

opening of the meeting. The ballot shall only be opened in the presence of all attendees.

**Article 56. Adoption of Resolutions by the Board of Directors**

*(Pursuant to Article 30 of the Company's Charter)*

Resolutions and decisions of the Board of Directors shall be deemed adopted if approved by the majority (more than ½) of the members attending the meeting. In the event of a tie, the final decision shall be based on the vote of the Chairperson of the Board of Directors.

Note: A member of the Board of Directors is not allowed to vote on any transaction that brings benefit to themselves or their related parties as stipulated in the Law on Enterprises and Article 43 of the Company's Charter.

**Article 57. Authorization to Attend Meetings of the Board of Directors**

*(Pursuant to Article 30 of the Company's Charter)*

Members are required to attend all meetings of the Board of Directors. A member may authorize another member of the Board of Directors or another individual (not a Board member, if approved by the majority of the Board) to attend and vote on their behalf.

**Article 58. Minutes of Board Meetings**

*(Pursuant to Article 158 of the Law on Enterprises)*

All meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, video-recorded, or stored in other electronic formats. The minutes must be prepared in Vietnamese and may be translated into a foreign language. The content must include:

- a. Name, address of the Company's head office, and enterprise registration number;
- b. Time and venue of the meeting;
- c. Purpose, agenda, and content of the meeting;
- d. Full names of attending members or authorized persons and their method of attendance; names of absent members and reasons for absence;
- e. Matters discussed and voted on;
- f. Summary of opinions of each attending member in the order of discussion;
- g. Voting results, indicating members who voted for, against, or abstained;
- h. Resolutions adopted and corresponding voting ratios;
- i. Full names and signatures of the Chairperson and the minute taker, unless otherwise provided in Article 59 of this Regulation.

The minutes and meeting materials must be stored at the Company's head office.

Both the Vietnamese and foreign language versions of the minutes shall have equal legal effect. In case of discrepancies, the Vietnamese version shall prevail.

The Chairperson, minute taker, and all signatories of the minutes shall be responsible for the accuracy and truthfulness of the contents.

The minutes of the Board of Directors' meetings and all materials used during the meetings must be kept at the Company's head office.

**Article 59. Cases Where the Chairperson and/or Secretary Refuse to Sign the Minutes**

*(Pursuant to Article 158 of the Law on Enterprises)*

If the Chairperson and/or the minute taker refuse to sign the meeting minutes, the minutes shall



still be valid if signed by all other attending members of the Board of Directors and includes the full content as required under Points a, b, c, d, e, g, and h of Article 58 of this Regulation.

**Article 60. Notification of Resolutions and Decisions of the Board of Directors**

Upon adoption, resolutions and decisions of the Board of Directors must be disclosed internally within the Company, to competent authorities, on mass media, and on the Company's website in accordance with applicable regulations.

**SECTION 5: BOARD COMMITTEES**

**Article 61. Board Committees**

*(Pursuant to Article 31 of the Company's Charter)*

1. When deemed necessary, the Board of Directors may establish subordinate committees in charge of development policy, human resources, remuneration, and internal audit. The number of committee members shall be decided by the Board of Directors but should include at least three (03) persons, including both Board members and external members. Non-executive Board members should form the majority, and one of them shall be appointed as the Head of the committee. The committee's operation shall comply with the Board's regulations. Resolutions of the committee shall be valid only when passed by a majority of attending members.

2. The implementation of resolutions and decisions by the Board of Directors or its subordinate committees must comply with prevailing laws, the Company's Charter, and the Internal Regulations on Corporate Governance.

**SECTION 6: APPOINTMENT, REMOVAL, AND DISMISSAL OF THE PERSON IN CHARGE OF CORPORATE GOVERNANCE**

**Article 62. Standards of the Person in Charge of Corporate Governance**

*(According to Article 281 of Decree No. 155/2020/ND-CP, Clause 2, Article 32 of the Company's Charter)*

The Person in Charge of Corporate Governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

**Article 63. Appointment of the Person in Charge of Corporate Governance**

*(According to Article 281 of Decree No. 155/2020/ND-CP, Clause 1, Article 32 of the Company's Charter)*

The Company's Board of Directors must appoint at least one Person in Charge of Corporate Governance to support the corporate governance work at the enterprise. The Person in Charge of Corporate Governance may also serve as the Company Secretary, as stipulated in Clause 5, Article 156 of the Enterprise Law.

**Article 64. Cases for Removal or Dismissal of the Person in Charge of Corporate Governance**

1. The Board of Directors may remove or dismiss the Person in Charge of Corporate Governance when necessary, but not contrary to current labor laws.

2. The Person in Charge of Corporate Governance may be removed according to the resolution of the General Meeting of Shareholders.

**Article 65. Notification of the Appointment, Removal, or Dismissal of the Person in Charge of Corporate Governance**

After the appointment, removal, or dismissal decision has been made for the Person in Charge of Corporate Governance, the Company is responsible for announcing the information internally and to the



relevant authorities, on public media, and on the Company's website, according to the procedures and regulations of current laws.

**Article 66. Rights and Obligations of the Person in Charge of Corporate Governance**

*(According to Clause 3, Article 32 of the Company's Charter)*

The Person in Charge of Corporate Governance has the following rights and obligations:

- a. Advise the Board of Directors on organizing the General Meeting of Shareholders according to regulations and on matters related to the Company and shareholders;
- b. Prepare meetings for the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;
- c. Advise on the procedures of meetings;
- d. Attend meetings;
- e. Advise on the procedures for adopting resolutions of the Board of Directors in compliance with legal regulations;
- f. Provide financial information, copies of the Board of Directors meeting minutes, and other information to the members of the Board of Directors and the Board of Supervisors;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. Act as the point of contact with interested parties;
- i. Ensure the confidentiality of information according to legal regulations and the Company's Charter;
- j. Other rights and obligations according to the law.

**Chapter IV: THE BOARD OF SUPERVISORS**

**SECTION 1: GENERAL PROVISIONS**

**Article 67. Role, Rights, Obligations of the Board of Supervisors, and Responsibilities of Board Members**

*(According to Articles 287, 288 of Decree No. 155/2020/ND-CP)*

1. The members of the Board of Supervisors have the rights as stipulated by the Enterprise Law, relevant laws, the Company's Charter, and the Board of Supervisors' operating regulations, including the right to access information and documents related to the Company's operations. Members of the Board of Directors, the General Director, and other managers are responsible for providing timely and accurate information as required by the members of the Board of Supervisors.
2. Members of the Board of Supervisors are required to comply with legal regulations, the Company's Charter, the operating regulations of the Board of Supervisors, and professional ethics in the execution of their assigned rights and obligations.
3. The Board of Supervisors has the following rights and obligations according to the provisions of Article 170 of the Enterprise Law, the Company's Charter, and additional rights and obligations:
  - a. Propose and recommend the General Meeting of Shareholders to approve the list of approved audit organizations to audit the Company's financial statements; decide on the approved auditing organizations to check the Company's activities, and dismiss approved auditors when deemed necessary.
  - b. Be responsible to shareholders for its supervisory activities.



c. Monitor the Company's financial situation, the compliance with laws by members of the Board of Directors, the General Director, and other managers in their operations.

d. Ensure coordination with the Board of Directors, the General Director, and shareholders in their activities.

e. If any violations of the law or the Company's Charter by members of the Board of Directors, the General Director, or other managers are detected, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violators to cease the violations and take corrective actions.

f. Develop the operating regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

g. Report to the General Meeting of Shareholders according to the provisions in Article 290 of Decree 155/2020/ND-CP.

4. The Board of Supervisors is responsible for receiving shareholder requests to inspect books and records as specified in Clause 1, Article 45 of the Company's Charter and for complying with these requests. The procedure for requesting information is specified in the Appendix of the Company's Internal Governance Regulation. Those receiving the information are responsible for confidentiality and ensuring that it is used properly for the tasks assigned..

## **SECTION 2: REGULATIONS ON THE TERM, NUMBER, COMPOSITION, AND STRUCTURE OF THE BOARD OF SUPERVISORS' MEMBERS**

### **Article 68. Number, Term, Composition, and Structure of Members of the Board of Supervisors**

*(According to the provisions of Article 168 of the Enterprise Law, Clause 1, Articles 38, 39 of the Company Charter)*

1. The number of members of the Board of Supervisors of the Company is three (03) members.

2. The term of a member of the Board of Supervisors shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

3. Members of the Board of Supervisors are not necessarily required to be shareholders of the company.

4. The Chairman of the Board of Supervisors shall be elected by the members of the Board of Supervisors from among its members. The election, dismissal, and removal shall be based on the majority principle. The rights and duties of the Chairman of the Board of Supervisors are defined in the Company's Charter. The Board of Supervisors must have more than half of its members residing in Vietnam. The Chairman of the Board of Supervisors must hold at least a bachelor's degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business activities of the company, unless the Company's Charter stipulates higher qualifications.

5. In the event that all members of the Board of Supervisors reach the end of their term at the same time and the new members of the Board of Supervisors have not been elected, the members whose terms have expired shall continue to perform their duties until the new members are elected and take office.

### **Article 69. Standards and Conditions for Members of the Board of Supervisors**

*(According to the provisions of Article 169 of the Enterprise Law, Clause 2 of Article 38 of the Company Charter)*



1. A member of the Board of Supervisors must meet the following standards and conditions:
  - a. Not be among the individuals specified in Clause 2, Article 17 of the Enterprise Law;
  - b. Have received training in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business activities of the enterprise;
  - c. Not be a relative of a member of the Board of Directors, the General Director, or any other manager;
  - d. Not be an executive of the company; not necessarily a shareholder or employee of the company;
  - e. Not be someone working in the company's accounting or financial department;
  - f. Not be a member or employee of the independent audit firm conducting audits on the company's financial statements for the past three (03) consecutive years.
  - g. Other standards and conditions as required by relevant laws.

2. In addition to the standards and conditions specified in Clause 1 of this Article, a member of the Board of Supervisors must meet the conditions specified in Clause 2, Article 169 of the Enterprise Law.

3. The Chairman of the Board of Supervisors must hold at least a bachelor's degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business activities of the enterprise.

#### **Article 70. Nomination and Election of Members of the Board of Supervisors**

*(According to the provisions of Article 285 of Decree No. 155/2020/ND-CP; Article 37 of the Company Charter)*

1. The nomination and election of members of the Board of Supervisors shall be conducted in accordance with the provisions of Clause 1, Article 25 of the Company Charter and Clause 1, Article 44 of this Regulation. Shareholders or groups of shareholders holding 10% to less than 30% of the total voting shares have the right to nominate up to one (01) candidate; from 30% to less than 50% can nominate up to two (02) candidates; from 50% and above can nominate up to three (03) candidates.

2. In the event that the number of candidates for the Board of Supervisors through nominations and elections according to Clause 5, Article 115 of the Enterprise Law is insufficient, the incumbent Board of Supervisors may nominate additional candidates according to the provisions of the Company Charter, the Company's internal governance regulations, and the operating regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors as prescribed by law.

3. If the number of candidates nominated by the incumbent Board of Supervisors under Clause 2 of this Article is still insufficient, the Board of Supervisors must announce that the number of candidates is insufficient no later than five (05) days before the opening of the General Meeting of Shareholders. The incumbent Board of Supervisors shall organize nominations by other shareholders according to the provisions of the Company Charter, the internal governance regulations of the Company, and the operating regulations of the Board of Supervisors. The incumbent Board of Supervisors shall organize the nomination of additional candidates, and it must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors as prescribed by law.

#### **Article 71. Voting to Elect Members of the Board of Supervisors**

*(According to the provisions of Clause 3, Article 148 of the Enterprise Law No. 59/2020/QH14, Clause 2, Article 21 of the Company Charter)*

1. Voting to elect members of the Board of Supervisors must be conducted by cumulative voting,



where each shareholder has voting shares corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors. The shareholder can allocate all or part of their votes to one or more candidates. The candidate elected to the Board of Supervisors shall be determined by the highest number of votes, starting from the candidate with the highest votes until the number of members required by the Company Charter is met. In the case where two (02) or more candidates receive the same number of votes for the final position, a re-election will take place among those candidates, or the selection will be made based on the criteria defined in the election regulations, the operating regulations of the Board of Supervisors, or the Company Charter.

2. If the number of candidates is less than or equal to the number of members needed to be elected to the Board of Supervisors, the election can be conducted by cumulative voting as prescribed in Clause 3, Article 148 of the Enterprise Law or by voting (approve, disapprove, abstain). The voting ratio for approval via this method is regulated by Clause 2, Article 21 of the Company Charter.

**Article 72. Cases for Removal and Dismissal of Members of the Board of Supervisors**

*(According to the provisions of Article 174 of the Enterprise Law)*

1. The General Meeting of Shareholders may remove members of the Board of Supervisors in the following cases:

a. No longer meeting the qualifications and conditions to be a member of the Board of Supervisors as prescribed in Article 169 of the Enterprise Law;

b. Resignation has been submitted and accepted;

c. Other cases as prescribed by the Company Charter.

2. The General Meeting of Shareholders may dismiss members of the Board of Supervisors in the following cases:

a. Failing to complete the assigned duties or tasks;

b. Not fulfilling their rights and duties for six (06) consecutive months, unless due to force majeure;

c. Repeated violations or serious breaches of the duties of the Board of Supervisors as prescribed in the Enterprise Law and the Company Charter;

d. Other cases as prescribed in the resolution of the General Meeting of Shareholders.

3. A member of the Board of Supervisors shall continue to fulfill their rights and duties until the General Meeting of Shareholders approves their removal, except for the right to attend and vote at the meeting of the Board of Supervisors and the right to receive remuneration as soon as the Company receives notification of the following cases:

- The member of the Board of Supervisors is restricted or loses their legal capacity, or has difficulty in perception and control of actions.
- The member of the Board of Supervisors is being prosecuted, temporarily detained, serving a prison sentence, undergoing administrative measures at a compulsory rehabilitation center, compulsory education center, or has been banned by the court from holding positions or performing specific jobs.
- The Board of Supervisors has approved the acceptance of the resignation of the member of the Board of Supervisors, in accordance with the regulations of the Board of Directors.

**Article 73. Announcement of Election, Removal, and Dismissal of Members of the Board of Supervisors**

After the decision to elect, remove, or dismiss members of the Board of Supervisors is made, the Company is responsible for announcing this information internally within the Company and to relevant



authorities, through public media, and on the Company's website in accordance with the procedures and regulations of the current law.

**Article 74. Salary and Other Benefits of Members of the Board of Supervisors**

*(According to the provisions of Article 172 of the Enterprise Law)*

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

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for meals, accommodation, transportation, and independent advisory services. The total amount of remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors as approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise;

3. The salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses as prescribed by the tax laws on corporate income tax, other related legal regulations, and shall be reported separately in the annual financial statements of the company.

**Chapter V: THE GENERAL DIRECTOR**

**Article 75. Role, Responsibilities, Rights, and Obligations of the General Director**

*(Based on Clause 2, Clause 4, Article 35 of the Company Charter)*

1. The General Director is responsible for the day-to-day management of the Company's operations and is under the supervision of the Board of Directors. The General Director is accountable to the Board of Directors and to the law for the execution of assigned rights and obligations.

2. The General Director has the following rights and obligations:

a. To decide on matters related to the day-to-day operations of the Company that are not within the authority of the Board of Directors;

b. To organize the implementation of resolutions and decisions made by the Board of Directors;

c. To organize the implementation of the Company's business plans and investment strategies;

d. To propose organizational structures and internal management regulations for the Company;

e. To recruit, transfer, dismiss, reward, and discipline employees, except for managerial positions under the authority of the Board of Directors and the Chairman of the Board of Directors;

f. To determine the salaries, bonuses, and other benefits for employees of the Company, excluding managerial positions under the authority of the Board of Directors;

g. To propose dividend distribution methods or handling losses in business;

h. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for performing the duties and rights assigned and must report to these bodies when required.

i. Other rights and obligations as prescribed by law, the Company Charter, internal governance regulations, resolutions, and decisions of the Board of Directors, and the labor contract signed with the Company.

**Article 76. Tenure, Standards, and Conditions for the General Director**

*(Based on the provisions in Clause 5, Article 162 of the Enterprise Law; Clause 3, Article 35 of the Company Charter)*



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The tenure of the General Director is no more than five (05) years and may be renewed without a limit on the number of terms. The General Director must meet the following criteria and conditions:

- a. Not being a person specified in Clause 2, Article 17 of the Enterprise Law;
- b. Not having a family relationship with the Company's managers, Supervisors, or the state representative of the Company or parent company;
- c. Having expertise and experience in business management related to the Company's operations.

**Article 77. Nomination and Election of the General Director**

Board members and the Board of Directors have the right to nominate or elect the General Director based on the criteria and conditions specified in Article 76 of this regulation. The nomination should be submitted to the Board of Directors for consideration when the Company requires a new General Director.

**Article 78. Appointment, Removal, Signing and Terminating the General Director's Contract**

*(Based on Clause 1, Clause 5, Article 35 of the Company Charter)*

The Board of Directors appoints a General Director, either by selecting a member from the Board or hiring an external candidate.

The Board of Directors can remove or dismiss the General Director if a majority of voting members agree, and a new General Director will be appointed to replace them.

The Board of Directors has the authority to sign or terminate the General Director's labor contract and decide the terms of the contract as prescribed in Clause i, Article 27 and Article 35 of the Company Charter.

**Article 79. Notification of Appointment, Removal, Dismissal, and Contract Signing or Termination with the General Director**

Once a decision is made regarding the appointment, removal, or dismissal of the General Director, the Company is responsible for publishing the information internally and to relevant authorities, through public media channels, and on the Company's website, following the procedures and regulations of applicable laws.

**Article 80. Salary and Other Benefits of the General Director**

*(Based on Clause 3, Clause 4, Article 34 of the Company Charter)*

1. The salary, wages, benefits, and other terms in the labor contract for the General Director are determined by the Board of Directors
2. The General Director's salary is considered part of the Company's operating expenses in accordance with corporate tax law, reflected as a separate item in the annual financial report, and must be reported to the General Meeting of Shareholders at the annual meeting.

**Chương VI: OTHER ACTIVITIES**

**SECTION 1: REGULATIONS ON COORDINATING ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, AND THE GENERAL DIRECTOR**

**Article 81. Procedures for Convening, Notifying, and Recording the Meetings, and Reporting Results of the Meetings Between the Board of Directors, the Board of Supervisors, and the General Director**

The procedures for convening, notifying, recording the meetings, and reporting the results of the meetings between the Board of Directors, the Board of Supervisors, and the General Director will follow



the procedures for convening the Board of Directors' meetings as outlined in Section 4, Chapter 3 of this Regulation.

**Article 82. Reporting Resolutions/Decisions of the Board of Directors to the Board of Supervisors**

*(Based on Clause 1, Article 171 of the Enterprise Law)*

Resolutions/decisions and minutes of the Board of Directors' meetings, once issued, must be sent to the Supervisors at the same time and in the same manner as to the members of the Board of Directors.

**Article 83. Reporting Resolutions/Decisions of the Board of Directors to the General Director**

Resolutions/decisions of the Board of Directors (regarding responsibilities, powers, and duties of the General Director) must be sent to the General Director at the same time and in the same manner as to the members of the Board of Directors.

**Article 84. Cases Where the Board of Supervisors and the General Director Propose to Convene the Board of Directors' Meetings and Issues Requiring Board Approval**

*(Based on Clause h, Article 3, Article 162 of the Enterprise Law, Article 288 of Decree No. 155/2020/ND-CP, Clause 4 of Article 35, Article 40 of the Company's Charter)*

1. Cases to propose to convene the Board of Directors' meeting
  - a. The Board of Supervisors may propose to convene a meeting of the Board of Directors in the following cases:
    - Upon a request from shareholders or a group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law.
    - When the access rights of Supervisors to information and documents related to the company's operations are not fully implemented according to the current law and the Company's Charter;
    - When violations of the law or the Company's Charter by any members of the Board of Directors, General Director, or other business executives are discovered, and after notifying the Board of Directors in writing as required in Clause 5, Article 40 of the Company's Charter, the violator has not ceased the violation or taken corrective action;
  - b. The General Director may propose to convene a meeting of the Board of Directors in the following cases:
    - When the General Director's rights under Article 35 of the Company's Charter are not being exercised;
    - When violations of the law or the Company's Charter by other business executives are discovered, and after notifying the Board of Directors in writing, the violator has not ceased the violation or taken corrective action;
2. Matters that the General Director must seek the Board of Directors' approval on:
  - a. Propose to the Board of Directors regarding the organizational structure and internal governance regulations of the Company;
  - b. Propose measures to improve the Company's operations and management;
  - c. The General Director shall report annually to the Board of Directors on matters related to employees and business executives;
  - d. The General Director shall report annually to the Board of Directors on the Company's relations with trade unions according to the best management standards, practices, and policies, including those in the Company's Charter, regulations, and current laws;



- e. Seek the Board of Directors' approval for the audited financial reports (including balance sheet, income statement, and cash flow reports) for each fiscal year;
- f. Propose a plan for dividends or handling business losses;
- g. Seek the Board of Directors' approval for the detailed business plan for the next fiscal year;
- h. Any other matters deemed beneficial to the Company.

**3. Matters the General Director must seek the Chairman of the Board of Directors' approval on:** When addressing issues or implementing decisions within the Chairman's authority.

**Article 85. The General Director's Report to the Board of Directors Regarding the Execution of Assigned Duties and Powers**

*(Based on Appendix IV of Circular No. 96/2020/TT-BTC, Clause 4, Article 35 of the Company's Charter)*

- 1. Report on the implementation of the Board of Directors' and General Meeting of Shareholders' resolutions, the Company's business and investment plans approved by the Board of Directors and the General Meeting of Shareholders;
- 2. Quarterly and annual reports evaluating the Company's financial status and business operations;
- 3. Report on improvements to the organizational structure, policies, and management;
- 4. Annual reports on environmental, community, and employee obligations;
- 5. Report on the execution of other authorized matters by the Board of Directors and General Meeting of Shareholders;
- 6. Report on other issues as required by the Board of Directors.

**Article 86. Evaluation of the Execution of Resolutions and Other Authorized Matters by the Board of Directors Regarding the General Director**

Based on the General Director's report on the performance of duties and powers assigned, as stipulated in Article 75 of this Regulation, the Board of Directors will evaluate the execution of resolutions and other matters authorized by the Board of Directors with the General Director.

**Article 87. Matters the General Director Must Report and Provide Information on, and How to Notify the Board of Directors and the Board of Supervisors**

*(Based on Clause 3, Article 291 of Decree No. 155/2020/ND-CP, Article 35, Clause 3, Article 43, Article 45 of the Company's Charter)*

- 1. Matters the General Director must report and provide information on, and how to notify the Board of Directors:
  - a. The matters specified in Article 84 of this Regulation;
  - b. The General Director is required to notify the Board of Directors of any transactions between the Company, its subsidiaries, or any other companies controlled by the Company with those entities or their related parties as per the law.
  - c. Other matters that require the Board of Directors' approval must be submitted at least seven (7) working days before the scheduled meeting, and the Board of Directors will respond within seven (7) working days.
  - d. For contracts or transactions under Article 167, Clause 1 of the Enterprise Law, valued at less than 35% of the Company's total assets, or any other lower percentage or value as per the Company's Charter, the company representative signing the contract must notify the Board of Directors and the Board of Supervisors about related parties and provide the contract draft or essential content. The Board



of Directors will approve the contract or transaction within fifteen (15) days of receiving the notification, unless the Charter specifies otherwise; members of the Board of Directors with related interests are not allowed to vote.

2. Matters the General Director must report and provide information on, and how to notify the Board of Supervisors:

a. The General Director's reports to the Board of Directors or other company-issued documents must be sent to the Supervisors at the same time and by the same method as to the Board of Directors.

b. The General Director and other executives must provide timely, accurate, and complete information and documents about the Company's management, operations, and business activities as required by the Supervisors, excluding information relating to the Company's trade secrets.

c. The method for notification to the Board of Supervisors is the same as for the Board of Directors.

**Article 88. Coordination of Control, Management, and Supervision Activities Between the Members of the Board of Directors, the Supervisors, and the General Director According to Their Specific Duties**

1. Coordination of Control, Management, and Supervision Activities Between the Members of the Board of Directors, the Supervisors, and the General Director According to Their Specific Duties:

The Board of Supervisors plays a role in supervising, coordinating, advising, and providing complete, timely, and accurate information. Specifically:

a. Regularly inform the Board of Directors about the results of operations, consult the Board of Directors' opinions before presenting reports, conclusions, and proposals to the General Meeting of Shareholders;

b. In Board of Supervisors' meetings, the Supervisors have the right to request members of the Board of Directors, the General Director, and representatives from the approved audit organization to attend and answer any issues that need clarification;

c. The Board of Supervisors' periodic or ad hoc inspections must have written conclusions (within fifteen (15) days from the end of the inspection) sent to the Board of Directors to provide additional basis for the management of the Company. Depending on the scope and results of the inspection, the Board of Supervisors must discuss with the Board of Directors and General Director before reporting to the General Meeting of Shareholders. In case of disagreements, the Chairman of the Board of Supervisors has the responsibility to report to the next General Meeting of Shareholders with any dissenting opinions;

d. If the Board of Supervisors detects legal violations or breaches of the Company's Charter by members of the Board of Directors, the General Director, or other executives, it must notify the Board of Directors in writing within forty-eight (48) hours, demanding the violator to stop the violation and take corrective actions;

e. The Supervisors are required to notify the Board of Directors of transactions between the Company, its subsidiaries, or any other companies controlled by the Company (over 50% equity ownership) with the same entities or their related parties as stipulated by law;

f. For proposals related to the Company's operations and financial status, the Board of Supervisors must send a written report with relevant documents at least fifteen (15) days before the expected date to receive feedback from the Board of Directors;

g. Proposals to the Board of Directors must be sent at least seven (7) working days before the meeting, and the Board of Directors will respond within seven (7) working days;

h. The Board of Directors must create favorable conditions for the Board of Supervisors to fulfill



its duties and responsibilities.

2. Coordination Between the Board of Supervisors and the General Director:

The Board of Supervisors is responsible for inspection and supervision.

a. In Board of Supervisors' meetings, the Supervisors have the right to request the General Director (and also request members of the Board of Directors, the General Director, and representatives from the approved audit organization) to attend and answer any issues of interest to the Supervisors;

b. The Board of Supervisors' periodic or ad hoc inspections must have written conclusions (within fifteen (15) days from the end of the inspection) sent to the General Director to provide additional basis for managing the Company. Depending on the scope and results of the inspection, the Board of Supervisors must discuss with the General Director before reporting to the General Meeting of Shareholders. In case of disagreements, the Chairman of the Board of Supervisors has the responsibility to report to the next General Meeting of Shareholders with any dissenting opinions;

c. The Supervisors have the right to request the General Director to facilitate access to the Company's business documents and records (excluding trade secrets) at the headquarters or other storage locations, in order to fulfill their assigned duties if approved by the Board of Supervisors. The process for requesting information is stipulated in the Company's internal governance regulations. The person receiving the information must ensure confidentiality and use the information only for the assigned purpose.

d. For management, operational business activities, business reports, and financial reports, the request for information from the Board of Supervisors must be sent to the Company at least forty-eight (48) working hours before the expected time for feedback. The Supervisors are not allowed to use undisclosed information or disclose it to others to carry out transactions;

e. Proposals regarding organizational structure improvements, management, supervision, and the Company's business operations must be sent to the General Director at least seven (7) working days before the expected date for feedback from the General Director;

f. The General Director must create favorable conditions for the Board of Supervisors to perform its duties and responsibilities.

3. Coordination Between the General Director and the Board of Directors:  
The General Director is responsible for representing and managing the Company's operations to ensure the Company operates continuously and effectively..

a. When proposing organizational structure plans, internal governance regulations, the General Director must send them to the Board of Directors as early as possible but not less than seven (7) days before the decision needs to be made;

b. The General Director must report annually to the Board of Directors on employee-related matters and the management of the company;

c. The General Director must report annually to the Board of Directors on the Company's relationships with trade unions, according to the best management standards, practices, and policies, as well as those defined in the Company's Charter, internal regulations, and applicable laws;

d. The General Director is required to notify the Board of Directors of transactions between the Company, its subsidiaries, or other companies controlled by the Company (over 50% equity ownership) with the same entities or their related parties, as stipulated by law;

e. Other matters requiring Board of Directors' approval, as specified in Clause 2, Article 84 of this Regulation, must be submitted to the Board of Directors at least seven (7) working days before the expected date to receive feedback from the Board of Directors.



**SECTION 2: ANNUAL EVALUATION OF THE ACTIVITIES REGARDING REWARDS AND DISCIPLINARY ACTIONS FOR THE MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES**

**Article 89. Regulations on Evaluating the Activities of the Board of Directors, Supervisors, General Director, and Other Executives**

1. The Board of Directors (BOD) is responsible for developing evaluation standards for all members of the Board of Directors, the General Director, and other executives.
2. The evaluation standards must harmonize the interests of the company's executives with the long-term interests of the Company and shareholders. Both financial and non-financial indicators are used in evaluations, which the BOD will consider carefully and decide upon at each moment. Non-financial indicators may include: stakeholder interests, operational efficiency, progress and improvements, etc.
3. Annually, based on the assigned functions and tasks, and established evaluation standards/results, the BOD will organize the evaluation of the Board members' activities.
4. The evaluation of the Supervisors will be conducted according to the method specified in the structure and operations of the Board of Supervisors.
5. The evaluation of other executives is carried out in accordance with the internal regulations or may be based on the self-evaluation of these executives.

**Article 90. Rewards**

1. The BOD or the Remuneration Committee (if any) is responsible for establishing the reward policy. Rewards are based on the evaluation results specified in Article 89 of this Regulation.
2. Reward forms include cash, stock (stock issued under the employee stock option plan), or other forms as determined by the BOD or the Remuneration Committee. Reward plans must be presented by the General Director to the BOD for approval. In case the decision exceeds the BOD's authority, it will be presented to the General Meeting of Shareholders for approval.
3. The reward system for members of the BOD and the Board of Supervisors is decided by the General Meeting of Shareholders.
4. For executives: The source of reward funds comes from the Company's Welfare Reward Fund and other legal sources. The reward level is based on the annual business results, and the General Director will propose it for BOD approval, or if it exceeds the BOD's authority, it will be presented to the General Meeting of Shareholders for approval.

**Article 91. Disciplinary Actions**

1. The BOD is responsible for developing disciplinary actions based on the nature and severity of violations. The highest level of disciplinary action is removal or dismissal.
2. Members of the BOD, Board of Supervisors, and executives who fail to complete their duties with integrity, diligence, and caution shall be personally responsible for the damages caused.
3. Members of the BOD, Board of Supervisors, and executives who violate the law or the Company's Charter will be subject to disciplinary actions, administrative violations, or criminal liability according to the law and the Company's Charter. If damages are caused to the Company, shareholders, or others, they must compensate for the damages as prescribed by law.



**Chapter VII: AMENDMENTS TO CORPORATE GOVERNANCE REGULATIONS**

**Article 92. Additions and Amendments to the Corporate Governance Regulations**

1. Any additions or amendments to this Regulation must be reviewed and approved by the General Meeting of Shareholders.
2. In case there are legal provisions related to the Company's operations that are not addressed in this regulation, or if new legal provisions differ from the terms in this regulation, such legal provisions shall automatically apply and govern the operations of the Company.

**Chương VIII: EFFECTIVE DATE**

**Article 93. Effective Date**

1. This Regulation, consisting of 08 Chapters and 93 Articles, was approved by the General Meeting of Shareholders of Petrolimex Saigon Transportation and Service Joint Stock Company on April 15, 2025, and the full text of this regulation is effective as of the same date.
2. This regulation is the sole and official regulation of the Company.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**BUI TRUNG DINH**



# INFORMATION DISCLOSURE PROCEDURE

Sequence of Implementation	Flowchart	Responsible Person(s)	Guidelines / Templates & Forms
Bước 1	<pre> graph LR     A([Request for Information]) --&gt; B[ ]             </pre>	<ul style="list-style-type: none"> <li>- Shareholder or Group of Shareholders (1)</li> <li>- Board of Supervisors (2)</li> <li>- Member of the Board of Directors (3)</li> <li>- Member of the Board of Supervisors (4)</li> <li>- Executive (5)</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Request for Information in Writing (Form 01).</b></li> <li>• In case the request is made by an authorized representative of a shareholder or a group of shareholders, the original or a certified true copy of the power of attorney must be attached in accordance with applicable laws.</li> </ul>
Bước 2	<pre> graph LR     A[Received a request for information.] --&gt; B[ ]             </pre>	Company	
Bước 3	<pre> graph LR     A{Consider} -- Disagree --&gt; B[ ]     A -- Agreed --&gt; C[ ]             </pre>	Board of Directors	<ul style="list-style-type: none"> <li>- The maximum review time is 10 working days from the receipt of the request for information.</li> <li>- The maximum response time for the refusal of the information request is 2 working days from the Board of Directors' decision to deny the information provision.</li> </ul>
Bước 4	<pre> graph LR     A[Provide information upon request] --&gt; B[ ]             </pre>	Manager	<ul style="list-style-type: none"> <li>- Thời gian người quản lý cung cấp thông tin tối đa 7 ngày làm việc kể từ khi HĐQT đồng ý cung cấp thông tin.</li> <li>- Cung cấp thông tin tại trụ sở chính/ văn phòng đại diện/ chi nhánh Công ty.</li> <li>- Chi phí phát sinh do sao y hồ sơ (nếu có) từ việc cung cấp thông tin sẽ do người đề nghị cung cấp thông tin chi trả.</li> </ul>

(1) Shareholder or Group of Shareholders: pursuant to Articles 12 and 45 of the Company's Charter.

(2) Board of Supervisors: pursuant to Article 40 of the Company's Charter.

(3), (4), (5) Member of the Board of Directors. Member of the Board of Supervisors, Executive: pursuant to Article 45 of the Company's Charter.







	Manager	<div data-bbox="142 1384 326 1839">Report to the Board of Directors on the Provision of Information</div>	Bước 5
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**FORM 01**  
**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

**REQUEST FOR INFORMATION**

**To: Petrolimex Saigon Transportation and Service Joint Stock Company**

**I. INFORMATION OF THE REQUESTING PARTY:**

1. **Requesting Party:** .....

**Legal Representative** (for institutional shareholders): .....

2. **Entity Requesting Information:**

☐ Shareholder / Group of Shareholders

☐ Board of Supervisors

☐ Member of the Board of Directors

☐ Member of the Board of Supervisors

☐ Executive

3. **Contact Address / Head Office:** .....

4. **Nationality:** .....

5. **ID Card / Citizen ID / Passport / Enterprise Registration Certificate No.:** ..... **Date of Issuance:** ..... **Place of Issuance:** .....

6. **Contact Number:** ..... **Email:** .....

7. **Number of Shares Owned / Represented:** ..... shares, as of .....

**II. INFORMATION REQUESTED:**

**Purpose of the Information Request:** .....

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.....

By this document, I/We request the Company to provide the following information.:

.....  
.....  
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.....

(1) *Shareholder or Group of Shareholders: pursuant to Articles 12 and 45 of the Company's Charter.*

(2) *Board of Supervisors: pursuant to Article 40 of the Company's Charter.*

(3), (4), (5) *Member of the Board of Directors, Member of the Board of Supervisors, Executive: pursuant to Article 45 of the Company's Charter.*





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We hereby undertake the following commitments:

- To keep all information provided by the Company confidential in accordance with the Company's Charter and applicable laws;
- To use the provided information solely for the intended purpose related to the assigned task and/or for the protection of our lawful rights and interests;
- Not to disclose, reproduce, or distribute the provided information to any other organization or individual in contravention of applicable laws;
- To fully bear any costs incurred from the certified copy(ies) of documents (if any) arising from this information request;
- To take full legal responsibility in the event of any misuse of the information for purposes other than those stated.

Thank you and best regards.

....., date .....month .....year 20..

**NGƯỜI ĐỀ NGHỊ CUNG CẤP THÔNG TIN**

(Ký, đóng dấu và ghi rõ họ tên)



## MINUTES OF THE GROUP MEETING

### ENCLOSED WITH THE REQUEST FOR INFORMATION

Today, on ....., at ....., we, the undersigned shareholders of Petrolimex Saigon Transportation and Service Joint Stock Company, jointly hold a total of ..... shares, accounting for .....% of the total voting shares of the Company, as listed below:

No.	Name of Shareholder	ID Card / Citizen ID / Passport / Enterprise Registration Certificate	Contact Address	Number of Shares Held	Signature of Shareholder / Signature and Seal (for organizations)
1					
2					
...					
Total					

**We hereby unanimously appoint:**

- Full Name:

- ID Card / Citizen ID / Passport / Enterprise Registration Certificate No.:

Date of Issuance:..... Place of Issuance:

**Acting as the representative of the group to carry out procedures for requesting information from Petrolimex Saigon Transportation and Service Joint Stock Company, we hereby state the following:**

Purpose of the Information Request: .....  
.....  
.....

By this letter, we respectfully request the Company to provide the following information:.....  
.....  
.....  
.....  
.....

**We hereby undertake the following commitments:**

- To keep all information provided by the Company confidential in accordance with the Company's Charter and applicable laws;
- To use the information solely for the purpose of protecting our lawful rights and interest;
- Not to disclose, duplicate, or transmit any information provided by the Company to any other individual or organization, except as permitted by law;

*(1) Shareholder or Group of Shareholders: pursuant to Articles 12 and 45 of the Company's Charter.*

*(2) Board of Supervisors: pursuant to Article 40 of the Company's Charter.*

*(3), (4), (5) Member of the Board of Directors, Member of the Board of Supervisors, Executive: pursuant to Article 45 of the Company's Charter.*



- To fully cover any costs incurred for certified copies of documents (if applicable) arising from this information request;
- To bear full legal responsibility in the event of misuse or improper use of the provided information.

Respectfully yours!

....., day .....month .....year 20..

**NOMINATED REPRESENTATIVE OF THE  
GROUP**

*(Signature, seal (if applicable), and full name)*

