes;
- b) To assist members of the Board of Directors in carrying out their rights and obligations;
- c) To support the Board of Directors in applying and implementing the principles of corporate governance;
- d) To assist the Company in building shareholder relations and protecting shareholders' legitimate rights and interests; ensuring compliance with information disclosure, transparency, and administrative procedures;
- e) Other rights and duties as prescribed by the Company's Charter and Internal Regulations.

**Chapter IX.**

**BOARD OF SUPERVISORS**

**Article 37. Election and Nomination of Supervisors**

1. The election and nomination of members of the Board of Supervisors shall be carried out similarly to the provisions in Clauses 1 and 2 of Article 25 of this Charter. Shareholders or groups of shareholders holding 10% to less than 30% of the total voting shares may nominate up to one (01) candidate; from 30% to less than 50%, they may nominate up to two (02) candidates; from 50% or more, they may nominate up to three (03) candidates. The nomination and election process for members of the Board of Supervisors is specified in Clause 1 of Article 70 of the Company's Internal Regulations on Corporate Governance.

2. In cases where the number of candidates nominated by shareholders or groups of shareholders does not meet the required amount as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Supervisors may nominate additional candidates or allow organizations to nominate candidates according to the mechanism prescribed in the Company's Charter and Internal Regulations. The mechanism for nominating candidates by the incumbent Board of Supervisors must be clearly announced and approved by the General Meeting of Shareholders before the nomination process..

3. If the number of candidates nominated by the incumbent Board of Supervisors as per Clause 2 of this Article still does not meet the required number, the Board of Supervisors must announce the insufficient number of candidates at least five (05) days before the opening of the General Meeting of Shareholders. The incumbent Board of Supervisors shall organize the nomination process for other shareholders according to the Company's Charter, Internal Regulations on Corporate Governance, and the Rules of Operation of the Board of Supervisors. The process for additional nominations by other shareholders must be publicly announced before the General Meeting of Shareholders votes on the members of the Board of Supervisors.



**Article 38. Composition of the Board of Supervisors**

1. The number of Supervisors in the Company shall be three (03). The term of office for Supervisors shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must meet the standards and conditions prescribed in Clause 1, Article 169 of the Enterprise Law, the Company's Charter, and must not fall under any of the following conditions:

- a) Being employed in the Company's accounting or finance department;
- b) Being a member or employee of an independent auditing firm that audits the Company's financial statements for the past three (03) years.

3. A member of the Board of Supervisors may be dismissed in the following cases:

a) Failing to meet the standards and conditions to serve as a Supervisor as prescribed in Clause 2 of this Article;

b) Submitting a resignation letter and having it approved;

c) Other cases as prescribed by law or this Charter.

4. A member of the Board of Supervisors may be removed from office in the following cases:

- a) Failing to fulfill assigned duties and responsibilities;
- b) Failing to perform their rights and obligations for six (06) consecutive months, unless due to force majeure;

c) Repeatedly violating or committing serious breaches of the duties of a Supervisor as prescribed by the Enterprise Law and the Company's Charter;

d) As resolved by the General Meeting of Shareholders.

5. A member of the Board of Supervisors shall continue to fully exercise their rights and obligations until the General Meeting of Shareholders approves their dismissal, except for the right to attend and vote at meetings of the Board of Supervisors and to receive remuneration from the Company, immediately upon receiving notification of the following cases:

- The Supervisor's legal capacity is restricted, or they lose their legal capacity or face difficulties in understanding or controlling their actions.
- The Supervisor is being investigated for criminal responsibility, detained, serving a prison sentence, undergoing administrative measures at a mandatory rehabilitation center, educational facility, or is prohibited by a court from holding a position, practicing a profession, or performing specific work.
- The Board of Supervisors has decided to accept the resignation of the Supervisor, following the process as specified in Article 9 of the Board of Directors' Rules of Operation

**Article 39. Chairman of the Board of Supervisors**

1. The Chairman of the Board of Supervisors shall be elected by the Board of Supervisors from among its members, with the election, dismissal, and removal based on the majority principle. The Board of Supervisors must have more than half of its members residing in Viet Nam. The Chairman of the Board of Supervisors must hold a university degree or higher in one of the fields of economics,



finance, accounting, auditing, law, business administration, or other fields related to the Company's business activities.

2. The Chairman of the Board of Supervisors has the following rights and responsibilities:

- a) To convene meetings of the Board of Supervisors;
- b) To request the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Board of Supervisors
- c) To prepare and sign reports for the Board of Supervisors after consulting with the Board of Directors, and present them to the General Meeting of Shareholders;

**Article 40. Rights and Obligations of the Board of Supervisors**

In addition to the rights and obligations prescribed in Article 170 of the Enterprise Law, the Board of Supervisors has the following rights and obligations

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved auditing organizations to audit the Company's financial statements; to decide on the approved auditing organization to examine the Company's operations, and to remove an approved auditor when necessary.

2. To be responsible to shareholders for its supervisory activities.

3. To supervise the Company's financial situation and the compliance of the Board of Directors, General Director, and other executives with applicable laws in their activities.

4. To ensure coordination with the Board of Directors, General Director, and shareholders.

5. If the Board of Supervisors detects any violation of the law or the Company's Charter by the Board of Directors, General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requiring the violators to cease the violation and propose corrective measures.

6. To establish the Rules of Operation of the Board of Supervisors and present them for approval by the General Meeting of Shareholders.

7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, which provides detailed instructions on the implementation of certain provisions of the Securities Law.

8. To have the right to access the Company's records and documents kept at the head office, branches, and other locations related to the execution of the tasks assigned to the Board of Supervisors, provided that this information is confidential. Those provided with information are responsible for maintaining confidentiality and using it for the purposes of their assigned duties; they may visit the Company's management office and employee working locations during working hours. The provision of information must follow the procedures outlined in the Company's Internal Regulations on Corporate Governance.

9. To request the Board of Directors, members of the Board of Directors, General Director, and other executives to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company. The procedure for requesting and providing information is specified in the Company's Internal Regulations on Corporate Governance and the Rules of Operation of the Board of Supervisors.



10. Other rights and obligations as prescribed by law and this Charter.

**Article 41. Meetings of the Board of Supervisors**

1. The Board of Supervisors must meet at least two (02) times a year, with at least two-thirds (2/3) of its members attending the meeting. Minutes of the Board of Supervisors' meetings must be detailed and clear. The person recording the minutes and the members attending the meeting must sign the meeting minutes. The minutes must be kept to identify the responsibility of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request that members of the Board of Directors, the General Director, and representatives of the approved auditing organization attend and provide answers to issues requiring clarification.

**Article 42. Remuneration, Benefits, and Other Compensation of Members of the Board of Supervisors**

1. Members of the Board of Supervisors shall be paid a salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonuses, and other benefits, and the annual operational budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable costs of meals, accommodation, travel, and the use of independent consulting services. The total remuneration and costs shall not exceed the annual operational budget of the Board of Supervisors as approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operational costs of the Board of Supervisors shall be accounted for as business expenses of the Company, in accordance with corporate income tax laws, relevant legal provisions, and must be itemized in the Company's annual financial statements.

**Chapter X.**

**RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS,  
SUPERVISORS, GENERAL DIRECTOR, AND OTHER EXECUTIVES**

Thành viên Hội đồng quản trị, Thành viên Ban kiểm soát, Giám đốc và người điều hành khác có trách nhiệm thực hiện các nhiệm vụ của mình, kể cả những nhiệm vụ với tư cách thành viên các tiểu ban của Hội đồng quản trị, một cách trung thực, cẩn trọng vì lợi ích của Công ty.

**Article 43. Duty of Loyalty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, Supervisors, General Director, and other executives, along with their related parties, may only use the information acquired in their roles for the benefit of the Company.

2. Members of the Board of Directors, Supervisors, General Director, and other executives have the obligation to notify in writing the Board of Directors and the Board of Supervisors of any transactions between the Company, its subsidiaries, and other companies under the control of the publicly traded Company with themselves or their related parties, as prescribed by law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose the resolutions in accordance with securities law.



3. Members of the Board of Directors, Supervisors, General Director, and other executives have the obligation to notify in writing the Board of Directors and the Board of Supervisors of any transactions between the Company, its subsidiaries, and other companies under the control of the publicly traded Company with themselves or their related parties, as prescribed by law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose the resolutions in accordance with securities law.

4. Members of the Board of Directors shall not vote on transactions that provide benefits to themselves or their related parties as prescribed by the Enterprise Law and this Charter.

5. Members of the Board of Directors, Supervisors, General Director, and other executives, and their related parties, shall not use or disclose internal information to others for transactions related to these parties.

6. Transactions between the Company and one or more members of the Board of Directors, Supervisors, General Director, other executives, and their related individuals or organizations shall not be invalid in the following cases:

a) For transactions with a value less than 35% of the total asset value as reported in the most recent financial statement, and the important details of the contract or transaction, as well as the relationships and interests of the Board members, Supervisors, General Director, and other executives, have been reported to the Board of Directors. Moreover, the Board of Directors has approved the transaction based on the majority vote of those Board members without a conflict of interest;

b) For contracts with a value of 35% or more, or transactions within 12 months leading to a value of 35% or more of the total asset value reported in the most recent financial statement, where the important details of the contract, the relationships, and the interests of the Board members, Supervisors, General Director, and other executives have been disclosed to shareholders without a conflict of interest, and such shareholders have voted to approve the transaction;

c) For contracts or transactions involving loans or the sale of assets exceeding 10% of the total asset value reported in the most recent financial statement, where such transactions are between the Company and shareholders holding 51% or more of the voting shares or their related parties, and have been disclosed to shareholders and approved by the General Meeting of Shareholders via voting by shareholders without a conflict of interest.

#### **Article 44. Liability and Indemnification**

1. Members of the Board of Directors, Supervisors, General Director, and other executives who violate their duty of loyalty and care, or fail to perform their duties with diligence and professional competence, shall be liable for damages caused by their violations.

2. The Company shall indemnify those who have been or may be involved in claims, lawsuits, or legal actions (including civil, administrative cases, and actions where the Company is not the plaintiff) if the individual has acted or is acting as a member of the Board of Directors, Supervisors, General Director, executive, or representative authorized by the Company, provided that such individual acted in good faith, with care, diligence, and in the best interest of the Company, in compliance with the law, and without evidence of violating their responsibilities.

3. The indemnification costs shall include all expenses incurred (including lawyer fees), judgment costs, fines, and other amounts payable reasonably for the resolution of these matters in



accordance with the law. The Company may purchase insurance for these individuals to protect against such indemnification liabilities.

## **Chapter XI.**

### **RIGHT TO INVESTIGATE THE COMPANY'S BOOKS AND RECORDS**

#### **Article 45. Right to Investigate the Company's Books and Records**

1. Ordinary shareholders have the right to inspect the books and records, specifically as follows:

a) Ordinary shareholders have the right to review, inspect, and extract information about their name and contact details in the list of shareholders with voting rights and to request the correction of any inaccurate information; to review, inspect, extract, or make copies of the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders holding 5% or more of the total number of ordinary shares have the right to review, inspect, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports from the Board of Supervisors, contracts, transactions requiring approval by the Board of Directors, and other documents, excluding those related to trade secrets or business secrets of the Company.

2. In the case that an authorized representative of the shareholder or group of shareholders requests to inspect the books and records, such request must be accompanied by a shareholder authorization letter or a notarized copy of the authorization letter.

3. Members of the Board of Directors, the Board of Supervisors, the General Director, and other executives have the right to inspect the Company's shareholder register, shareholder list, and other records of the Company for purposes related to their positions, provided that the information is kept confidential.

4. The Company must retain this Charter and any amendments, the Business Registration Certificate, regulations, documents proving ownership of assets, resolutions from the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports from the Board of Directors, reports from the Board of Supervisors, annual financial statements, accounting books, and other documents as prescribed by law, at its head office or another location, provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

5. The Company's Charter must be published on the Company's website.

## **Chapter XII.**

### **EMPLOYEES AND THE TRADE UNION**

#### **Article 46. Employees and the Trade Union**

1. The General Director must prepare plans for the Board of Directors to approve matters related to the recruitment, termination of employment, salaries, social insurance, welfare, rewards, and discipline for employees and executives of the Company.

2. The General Director must prepare plans for the Board of Directors to approve matters related to the Company's relationship with trade unions, in accordance with the best management



practices, standards, and policies, as well as the Company's Charter, internal regulations, and applicable laws.

**Chapter XIII.  
PROFIT DISTRIBUTION**

**Article 47. Profit Distribution**

1. The General Meeting of Shareholders shall decide the amount of dividends and the form of dividend payment from the Company's retained earnings annually.

2. The Board of Directors may decide to pay interim dividends with the approval of the General Meeting of Shareholders, if it deems that such payment is in line with the Company's profitability.

3. The Company shall not pay interest on the dividend or any other payment related to a class of shares.

4. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of the dividends in the form of shares, and the Board of Directors shall be responsible for implementing this decision.

5. In the case that dividends or other payments related to a class of shares are paid in cash, the Company must make the payment in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by shareholders. In the event the Company has made payment in accordance with the bank account details provided by the shareholder and the shareholder does not receive the payment, the Company shall not be liable for the funds it transferred to that shareholder. Payment of dividends for shares listed on the Stock Exchange may be made through a securities company or the Viet Nam Securities Depository and Clearing Corporation.

6. In accordance with the Enterprise Law and Securities Law, the Board of Directors shall pass a resolution to determine a specific date for the shareholder list. Based on this date, those registered as shareholders or owners of other securities shall be entitled to receive dividends in cash or shares and receive notices or other documents.

7. Other matters related to profit distribution shall be carried out in accordance with applicable laws.

**Chapter XIV.  
BANK ACCOUNTS, RESERVE FUNDS, FINANCIAL YEAR, AND ACCOUNTING  
REGULATIONS**

**Article 48. Bank Accounts**

1. The Company shall open bank accounts at Vietnamese banks or foreign banks authorized to operate in Viet Nam.

2. With prior approval from the competent authority, the Company may open foreign bank accounts as necessary and in compliance with the law.

3. The Company shall conduct all payments and accounting transactions through its accounts in Vietnamese currency or foreign currencies at the banks where the Company holds accounts.

**Article 49. Financial Year**

The Company's financial year begins on the first day of January each year and ends on December 31. The first financial year begins from the date of issuance of the Business Registration



Certificate and ends on December 31 of the year immediately following the issuance of the Business Registration Certificate.

**Article 50. Accounting Regulations**

1. The Company shall apply the Vietnamese Accounting Standards (VAS), the corporate accounting system, or any specific accounting regime approved by the Ministry of Finance.

2. The Company shall maintain accounting records in Vietnamese and retain accounting records in accordance with applicable accounting laws and related regulations. These records must be accurate, updated, systematic, and sufficient to verify and explain the Company's transactions.

3. The Company shall use Vietnamese Dong as the unit of currency for accounting purposes. If the Company conducts its operations predominantly in a foreign currency, it may choose that currency as the accounting unit, bearing responsibility for the selection before the law and notifying the tax authorities.

**Chapter XV.**

**ANNUAL REPORT, FINANCIAL REPORTS, AND DISCLOSURE  
RESPONSIBILITIES**

**Article 51. Annual, Semi-Annual, and Quarterly Financial Reports**

1. The Company must prepare annual financial statements, which must be audited as prescribed by law. The audited financial statements shall be disclosed in accordance with securities market disclosure regulations and submitted to the competent state authorities.

2. The Company must prepare and disclose semi-annual financial reports and quarterly financial reports as required by securities market disclosure laws and submit them to the competent state authorities.

3. The annual, semi-annual, and quarterly financial reports must include all required reports, annexes, and explanatory notes as prescribed by corporate accounting regulations. The financial reports must accurately and objectively reflect the Company's operations.

**Article 52. Annual Report**

The Company must prepare and disclose an Annual Report in accordance with the regulations of securities law and the securities market.

**Chapter XVI.**

**AUDIT OF THE COMPANY**

**Article 53. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of auditing firms and authorize the Board of Directors to choose one of these firms to audit the Company's financial statements for the following financial year based on the terms and conditions agreed upon with the Board of Directors.

2. A copy of the audit report shall be attached to the Company's annual financial report.

3. The independent auditor performing the audit of the Company shall be allowed to attend the General Meeting of Shareholders and shall have the right to receive notices and other information related to the meeting that shareholders are entitled to receive, and may express opinions on matters related to the audit of the Company's financial statements.



**Chapter XVII.  
COMPANY SEAL**

**Article 54. Company Seal**

1. The seal includes a seal made by a seal engraving facility or an electronic signature seal in accordance with the electronic transaction law.
2. The Board of Directors shall decide on the type, quantity, form, and content of the Company's seal, as well as the seals of its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with the prevailing laws.

**Chapter XVIII.  
LIQUIDATION OF THE COMPANY**

**Article 55. Liquidation of the Company**

1. The Company may be liquidated in the following cases:
  - a) Upon the expiration of the operating term as stated in the Company's Charter, without a decision to extend;
  - b) By resolution or decision of the General Meeting of Shareholders;
  - c) If the Business Registration Certificate is revoked, unless otherwise stipulated by the Tax Administration Law;
  - d) In other cases as prescribed by law.
2. The liquidation of the Company before the expiration of its term (including any extended term) shall be decided by the General Meeting of Shareholders, and implemented by the Board of Directors. This liquidation decision must be notified or approved by the competent authority (if required) as prescribed by law.

**Article 56. Extension of Operations**

1. The Board of Directors shall convene a General Meeting of Shareholders at least 07 months before the end of the Company's operating term so that shareholders can vote on the proposal to extend the Company's operations as suggested by the Board of Directors.
2. The operating term of the Company shall be extended if at least 65% of the total voting rights of shareholders present at the meeting approve the extension.

**Article 57. Liquidation Procedures**

1. At least 06 months before the expiration of the Company's operating term or after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members shall be appointed by the General Meeting of Shareholders, and 01 member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operational regulations. Committee members may be selected from the Company's employees or independent experts. All costs related to liquidation shall be prioritized for payment by the Company before other Company debts.
2. The Liquidation Committee is responsible for reporting to the Business Registration Agency the date of establishment and commencement of operations. From that point onward, the Liquidation



Committee shall represent the Company in all matters related to the liquidation before the Court and administrative authorities.

3. Proceeds from liquidation shall be paid in the following order:

- a) Liquidation costs;
- b) Salaries, severance benefits, social insurance, and other benefits for employees under the collective labor agreement and employment contracts;
- c) Tax liabilities;
- d) Other Company debts;
- e) The remaining balance, after all debts from items (a) to (d) are paid, shall be distributed to shareholders. Preferred shares shall be paid first.

### **Chapter XIX.**

#### **INTERNAL DISPUTE RESOLUTION**

##### **Article 58. Internal Dispute Resolution**

1. In the event of disputes or complaints arising concerning the Company's activities, the rights and obligations of shareholders as prescribed by the Enterprise Law, other applicable laws, this Charter, and regulations between:

- a) Shareholders and the Company;
- b) Shareholders and the Board of Directors, the Board of Supervisors, the General Director, or other executives;

The involved parties shall attempt to resolve the dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman shall preside over the dispute resolution process and require each party to provide relevant information related to the dispute within 15 working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party may request the appointment of an independent expert as a mediator for the dispute resolution process.

2. If no mediation decision is reached within six (06) weeks from the commencement of the mediation process, or if the mediation decision is not accepted by the parties, one party may submit the dispute to economic arbitration or the economic court.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. Court fees shall be paid in accordance with the court's judgment.

### **Chapter XX.**

#### **AMENDMENT AND SUPPLEMENT OF THE CHARTER**

##### **Article 59. Company Charter**

1. Any amendments or supplements to this Charter must be reviewed and decided by the General Meeting of Shareholders.

2. In cases where relevant legal provisions related to the Company's operations have not been addressed in this Charter or in cases where new legal provisions contradict the terms of this Charter, the relevant legal provisions shall automatically apply and govern the Company's activities.



**Chapter XXI.  
EFFECTIVENESS**

**Article 60. Effective Date**

1. This Charter, consisting of 21 chapters and 60 articles, was unanimously adopted by the General Meeting of Shareholders of Petrolimex Saigon Transportation and Service Joint Stock Company on April 15, 2025 at the 2025 Annual General Meeting of Shareholders, with full approval of the entire contents herein.

2. This Charter is made in 10 copies, all of which have equal validity and must be kept at the Company's head office.

3. This Charter is the sole and official Charter of the Company.

**LEGAL REPRESENTATIVE**



**NGUYEN XUAN THAI**

