

THE SOCIALIST REPUBLIC OF VIET NAM
Independence – Freedom – Happiness

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

**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

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Chapter I: GENERAL PROVISIONS

Article 1. Scope and Regulated Entities

1. Scope of Regulation: These regulations are developed in accordance with Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, prescribing provisions on the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; procedures for convening and organizing the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Board of Supervisors, and the General Director; and other activities as stipulated in the Company's Charter and prevailing legal regulations.

2. Regulated Entities: These regulations shall apply to members of the Board of Directors, the Board of Supervisors, the General Director, and other relevant parties as referred to herein.

Article 2. Definitions of Terms and Abbreviations

1. "Charter Capital" means the total par value of shares that have been sold or registered for subscription upon the establishment of the enterprise and as prescribed in Article 6 of this Charter.

2. "Enterprise Law" refers to Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.

3. "Securities Law" refers to Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.

4. "Vietnam" means the Socialist Republic of Vietnam.

5. "Date of Incorporation" means the date on which the Company was first issued with the Business Registration Certificate (or equivalent documents such as the Business License).

6. "Executive" refers to the General Director, Deputy General Director, and Chief Accountant.

7. "Business Manager" refers to individuals managing the Company, including the Chairman of the Board of Directors, members of the Board of Directors, and the General Director.

8. "Related Party" refers to individuals or organizations as defined in Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law.

9. "Shareholder" means any individual or organization holding at least one share of the joint stock company.

10. "Founding Shareholder" means a shareholder holding at least one ordinary share and having signed the list of founding shareholders of the joint stock company.

11. "Major Shareholder" means a shareholder as defined in Clause 18, Article 4 of the Securities Law.

12. "Operating Term" means the operating duration of the Company as specified in Article 2 of this Charter, including any extension approved by the General Meeting of Shareholders.

13. "Shareholder/Delegate Qualification Committee" refers to the unit responsible for verifying the conditions for holding the General Meeting of Shareholders in accordance with the law and the Company's Charter.

14. "BOD" means the Board of Directors.

15. "Candidacy" means self-nomination.

16. "BOS" means the Board of Supervisors.

17. "Stock Exchange" refers to the Vietnam Stock Exchange and its subsidiaries.

18. "Company" means Petrolimex Saigon Transportation and Service Joint Stock Company.

19. "VSDC" means the Vietnam Securities Depository and Clearing Corporation.
20. "Delegate" means a shareholder or a representative (proxy of a shareholder).
21. "Person in charge of corporate governance" refers to the individual responsible for and vested with the powers stipulated in Article 281 of Decree No. 155/2020/ND-CP.
22. "Online General Meeting" refers to the format of the General Meeting of Shareholders conducted using electronic means to transmit video and audio via the internet, allowing shareholders in various locations to follow the proceedings, participate in discussions, and vote on meeting matters.
23. "Electronic Voting" means the act of shareholders voting through the Electronic Voting System as stipulated in this Regulation.
24. "Login credentials" comprise a username and password uniquely issued by the Company to each shareholder.
25. "Contact address" means the registered head office address for organizations; or the permanent residence, workplace, or other address registered with the enterprise by individuals for correspondence purposes.
26. "Trade secret" refers to undisclosed information related to inventory volume, cost and profit structures, financials, technological and business solutions. For instance: 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).
27. "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.

Chapter II: GENERAL MEETING OF SHAREHOLDERS

I. REGULATIONS ON GENERAL MEETING OF SHAREHOLDERS RESOLUTIONS ADOPTED THROUGH VOTING AT THE MEETING (IN-PERSON, ONLINE, OR HYBRID FORMAT)

SECTION 1: GENERAL PROVISIONS

Article 3. Roles, Rights, and Obligations of the General Meeting of Shareholders

The roles, rights, and obligations of the General Meeting of Shareholders shall be governed by Article 138 of the Law on Enterprises No. 59/2020/QH14, the Law on Securities No. 54/2019/QH14, and Articles 14 and 15 of the Company's Charter.

Article 4. Authority to Convene the General Meeting of Shareholders

(Pursuant to Article 140 of the Law on Enterprises and Article 14 of the Company's Charter)

1. The Board of Directors shall convene the annual and extraordinary General Meetings of Shareholders. An extraordinary General Meeting of Shareholders must be convened by the Board of Directors in the following cases:

- a. When the Board of Directors considers it necessary for the benefit of the Company;
- b. When the number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number as prescribed by law;
- c. At the request of a shareholder or a group of shareholders as defined in Clause 2, Article 115 of the Enterprise Law. Such request must be made in writing, clearly stating the reasons and objectives

of the meeting, bearing the signatures of all relevant shareholders, or may be made in multiple copies that collectively contain sufficient signatures of the concerned shareholders;

- d. At the request of the Board of Supervisors;
- e. Other cases as prescribed by law and the Company's Charter.

2. The Board of Directors must determine the opening date of the General Meeting of Shareholders within 60 days from the date on which 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 conditions as prescribed in Point b, Clause 3 of this Article, or from the date it receives the request under Points c and d, Clause 3 of this Article.;

3. If the Board of Directors fails to convene the General Meeting of Shareholders as required in Point a, Clause 4 of this Article, the Board of Supervisors must, within the next 30 days, convene the General Meeting of Shareholders in place of the Board of Directors, in accordance with Clause 3, Article 140 of the Enterprise Law;

4. If the Board of Supervisors also fails to convene the General Meeting of Shareholders as prescribed in Clause 3 of this Article, within the following 30 days, the shareholder or group of shareholders as referred to in Point c, Clause 1 of this Article shall have the right to convene the General Meeting of Shareholders in place of both the Board of Directors and the Board of Supervisors, pursuant to Clause 4, Article 140 of the Enterprise Law

5. In such cases, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, organizing, and adopting resolutions at the General Meeting of Shareholders. All costs incurred in convening and holding the General Meeting of Shareholders shall be reimbursed by the Company. These costs shall not include expenses incurred by shareholders for attending the meeting, including travel and accommodation.

6. The procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 5. Personnel of the General Meeting of Shareholders

(Pursuant to Article 146 of the Law on Enterprises and Clause 2, Article 20 of the Company's Charter)

1. Chairperson and Presidium:

a. The Chairperson of the Board of Directors shall act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors or may authorize another member of the Board of Directors to chair the meeting. If the Chairperson is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one among them to chair the meeting by majority vote. If no Chairperson is elected, the Head of the Board of Supervisors shall preside over the election for the meeting Chairperson from among the attendees; the individual receiving the highest number of votes shall chair the meeting;

b. Except for the case specified in Point a of this Clause, the person signing the notice to convene the General Meeting of Shareholders shall preside over the election for the Chairperson, and the person receiving the highest number of votes shall become the Chairperson;

c. The Chairperson has the authority to take necessary and reasonable measures to manage the meeting in an orderly and appropriate manner, in accordance with the approved agenda and reflecting the will of the majority of attendees.

d. The Chairperson has the following rights:

- To request all participants to undergo inspection or comply with other lawful and reasonable

security measures;

- To request competent authorities to maintain order at the meeting; to remove from the meeting any person who does not comply with the Chairperson's authority, causes disorder, obstructs the fair and lawful conduct of the meeting, or refuses to comply with security measures..

e. The Chairperson may postpone the General Meeting of Shareholders—where a quorum has been established—for no more than three (03) working days from the initially scheduled opening date and only under the following circumstances:

- The meeting venue does not have sufficient seating or conditions for all attendees;
- The communication equipment at the meeting venue does not enable shareholders to participate, discuss, and vote;
- Attendees obstruct or disrupt the meeting, threatening the fair and lawful proceedings..

f. Other rights and responsibilities of the Chairperson shall be in accordance with prevailing laws.

g. The Presidium shall consist of at least one person, including one Chairperson and additional members (if any).

h. Duties of the Presidium:

- To lead the activities of the General Meeting of Shareholders in accordance with the agenda approved by the General Meeting;
- To guide the delegates and shareholders in discussing the matters included in the agenda;
- To present drafts and make conclusions for matters requiring voting;
- To respond to issues raised by the General Meeting;
- To handle issues arising during the course of the meeting.

i. Working principle of the Presidium: The Presidium shall operate collectively, in a democratic and centralized manner, and make decisions by majority vote.

2. Meeting Secretary:

a. The Chairperson shall appoint one or more persons to act as the meeting secretary;

b. Responsibilities of the Secretary:

- To accurately and fully record the contents of the General Meeting;
- To collect registration forms from shareholders/delegates who wish to speak;
- To prepare the Meeting Minutes and draft the Resolution of the General Meeting of Shareholders;
- To assist the Chairperson in disclosing information relating to the meeting and notifying shareholders in accordance with the law and the Company's Charter;
- To perform other duties as requested by the Chairperson.

3. Vote Counting Committee:

a. The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee based on the Chairperson's proposal;

b. Responsibilities of the Vote Counting Committee:

- To disseminate rules and guidelines on the voting process;
- To check and record ballots, prepare the vote counting minutes, announce the results, and submit the minutes to the Chairperson for confirmation;

- To promptly report the voting results to the Secretary;
- To review and report to the General Meeting on any violations or complaints regarding the voting process.

4. Shareholder/Delegate Qualification Committee:

a. The convener of the General Meeting of Shareholders, as stipulated in Article 140 of the Law on Enterprises, shall appoint one or more individuals to the Shareholder/Delegate Qualification Committee. The Committee must consist of at least two (02) persons, including one Head and at least one member.

b. Responsibilities of the Shareholder/Delegate Qualification Committee:

- To verify the status and credentials of shareholders and authorized representatives attending the meeting;
- The Head of the Committee shall report to the General Meeting of Shareholders on the attendance status. If shareholders and authorized representatives present represent more than 50% of the total voting shares, the meeting shall be considered duly convened;
- To participate in vote counting on other matters before the official Vote Counting Committee is established.

Article 6. Preparation of the List of Shareholders Entitled to Attend the General Meeting and Notice of Record Date

(Pursuant to Point a, Clause 2, Article 18 of the Company's Charter; the Regulation on the Exercise of Rights issued by the Vietnam Securities Depository and Clearing Corporation (VSDC))

1. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date.

2. The Company shall carry out procedures to prepare the list of shareholders and other relevant procedures in accordance with the Regulation on the Exercise of Rights of the Vietnam Securities Depository and Clearing Corporation..

Article 7. Notice of Convening the General Meeting of Shareholders

(Pursuant to Article 143 of the Law on Enterprises No. 59/2020/QH14)

1. The convener of the General Meeting of Shareholders must send a notice of invitation to all shareholders in the list of shareholders entitled to attend the meeting no later than twenty-one (21) days before the scheduled date of the meeting. The notice must include the name and address of the head office, enterprise registration number; name and contact address of the shareholder, time and location of the meeting, and other requirements applicable to attendees.

2. The notice must be sent using a method that ensures it reaches the contact address of the shareholder and must also be published on the Company's website.

3. The notice of meeting must be accompanied by the following documents:

a. The meeting agenda, materials to be used during the meeting, and draft resolutions for each agenda item;

b. Voting/ballot forms. Note: In the case of online General Meetings, the voting/ballot forms are not required to be sent together with the meeting notice.

4. If the Company maintains a website, the documents mentioned in Clause 3 may be published on the website in lieu of direct distribution. In such case, the meeting notice must clearly state the location and method for accessing or downloading the documents.

Article 8. Agenda and Content of the General Meeting of Shareholders

(Pursuant to Article 142 of the Law on Enterprises and Article 18 of the Company's Charter)

1. The convener of the General Meeting of Shareholders must prepare the agenda and meeting content in accordance with Article 18 of the Company's Charter.

2. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of the Company's Charter are entitled to propose additional matters to be included in the meeting agenda. Such proposals must be made in writing and submitted to the Company no later than five (05) working days prior to the scheduled meeting date. The proposal must clearly indicate the shareholder's name, number and class of shares held, contact address, nationality, ID card number, Citizen Identification Card, Passport or other lawful identification for individual shareholders; name, enterprise registration number or establishment decision number, and registered head office address for institutional shareholders; and the proposed matters to be added to the agenda.

3. If the convener of the meeting refuses the proposal stipulated in Clause 2 of this Article, a written response must be provided no later than two (02) working days before the scheduled meeting date, clearly stating the reasons for rejection. If the convener or the proposing party requests discussion, both parties must discuss the matter before the convener issues the official written response. The convener may only reject a proposal in the following cases:

- a. The proposal does not comply with the requirements in Clause 2 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 required under Clause 2, Article 12 of the Company's Charter;
- c. The proposed matter is not within the decision-making authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law and the Company's Charter.

4. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 2 of this Article in the tentative agenda, unless the case falls under Clause 3. The proposed matter shall be officially added to the agenda if approved by the General Meeting of Shareholders.

Article 9. Method of Registration and Authorization to Attend the General Meeting of Shareholders

(Pursuant to Article 144 of the Law on Enterprises; Article 16 and Clauses 1, 2, 5 of Article 20 of the Company's Charter)

1. Method of registration to attend the General Meeting of Shareholders before the meeting date:

- a. The method for shareholder registration shall be clearly specified in the Notice of Meeting of the General Meeting of Shareholders, including contacting the Company directly or submitting the Registration Form (attached to the meeting notice) to the Company.

b. Shareholders shall select a registration method as indicated in the meeting notice, which may include:

- Attending and voting/electing directly at the meeting;
- Authorizing a representative to attend and vote/elect at the meeting in accordance with Clause 2 of this Article (in case of authorizing more than one representative, the number of shares and votes authorized to each representative must be clearly stated);
- Attending and voting/electing via online meeting, electronic voting, or other electronic means;
- Submitting the ballot for voting/election via mail, fax, or email;
- Other registration methods in compliance with legal regulations.

The Company shall make the utmost effort to apply modern information technology to enable shareholders to attend and express opinions at the General Meeting of Shareholders in the most effective manner, including providing guidance on voting via online meeting, electronic voting, or other electronic methods in accordance with Article 144 of the Law on Enterprises and the Company's Charter.

2. Provisions on authorization to attend the meeting:

a. Shareholders or their authorized representatives shall authorize attendance in accordance with Article 16 of the Company's Charter;

b. Authorization of individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Point a, Clause 2 of this Article must be made in writing. The written authorization must be prepared in accordance with civil law and clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content, scope, and duration of the authorization, and the signatures of both the authorizing and authorized parties.

c. The voting/election ballot cast by the authorized representative within the scope of authorization remains valid even in the following cases:

- The authorizing shareholder has passed away, been restricted in or has lost legal capacity;
- The authorizing shareholder has revoked the authorization;
- The authorizing shareholder has withdrawn the authority of the authorized representative.

This clause shall not apply if the Company receives notification of any of the above events prior to the commencement of the General Meeting or before the reconvened meeting.

Article 10. Conditions for Convening the General Meeting of Shareholders

(Pursuant to Article 19 of the Company's Charter)

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

2. In case the first meeting fails to satisfy the conditions stipulated in Clause 1 of this Article, the second meeting invitation shall be sent within thirty (30) days from the scheduled date of the first meeting. The second General Meeting of Shareholders shall be valid when shareholders attending the meeting represent at least 33% of the total voting shares.

3. If the second meeting also fails to satisfy the conditions stipulated in Clause 2 of this Article, the third meeting invitation shall be sent within thirty (30) days from the scheduled date of the second meeting. The third General Meeting of Shareholders may be convened regardless of the total number of voting shares represented by shareholders in attendance.

Article 11. Forms of Passing Resolutions of the General Meeting of Shareholders

(Pursuant to Article 147 of the Law on Enterprises No. 59/2020/QH14 and Article 22 of the Company's Charter)

1. The General Meeting of Shareholders shall adopt resolutions within its authority by voting at the meeting in one of the following forms:

- a. In-person meeting;
- b. Online meeting;
- c. Hybrid meeting (combining in-person and online participation).

2. The General Meeting of Shareholders may also adopt resolutions within its authority by means of written consultation (as stipulated in Section II – this Chapter), through one of the following methods:

- a. Sending written opinion ballots via mail, fax, or email;
- b. Electronic voting;
- c. A combination of sending ballots by mail, fax, or email and electronic voting.

Article 12. Matters to Be Approved by the General Meeting of Shareholders

(Pursuant to Articles 147 and 167 of the Law on Enterprises and Article 15 of the Company's Charter)

1. Approval of the Company's development orientation;
2. Decisions on the types and total number of shares of each class to be offered; annual dividend rates for each class of shares;
3. Election, dismissal, and removal of members of the Board of Directors and the Board of Supervisors;
4. Decisions on investments or disposal of assets with a value equal to or exceeding 35% of the Company's total assets as recorded in the latest financial statements;
5. Amendments and supplements to the Company's Charter;
6. Approval of the annual financial statements;
7. Decisions on repurchasing more than 10% of the total issued shares of each class;
8. Review and handling of violations by members of the Board of Directors or the Board of Supervisors causing damage to the Company and shareholders;
9. Decisions on reorganization or dissolution of the Company;
10. Approval of the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
11. Approval, supplementation, and adjustment of the Company's Internal Regulations on Corporate Governance; Operational Regulations of the Board of Directors and the Board of Supervisors;
12. Approval of the list of approved auditing firms; selection of the auditing firm to perform audits or to remove the approved auditors when necessary;
13. Determination of the number of members of the Board of Directors and the Board of Supervisors;
14. Decisions on division, separation, merger, consolidation, or conversion of the Company;
15. Approval of contracts or transactions with related parties as defined in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or greater than 35% of the total asset value recorded in the latest financial statements;
16. Approval of transactions as specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, guiding the implementation of the Securities Law;
17. Other matters as prescribed by law and the Company's Charter.

Article 13. Conditions for Resolution Approval

(Pursuant to Article 21 of the Company's Charter)

1. Resolutions on the following matters shall be passed if approved by shareholders representing at least 65% of the total voting shares of shareholders attending the meeting, unless otherwise specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:
 - a. Types and total number of shares of each class;
 - b. Changes to the Company's business lines and sectors;

- c. Changes to the organizational structure of corporate governance;
- d. Investment projects or asset sales with a value equal to or greater than 35% of the total asset value recorded in the Company's latest financial statements;
- e. Reorganization or dissolution of the Company;
- f. Extension of the Company's operating term.

2. Other resolutions shall be adopted when approved by shareholders holding more than 50% of the total voting shares of shareholders attending the meeting, unless otherwise stipulated in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

In case of electing members to the Board of Directors or the Board of Supervisors, if the number of candidates is equal to or less than the number of seats to be filled, the election may be conducted by cumulative voting as provided in Clause 3, Article 148 of the Law on Enterprises, or by direct voting (for, against, or abstain). The approval ratio for direct voting shall follow Clause 2, Article 21 of the Company's Charter.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are deemed valid and effective, even if the procedures for convening and adopting such resolutions violate the Law on Enterprises or the Company's Charter.

Article 14. Announcement of Vote Counting Results

The Vote Counting Committee shall verify, consolidate, and report the vote counting results for each agenda item to the Chairperson. The results shall be announced by the Chairperson or the Vote Counting Committee immediately prior to the closing of the General Meeting of Shareholders.

Article 15. Objection to Resolutions of the General Meeting of Shareholders

(Pursuant to Articles 132 and 151 of the Law on Enterprises)

1. A shareholder who votes against a resolution on reorganization of the Company or amendment of shareholders' rights and obligations as stipulated in the Company's Charter shall have the right to request the Company to repurchase their shares. The request must be made in writing, clearly stating the name and address of the shareholder, the number and class of shares held, the proposed selling price, and the reason for the repurchase request. The request must be submitted to the Company within ten (10) days from the date the resolution is adopted by the General Meeting of Shareholders.

2. The Company must repurchase shares upon request as stipulated in Clause 1 of this Article at the market price or at the price calculated according to the principles set forth in the Company's Charter, within ninety (90) days from the date the request is received. If the parties fail to reach an agreement on the price, either party may request a valuation by an independent valuation organization. The Company must propose at least three (03) valuation organizations for the shareholder to choose from, and the shareholder's choice shall be final.

3. Within ninety (90) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders, or the result of the written consultation of shareholders, the shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises may request a Court or Arbitration to annul the resolution or part thereof in the following cases:

- a. he procedures for convening the meeting or adopting the resolution seriously violated the provisions of the Law on Enterprises and the Company's Charter, except for the case stipulated in Clause 2, Article 152 of the Law on Enterprises;

- b. The contents of the resolution violate the law or the Company's Charter.

Article 16. Minutes of the General Meeting of Shareholders

(Pursuant to Article 23 of the Company's Charter)

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1. The General Meeting of Shareholders must be recorded in minutes, and may also be recorded or stored in other electronic forms. The minutes shall be prepared in Vietnamese and may be translated into a foreign language. The minutes must include the following principal contents:

- a. Name, head office address, and enterprise registration number of the Company;
- b. Time and venue of the meeting;
- c. Agenda and meeting content;
- d. Full name of the Chairperson and Secretary;
- e. Summary of the meeting proceedings and opinions expressed by shareholders on each item in the agenda;
- f. Number of shareholders and total voting shares of attending shareholders, with an appendix listing shareholder representatives and corresponding shareholding/voting rights;
- g. Total number of votes for each voting item, specifying the method of voting, total valid votes, invalid votes, votes in favor, against, and abstentions, and the corresponding percentage of total voting shares;
- h. Consolidated voting results for each candidate (if any);
- i. Items approved and corresponding voting ratios;
- j. Full names and signatures of the Chairperson and Secretary. In case the Chairperson or Secretary refuses to sign, the minutes shall still be valid if signed by all other attending members of the Board of Directors and fully include the contents specified in this Clause. The minutes must state the refusal of the Chairperson or Secretary to sign.

2. The minutes must be completed and approved before the conclusion of the meeting. The Chairperson and Secretary, or other signatories of the minutes, shall be jointly liable for the accuracy and truthfulness of the contents.

3. The Vietnamese and foreign language versions of the minutes shall have equal legal validity. In case of any discrepancy, the Vietnamese version shall prevail.

Article 17. Disclosure of Resolutions and Minutes of the General Meeting of Shareholders

(Pursuant to Article 23 of the Company's Charter)

1. The resolutions, minutes of the General Meeting of Shareholders, list of registered shareholders attending the meeting (appendix), proxies, all documents attached to the minutes (if any), and related materials accompanying the meeting invitation must be kept at the Company's head office.

2. The resolutions, minutes of the General Meeting of Shareholders, and related materials must be disclosed in accordance with the legal provisions on information disclosure in the securities market.

SECTION 2: SPECIFIC REGULATIONS FOR EACH FORM OF VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

Section 2.1: Regulations Applicable to In-Person Voting

Article 18. Registration for In-Person Attendance at the General Meeting of Shareholders

(Pursuant to Clause 1, Article 20 of the Company's Charter)

Prior to the opening of the meeting, the Company must conduct shareholder registration procedures, which shall continue until all eligible shareholders present have completed registration, in accordance with the following process:

- a. Upon registration, each delegate shall sign to confirm attendance. The Company shall then issue a Voting Card/Ballot/Election Ballot to each delegate, stating the registration number, full name of the

shareholder and/or authorized representative, and the number of votes allocated to the respective shareholder.

b. The General Meeting of Shareholders shall discuss and vote on each agenda item. Voting shall be conducted by selecting one of three options: approval, disapproval, or abstention. The vote counting results shall be announced by the Chairperson or the Vote Counting Committee immediately prior to the conclusion of the meeting. The General Meeting shall elect individuals responsible for vote counting or supervising vote counting upon the Chairperson's proposal. The number of members of the Vote Counting Committee shall be determined by the General Meeting based on the Chairperson's recommendation.

c. Shareholders, authorized representatives of institutional shareholders, or other authorized persons arriving after the opening of the meeting may register upon arrival and shall have the right to participate and vote immediately after registration. The Chairperson is not obligated to pause the meeting to allow latecomers to register, and the validity of any voting or election conducted prior to their registration remains unaffected.

Article 19. Voting Procedures at the In-Person General Meeting of Shareholders

(Pursuant to the Working Regulations and Election Rules of the General Meeting of Shareholders)

1. General principles:

a. All matters listed in the agenda of the General Meeting must be openly discussed and voted on by the General Meeting of Shareholders.

b. Voting Cards, Ballots, and Election Ballots are printed, stamped with the Company's official seal, and distributed directly to delegates at the meeting (together with the meeting materials). Each delegate shall be issued a Voting Card/Ballot/Election Ballot indicating their delegate code, full name, number of shares held, and the number of voting rights granted (if authorized).

2. Validity rules for Voting Cards and Ballots

a. Voting Cards:

- Valid Voting Card: Printed in the prescribed format issued by the Organizing Committee, bearing the Company's seal, without erasures, corrections, tears, or other alterations, and containing only the required information.
- Invalid Voting Card: Any card not in compliance with the above criteria.

b. Voting Ballots

- **Valid Ballot:** Printed in the prescribed format issued by the Organizing Committee, bearing the Company's seal, and free from erasures, corrections, tears, or unauthorized markings. In case of direct or remote voting (via mail, fax, email, or other methods as stipulated in the Company's Charter), the ballot must be signed and clearly state the full name (in handwriting) of the attending delegate and submitted to the Vote Counting Committee prior to the vote count. A vote is considered valid when the delegate selects only one (01) of the three (03) voting boxes.

- **Invalid Ballot:** Any ballot that does not comply with the above rules.

c. Election Ballots:

- **Valid Election Ballot:** Printed in the prescribed format issued by the Organizing Committee, bearing the Company's seal, and free from erasures, corrections, tears, or unauthorized markings. In case of direct or remote voting (via mail, fax, email, or other methods in accordance with the Charter), the ballot must be signed and clearly state the full name (in handwriting) of the attending delegate and be submitted to the Vote Counting Committee before the counting time.

- Invalid Election Ballot:

- Not in compliance with the requirements for a valid ballot;
- The number of selected candidates exceeds the number of positions to be elected;
- The total number of votes cast for candidates exceeds the number of voting rights allocated to the shareholder or representative;
- Any other cases as stipulated in the Election Rules and the Company's Charter.

Article 20. Voting Procedures at the In-Person General Meeting of Shareholders

(Pursuant to the Working Regulations of the General Meeting of Shareholders)

1. General Principle:

- The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by raising voting cards, casting paper ballots, electronic voting, or other electronic means.
- Each delegate shall vote "In Favor," "Against," or "Abstain" on each resolution by either raising the Voting Card or marking the respective option on the Voting Ballot.

2. Forms of Voting

a. Voting by Voting Card: When voting by raising Voting Cards, the front of the card must be raised clearly facing the Presidium. If a delegate does not raise their card in any of the three rounds of voting for a resolution (In Favor / Against / Abstain), it shall be considered a vote In Favor. If a delegate raises their card more than once for the same voting item, the vote shall be deemed invalid. Under this form, members of the Delegate Qualification Committee/Vote Counting Committee shall record the delegate's code and corresponding number of votes under each voting category: In Favor, Against, Abstain, and Invalid.

b. Voting by Voting Card: When voting is conducted by raising Voting Cards, the front side of the card must be clearly held up facing the Presidium. If a delegate does not raise the Voting Card in any of the three voting rounds for a resolution (In Favor, Against, or Abstain), it shall be deemed a vote In Favor. If a delegate raises the Voting Card more than once for the same voting item (i.e., raises the card during more than one of the three voting options), the vote shall be considered invalid. Under this form of voting, members of the Delegate Qualification Committee or the Vote Counting Committee shall record the delegate's code and the corresponding number of votes under each category: In Favor, Against, Abstain, and Invalid..

c. Voting by Ballot:

- **For direct voting:** For each item on the agenda, the delegate shall select one of the three pre-printed options: "In Favor," "Against," or "Abstain," by marking an "X" or "✓" in the corresponding box on the Voting Ballot and submitting the completed ballot to the Vote Counting Committee before the vote counting time. The ballot must bear the delegate's handwritten full name and signature.

- **For electronic or other electronic voting methods:** For each voting item, the delegate shall select one of the three options ("In Favor," "Against," or "Abstain") as presented on the electronic voting system. The delegate must then confirm the selection for the system to record the vote.

Article 21. Method of Voting for Elections at the In-Person General Meeting of Shareholders

(Pursuant to the Election Regulations of the General Meeting of Shareholders)

1. General Principles

- All election procedures must strictly comply with the provisions of law and the Company's Charter.

- Elections shall be conducted by means of direct ballot, electronic voting, or other electronic methods.
- Members of the Vote Counting Committee shall not be included in the list of nominees or self-nominated candidates for the Board of Directors or the Board of Supervisors.

2. Forms of Election Voting

a. Cumulative Voting Method

- Each delegate shall have a total number of votes equal to the number of shares owned or represented, multiplied by the number of members to be elected.
- Delegates may allocate all or part of their total votes to one or more candidates.
- In the event that candidates change on the day of the General Meeting, the Vote Counting Committee is responsible for issuing new election ballots and collecting any previously issued ones before the vote counting time.
- In case of errors in selection, the delegate must contact the Vote Counting Committee to request a new election ballot and must return the original one.
- Instructions on how to complete the election ballot shall be provided in the Election Regulations approved by the General Meeting of Shareholders.
- Election Result Principles:
 - Elected candidates shall be determined based on the number of votes received, in descending order, starting from the candidate with the highest number of votes until the required number of positions is filled.
 - If two (02) or more candidates receive the same number of votes for the final position, a re-vote shall be held among those candidates, or selection shall be made based on the criteria specified in the Election Regulations approved by the General Meeting of Shareholders or in the Company's Charter.

b. Voting by Resolution Method: This method shall be implemented in accordance with Point b, Clause 2, Article 20 of these Regulations

Article 22. Vote Counting Procedures at the In-Person General Meeting of Shareholders

(Pursuant to the Working Regulations of the General Meeting of Shareholders)

The vote counting shall be conducted as follows:

- The total number of voting cards/ballots/election ballots for each voting item shall be compiled according to the voting method, including the total number of valid votes, invalid votes, votes in favor, against, and abstentions, along with their respective proportions relative to the total number of voting shares of shareholders attending the meeting, in accordance with the Company's Charter;
- Election ballots shall be compiled according to the cumulative voting method, including the total number of valid and invalid ballots, the number of votes cast for each candidate, and other relevant details as prescribed in the Company's Charter.

Section 2.2: Regulations Applicable to Online Voting

Article 23. Method of Registration for Online Attendance at the General Meeting of Shareholders

The method of registration for online attendance at the General Meeting of Shareholders prior to the meeting date shall be clearly specified in the Notice of Meeting and shall include the following:

1. Participation Conditions:

- The individual must be listed in the shareholder register of those entitled to attend the General Meeting of Shareholders, prepared in accordance with the Company's notice of rights execution;
- Authorized representatives must meet all legal and Charter-based requirements to attend.

2. Technical Requirements: Delegates must have access to an internet-connected electronic device (e.g., desktop computer, laptop, tablet, mobile phone, or other internet-enabled devices)

3. Attendance Recognition: Delegates shall be recognized by the electronic voting system as attending the online General Meeting of Shareholders when they log into the system using the login credentials provided in accordance with Article 24 of this Regulation and confirm their attendance via the electronic voting system.

Article 24. Provision of Login Credentials and Implementation of Electronic Voting

1. The access link to the electronic voting system, along with login credentials, passwords, and other identifying factors (if any) required for online participation in the General Meeting of Shareholders, shall be provided in the Notice of Meeting (or by another form of login notification as prescribed by the Board of Directors). Delegates are responsible for safeguarding their login credentials, passwords, and other identifying information to ensure that only the Delegate is authorized to cast votes via the electronic voting system and shall bear full responsibility for the information submitted.

2. In the event a Delegate requests to retrieve login credentials, the Organizing Committee may respond through various means including in-person communication, mail, email, telephone, or other methods as decided by the Board of Directors. The provision of login credentials shall be based on the list of shareholders prepared by the Vietnam Securities Depository and Clearing Corporation in accordance with the Company's notice of rights execution.

3. Delegates shall use their login credentials and/or other identifying elements (if applicable) to log into the electronic voting system in order to confirm their attendance at the online General Meeting of Shareholders and proceed to vote on the agenda items accordingly.

Article 25. Online Authorization for Participation in the General Meeting of Shareholders

When granting online authorization, shareholders shall comply with Clause 2, Article 9 of this Regulation and observe the following additional provisions:

- Shareholders must provide complete and accurate information for online authorization, particularly that of the authorized person, including phone number, fax, email, or other contact details as specified in the Charter. This information forms the basis for issuing login credentials and identification for the authorized representative.

- The Power of Attorney for online participation must contain full signatures and handwritten full names of both the authorizing shareholder and the authorized representative, and must bear the seal of the organization (if applicable). The original signed authorization must be delivered to the Company prior to the official commencement of the meeting. If the shareholder does not attend the meeting but has authorized another party online, the authorization is considered valid once the original document is received by the Company before the meeting closes.

- Shareholders who have already attended the meeting may not authorize another person to attend on their behalf.

- Revocation of online authorization: The shareholder must submit a formal written request to revoke the authorization prior to the official opening of the General Meeting. If the authorized person has already attended the meeting, the revocation shall take effect upon the Company's receipt of the written notice, and any votes cast prior to that point shall remain valid.

Article 26. Discussion at the Online General Meeting of Shareholders

1. Principles:

- Discussion is permitted only within the timeframe and scope of the agenda items presented at the General Meeting of Shareholders;
- Only Delegates may participate in the discussion;
- Delegates shall register their discussion topics in the manner stipulated in the working regulations of the General Meeting;
- The Secretariat shall organize and forward the questions raised by Delegates to the Chairperson.

2. Responses to Delegates' Questions:

- Based on the content of the discussion, the Chairperson or a designated representative shall respond to Delegates' questions;
- Due to time constraints, any unanswered questions shall be responded to by the Company via other appropriate methods.

Article 27. Form of Passing Resolutions at the Online General Meeting of Shareholders

Resolutions within the authority of the General Meeting of Shareholders shall be passed by electronic voting.

Article 28. Electronic Voting Procedures

1. Voting on Resolutions:

- Delegates shall select one of the three options: "In Favor," "Against," or "Abstain" for each resolution presented at the General Meeting, as configured on the electronic voting system;
- Delegates must confirm their vote for it to be recorded by the system..

2. Election Voting:

- Cumulative voting method: Unless otherwise stipulated in the Company's Charter, elections of members to the Board of Directors and the Board of Supervisors shall be conducted by cumulative voting. Delegates shall vote in accordance with the guidelines in the Online Election Regulations approved by the General Meeting of Shareholders and confirm their votes via the electronic voting system.

- Voting by resolution method (if applicable): Shall be implemented in accordance with Clause 1 of this Article.

3. Other Provisions Related to Electronic Voting:

- If a Delegate does not vote on all matters in the agenda, any unvoted items shall be deemed as not voted on by the Delegate;
- For additional items arising outside the official agenda, Delegates may vote or abstain. If no action is taken, such items shall be deemed as not voted on by the Delegate;
- Delegates may change their vote but may not cancel it. The online system will only record the final vote submitted before the close of the voting period, including for any additional items;
- In the case of cumulative voting, a ballot is considered invalid if the total votes allocated to candidates exceed the number of votes the Delegate is entitled to at the time of vote counting or in accordance with other provisions in the Online Election Regulations approved by the General Meeting;
- The timeframe for electronic voting shall be specified in the working regulations of the General Meeting. During this period, Delegates may access the voting system 24 hours a day, 7 days a week, except during system maintenance or events beyond the Company's control. After the voting period ends, the system will no longer record any further votes.

Article 29. Online Vote Counting Procedures

When Delegates cast their votes or participate in elections, all voting and election results are recorded in the electronic voting system. Based on the electronic voting outcomes, the Vote Counting Committee shall consolidate the results in accordance with the following principles:

- Consolidate all ballots (using the resolution voting method) for each item, including the total number of valid and invalid ballots, votes in favor, against, and abstentions; the corresponding percentages based on the total number of voting shares represented at the meeting, as prescribed in the Company's Charter;

- Consolidate election ballots using the cumulative voting method, including the total number of valid and invalid ballots, the number of votes cast for each candidate, and other relevant information in accordance with the Company's Charter

Article 30. Preparation of Minutes for the Online General Meeting of Shareholders

- To be implemented in accordance with Article 16 of this Regulation;

- The location recorded in the minutes of the online General Meeting of Shareholders shall be the place where the Chairperson is present to preside over the meeting. This location must be within the territory of Vietnam;

- The form of approval for the minutes of the General Meeting of Shareholders shall be stipulated in the working regulations of the Company applicable to the relevant meeting.

Section 2.3: Regulations on Voting at Hybrid Meetings (In-person and Online Combined)

Article 31. Registration for Participation in the Hybrid General Meeting of Shareholders

To be implemented in accordance with Clause 1, Article 9 and Article 23 of this Regulation.

Article 32. Authorization to Attend the Hybrid General Meeting of Shareholders

o be implemented in accordance with Clause 2, Article 9 and Article 25 of this Regulation.

Article 33. Form of Resolution Adoption at the Hybrid General Meeting of Shareholders

To be implemented in accordance with Article 11 and Article 27 of this Regulation.

Article 34. Voting Procedures at the Hybrid General Meeting of Shareholders

To be implemented in accordance with Article 20, Article 21, and Article 28 of this Regulation.

Article 35. Vote Counting Procedures at the Hybrid General Meeting of Shareholders

To be implemented in accordance with Article 22 and Article 29 of this Regulation.

Article 36. Preparation of Meeting Minutes for the Hybrid General Meeting of Shareholders

To be implemented in accordance with Article 16 and Article 30 of this Regulation.

II. REGULATIONS ON RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS BY WAY OF WRITTEN CONSULTATION

Article 37. Matters Eligible for Shareholder Consultation in Writing

(Pursuant to Article 22 of the Company's Charter)

The following matters may be approved by collecting written opinions from shareholders:

a. Amendments and supplements to the Company's Charter;

b. Approval, supplementation, and adjustment of the Company's Internal Governance Regulations, Operational Regulations of the Board of Directors, and Operational Regulations of the Board of Supervisors;

- c. Determination of the Company's development orientation;
- d. Determination of the types and total number of shares of each class;
- e. Election, dismissal, and removal of members of the Board of Directors and the Board of Supervisors;
- f. Decisions on investments or disposals of assets with a value equal to or greater than 35% of the Company's total asset value as stated in the latest financial statements;
- g. Approval of the Company's annual financial statements;
- h. Reorganization or dissolution of the Company;
- i. Changes to the Company's business lines and sectors;
- j. Changes to the Company's corporate governance structure;
- k. Other matters deemed necessary by the Board of Directors in the interest of the Company.

Article 38. Matters Ineligible for Written Consultation

The Board of Directors may collect written opinions from shareholders for any matter deemed necessary, except for the convening of the Annual General Meeting of Shareholders.

Article 39. Procedures for the General Meeting of Shareholders to Adopt Resolutions by Written Consultation

(Pursuant to Point a, Clause 2, Article 18; and Articles 22 and 24 of the Company's Charter)

1. The Company must disclose information on the preparation of the shareholder list for the purpose of sending written ballots at least ten (10) days prior to the record date.

2. The Board of Directors must prepare the written consultation ballots, the draft resolutions of the General Meeting of Shareholders, and explanatory materials relating to the draft resolutions, and send them to all shareholders with voting rights no later than ten (10) days before the deadline for returning completed ballots. The requirements and method of distribution of the ballots and accompanying materials shall comply with Clause 3, Article 18 of the Company's Charter.

3. The written consultation ballot must include the following key information:

- Name, head office address, and enterprise registration number of the Company;
- Purpose of the consultation;
- Full name, contact address, nationality, and legal identification documents of the shareholder (for individuals); name, enterprise registration number or legal documents, and head office address (for organizations); or full name, contact address, nationality, and legal identification documents of the representative (for organizational shareholders);
- Number and class of shares held, and corresponding number of voting/election rights;
- The matters proposed for approval by consultation;
- Voting options for each matter: In Favor, Against, Abstain;
- Voting options for elections (if any);
- Deadline for returning the completed ballot to the Company;
- Full name and signature of the Chairperson of the Board of Directors.

4. Methods of Submitting Written Consultation Ballots

- a. Submission by Mail, Fax, or Email:

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- Shareholders may return completed written consultation ballots to the Company by mail, fax, or email.
 - The completed ballot must contain the full signature and clearly handwritten full name of the shareholder (or delegate), and, in the case of organizations, must be affixed with the corporate seal.
 - If sent by mail, the ballot must be enclosed in a sealed envelope and must not be opened before the vote counting. If sent by fax or email, the ballot must be kept confidential until the vote counting.
 - Any ballots received after the deadline indicated in the consultation ballot, or those that are unsealed (in case of mail) or disclosed (in case of fax or email), shall be deemed invalid. Ballots that are not returned shall be considered as not having participated in the vote..
- b. Submission by Electronic Voting
- i. Provision of Access Credentials
- The Company shall provide Delegates with login credentials together with the written consultation ballot by secure mail.
 - If a Delegate requests to retrieve access credentials, the Company may respond through methods such as in-person communication, mail, email, phone, or other means as determined by the Board of Directors. Access credentials shall be issued based on the shareholder list prepared by the Vietnam Securities Depository and Clearing Corporation in accordance with the Company's written consultation notice..
- ii. Voting Procedures via Electronic System
- General Principles
 - Delegates may cast their votes via the electronic voting system only from the time they receive the written consultation ballot until the deadline for submission as specified by the Company.
 - During the voting period specified in the Company's notice, Delegates may access the electronic voting system 24 hours a day, 7 days a week, except during system maintenance or for other reasons beyond the Company's control.
 - During this period, Delegates may change their votes on the system. After the voting period ends, no further changes may be made and the last recorded vote will be counted and publicly disclosed..
 - Implementation Method
 - Delegates shall use the login credentials provided by the Company to access the electronic voting system, view information related to the current voting round published on the platform, and cast their votes on each item subject to shareholder consultation.
- c. Combined Submission by Mail/Fax/Email and Electronic Voting: This method shall comply with the provisions set forth in Points a and b of this Clause.
5. Vote Counting and Preparation of Vote Counting Minutes:

The Board of Directors shall organize the vote counting process and prepare the minutes under the supervision of the Board of Supervisors or a shareholder who is not an executive of the Company. The vote counting minutes must include the following key contents:

- Name, head office address, and enterprise registration number of the Company;
- Purpose and matters subject to written consultation for resolution adoption;

- Number of shareholders and total number of votes cast (for voting/election), specifying the number of valid and invalid votes, the method of submission (mail, fax, email, electronic voting, etc.), and including an appendix listing shareholders who participated in the vote/election;
- Total number of votes in favor, against, and abstentions for each matter; total number of votes received by each candidate (if applicable);
- Matters approved and the corresponding voting ratios;
- Full names and signatures of the Chairperson of the Board of Directors, the vote counter(s), and the vote counting supervisor(s).

The members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes and jointly liable for any damages arising from decisions adopted based on dishonest or inaccurate vote counting..

6. Resolutions and Vote Counting Minutes:

a. The vote counting minutes and resolutions must be delivered to shareholders within fifteen (15) days from the completion of the vote counting. This requirement may alternatively be fulfilled by publishing the documents on the Company's website within twenty-four (24) hours from the time of vote counting completion.

b. A resolution adopted by way of written consultation shall be deemed valid if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote. Such a resolution shall have the same validity as one passed at a General Meeting of Shareholders.

7. Recordkeeping: Completed written consultation ballots, vote counting minutes, adopted resolutions, and all relevant materials sent along with the written consultation ballots must be archived at the Company's head office.

8. Request for Annulment of a Resolution Passed via Written Consultation: Within ninety (90) days from the date of receipt of the resolution or vote counting minutes of the General Meeting of Shareholders by written consultation, a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises shall have the right to request the Court or an Arbitration body to review and annul the resolution or part thereof in the following cases:

- a) The procedures for convening and adopting the resolution of the General Meeting of Shareholders seriously violated the provisions of the Law on Enterprises or the Company's Charter, except as provided in Clause 3, Article 21 of the Company's Charter;
- b) The content of the resolution violates the law or the Company's Charter.

Chapter III: THE BOARD OF DIRECTORS

SECTION 1: GENERAL PROVISIONS

Article 40. Roles, Rights, and Responsibilities of the Board of Directors

(Pursuant to Articles 278 and 297 of Decree No. 155/2020/ND-CP)

The Board of Directors (BOD) must fully comply with its duties and responsibilities under the Law on Enterprises and the Company's Charter. In addition, the BOD shall:

- 1. Be accountable to shareholders for the Company's operations;
- 2. Ensure equal treatment of all shareholders and protect the legitimate interests of persons with related rights and interests in the Company;
- 3. Ensure that the Company operates in compliance with applicable laws, the Charter, and internal regulations;

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4. Develop the BOD's Operating Regulations and submit them to the General Meeting of Shareholders for approval, and disclose them on the Company's website;
5. Monitor and prevent conflicts of interest among members of the BOD, members of the Board of Supervisors, the General Director, and other managers, including misuse of Company assets and abuse in related party transactions;
6. Develop the Company's Internal Regulations on Corporate Governance and submit them to the General Meeting of Shareholders in accordance with Article 270 of Decree No. 155/2020/ND-CP dated December 31, 2020;
7. Appoint the Person in Charge of Corporate Governance;
8. Organize training programs on corporate governance and essential skills for members of the BOD, the General Director, and other managers;
9. Report on the BOD's activities to the General Meeting of Shareholders in accordance with applicable laws.
10. Report on corporate governance at the Annual General Meeting of Shareholders and disclose it in the Annual Report in compliance with securities laws on information disclosure.
11. Exercise other rights and fulfill other obligations in accordance with the Charter and the Company's Internal Regulations on Corporate Governance.

Article 41. Rights, Obligations, and Responsibilities of Members of the Board of Directors

(Pursuant to Article 277 of Decree No. 155/2020/ND-CP)

1. BOD members shall have all rights stipulated under the Law on Securities, relevant laws, the Company's Charter, and Internal Regulations on Corporate Governance, including the right to access information and documents on the Company's financial condition and business operations. The procedure for information access shall follow the Appendix of this Regulation. Members must keep the information confidential and use it solely for their assigned duties.
2. BOD members have obligations as prescribed in the Charter, including:
 - a. Performing their duties honestly, prudently, and in the best interest of shareholders and the Company;
 - b. Attending all BOD meetings and expressing opinions on all discussed matters;
 - c. Promptly and fully reporting to the BOD any remuneration received from subsidiaries, affiliates, and other organizations;
 - d. Reporting to the BOD at the nearest meeting any transactions between the Company, its subsidiaries, or companies under the Company's control (with over 50% ownership) and the BOD member or their related persons; or between the Company and any company in which the BOD member was a founder or manager in the three (03) years preceding the transaction;
 - e. Disclosing information in accordance with legal regulations when trading the Company's shares.

SECTION 2: REGULATIONS ON NOMINATION, CANDIDACY, ELECTION, DISMISSAL, AND REMOVAL OF BOD MEMBERS

Article 42. Number, Term, and Composition of the Board of Directors

(Pursuant to Article 26 of the Company's Charter)

1. The Board of Directors shall consist of five (05) members.

2. The term of office for a BOD member shall not exceed five (05) years and may be renewed for an unlimited number of terms. An individual may serve as an independent BOD member of the Company for no more than two (02) consecutive terms. If all BOD members simultaneously reach the end of their term, they shall continue serving until replacements are elected.

3. The BOD must be structured to ensure at least one-third (1/3) of its members are non-executive and at least one (01) member is independent.

4. A BOD member shall no longer hold office if dismissed or removed by the General Meeting of Shareholders under the following circumstance:

4.1 Dismissal:

a. Failing to meet the criteria and conditions stipulated in Clauses 5 and 6, Article 25 of the Charter;

b. Resignation accepted by the General Meeting of Shareholders;

c. Replaced upon request by a shareholder or group of shareholders who nominated the member;

4.2 Removal:

a. Failure to participate in BOD activities for six (06) consecutive months, except in cases of force majeure;

b. Providing false personal information as a BOD candidate causing material consequences;

5. A BOD member shall retain full rights and responsibilities until officially dismissed by the General Meeting of Shareholders, except the rights to attend and vote at BOD meetings and receive remuneration, which shall be suspended upon the Company's receipt of notification of:

a. Loss or restriction of legal capacity.

b. Criminal prosecution, temporary detention, imprisonment, or administrative penalties resulting in disqualification from holding office.

c. The BOD's acceptance of the resignation in accordance with Article 9 of the BOD's Operating Regulations.

6. Appointment of BOD members must be disclosed in accordance with securities laws on information disclosure.

7. BOD members are not required to be shareholders of the Company.

Article 43. Criteria and Conditions for BOD Members

(Pursuant to Clauses 1 and 2, Article 155 of the Law on Enterprises; Article 275 of Decree No. 155/2020/ND-CP)

1. BOD members must meet the criteria and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

2. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director.

3. A BOD member of the Company may concurrently serve on the BOD of no more than five (05) other companies.

Article 44. Nomination and Candidacy for the Board of Directors

(Pursuant to Article 274 of Decree No. 155/2020/ND-CP; Clauses 1, 2, 3, and 4, Article 25 of the Company's Charter)

1. Shareholders or groups of shareholders holding at least 10% of the total ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the Law on

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Enterprises and the Company's Charter. Shareholders holding ordinary shares may aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to 20% of the total voting shares may nominate one (01) candidate; over 20% to 30% may nominate up to two (02) candidates; over 30% to 40% may nominate up to three (03) candidates; over 40% to 50% may nominate up to four (04) candidates; over 50% to 60% may nominate up to five (05) candidates; over 60% to 70% may nominate up to six (06) candidates; and from 70% and above may nominate from seven (07) candidates or more. The written nomination must clearly state the name(s) of the shareholder(s) or group of shareholders, the quantity and type of shares held by each at the time of nomination, and relevant information about the nominated candidates (candidate profile) in accordance with Article 25 of the Company's Charter.

For General Meetings of Shareholders held in the form of physical meetings:

- In the case where shareholders or groups of shareholders submit a written nomination request at least fifteen (15) days prior to the date of the General Meeting, the Board of Directors shall consider and make a decision within five (05) days of receipt and must disclose information about the candidates at least ten (10) days before the meeting. If any nominee is rejected, the Board must respond in writing to the nominating shareholders or group within five (05) days from the decision date, stating the reasons for rejection.

- If the nomination is submitted less than fifteen (15) days before the meeting, the Board of Directors shall notify the timeline for reviewing the nomination documents within three (03) days of receipt. If the Board approves the nominee during this review, the candidate's information shall be disclosed immediately. If there is insufficient time for review, the nomination information shall be presented at the General Meeting for consideration.

For shareholder consultation in writing:

- Upon deciding to conduct a written consultation on the election, the Board of Directors must immediately publish the Nomination Regulations (including forms and related information)..

- If shareholders or groups of shareholders submit nomination requests at least five (05) days before the Company sends out voting ballots and related documents, the Board must consider and decide within five (05) days. Any rejection must be communicated in writing within five (05) days of the decision, with reasons stated.

- If the nomination request is submitted less than five (05) days before the Company must send voting ballots and materials, the Board will not process the request and shall report this at the next General Meeting (if applicable).

2. In case the number of BOD candidates nominated and self-nominated under Clause 5, Article 115 of the Law on Enterprises remains insufficient, the incumbent Board of Directors shall nominate additional candidates in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and the BOD's Operating Regulations. Such nominations must be disclosed clearly before the General Meeting votes on the election of BOD members.

3. If the number of candidates remains insufficient after additional nominations by the incumbent BOD as stated in Clause 2 above, the BOD shall disclose the shortfall in candidates at least five (05) days prior to the General Meeting. The BOD shall then organize for other shareholders to nominate additional candidates, in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and the BOD's Operating Regulations. This process must be clearly disclosed before the General Meeting proceeds with the election in accordance with the law.

Article 45. Method of Electing Members of the Board of Directors

(Pursuant to Clause 3, Article 148 of the Law on Enterprises; Clause 2, Article 21 of the Company's Charter)

1. Members of the Board of Directors shall be elected by cumulative voting. Accordingly, each shareholder has a total number of votes equal to the number of shares they own multiplied by the number of members to be elected. Shareholders may cast all or part of their votes for one or more candidates. Candidates with the highest number of votes shall be elected in descending order until the number of members prescribed in the Company's Charter is fulfilled. In case two or more candidates receive an equal number of votes for the final seat, a re-election shall be conducted among these candidates, or selection shall be made based on criteria prescribed in the election regulations or the Company's Charter.

2. If the number of candidates is less than or equal to the number of members to be elected, the election may be carried out either by cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises or by direct voting (for, against, abstain). The voting result shall comply with Clause 2, Article 21 of the Company's Charter..

Article 46. Dismissal, Removal, Replacement, and Supplement of Board Members

(Pursuant to Article 160 of the Law on Enterprises)

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- a. Failing to meet the standards and conditions as stipulated in Article 155 of the Law on Enterprises;
- b. Resignation is submitted and accepted;
- c. Other cases as stipulated in the Company's Charter.

2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

- a. Failing to participate in Board activities for six (06) consecutive months without a justifiable reason;
- b. Other cases as stipulated in the Company's Charter.

3. When deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove a member of the Board of Directors outside the cases specified in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members in the following cases:

- a. The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number prescribed in the Charter. In this case, the Board must convene the General Meeting within sixty (60) days;
- b. Except for the case in Point a, the General Meeting of Shareholders shall elect a replacement for the dismissed or removed member at the next meeting.

Article 47. Notification of the Election, Dismissal, and Removal of Board Members

Upon electing, dismissing, or removing a member of the Board of Directors, the Company must disclose the information internally and to relevant authorities, via public media, and on the Company's website in accordance with applicable laws.

Article 48. Nomination of Candidates for the Board of Directors

(Pursuant to Article 274 of Decree No. 155/2020/ND-CP; Clause 1, Article 25 of the Company's Charter)

If the list of candidates for the Board of Directors has been determined according to Clause 1 Article 44 of the Company's Charter, the Company must disclose information on these candidates at

least 10 days prior to the opening of the General Meeting of Shareholders on the Company's website for shareholders' reference. Candidates must submit a written commitment on the truthfulness, accuracy, and reasonableness of the disclosed information and commit to performing their duties in good faith, with due care, and in the best interest of the Company if elected. The disclosed information shall include:

- a. Full name, date of birth;
- b. Educational qualifications;
- c. Career history;
- d. Other managerial positions (including directorships at other companies);
- e. Interests related to the Company and its related parties;
- f. Other information (if any) as required by the Company's Charter.

The public company must also disclose any companies in which the candidate currently holds a directorship, other managerial positions, and related interests in the Company (if any).

Article 49. Election, Dismissal, and Removal of the Chairperson of the Board of Directors

(Pursuant to Article 29 of the Company's Charter)

1. The Chairperson shall be elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairperson shall not concurrently hold the position of General Director.
3. The Chairperson shall have the following rights and responsibilities:
 - a. To establish the activity program and plan of the Board of Directors;
 - b. To prepare agendas, documents, and convene and preside over meetings of the Board of Directors;
 - c. To organize the adoption of resolutions and decisions of the Board of Directors;
 - d. To oversee the implementation of resolutions and decisions of the Board of Directors;
 - e. To chair the General Meeting of Shareholders;
 - f. Other rights and responsibilities as prescribed by the Law on Enterprises and the Company's Charter.
4. In the event of resignation, dismissal, or removal of the Chairperson, the Board must elect a replacement within ten (10) days.
5. In case the Chairperson is absent or unable to perform their duties, a written authorization must be issued to another Board member. If there is no authorized person or the Chairperson is deceased, missing, detained, serving a prison sentence, undergoing administrative measures at a rehabilitation center, evading residence, legally incapacitated, or prohibited from holding positions, the remaining members shall elect a new Chairperson by majority vote until a new appointment is made.

SECTION 3: REMUNERATION, BONUS, AND OTHER BENEFITS OF BOARD MEMBERS

Article 50. Remuneration, Bonus, and Other Benefits of the Board of Directors

(Pursuant to Article 28 of the Company's Charter)

1. The Company is entitled to pay remuneration and bonuses to Board members based on business performance.
2. Board members shall receive work-based remuneration and bonuses. Remuneration is

calculated based on the number of working days required and the daily rate. The Board shall determine remuneration for each member on a consensus basis. The total amount of remuneration and bonuses shall be approved by the General Meeting of Shareholders at the annual meeting.

3. Remuneration for each member shall be included in the Company's operating expenses in accordance with corporate tax laws, presented as a separate item in the Company's annual financial statements, and reported at the General Meeting of Shareholders.

4. A Board member holding executive positions, participating in committees, or performing duties beyond the ordinary responsibilities may receive additional compensation in the form of lump-sum payments, salaries, commissions, profit shares, or other forms as decided by the Board.

5. Board members shall be reimbursed for all reasonable expenses incurred in the performance of their duties, including travel, accommodation, and related costs for attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

6. Board members may be covered by liability insurance purchased by the Company with the approval of the General Meeting of Shareholders. This insurance shall not cover liabilities arising from violations of the law or the Company's Charter.

SECTION 4: REGULATIONS ON THE PROCEDURE AND PROCESS FOR ORGANIZING BOARD OF DIRECTORS MEETINGS

Article 51. Minimum Number of Meetings per Month/Quarter/Year

(According to the provisions of Article 157 of the Enterprise Law; Article 30 of the Company's Charter)

1. The Chairman of the Board of Directors is elected in the first meeting of the Board of Directors, held within seven (07) working days from the conclusion of the Board of Directors election. This meeting shall be convened and presided over by the member with the highest number of votes or highest percentage of votes. If there are multiple members with the same number or percentage of votes, the members will elect one person to convene the meeting based on a majority vote.

2. The Board of Directors must meet at least once per quarter and may meet exceptionally as needed.

Article 52. Circumstances Requiring the Convening of an Extraordinary Board of Directors Meeting

(According to the provisions of Article 157 of the Enterprise Law; Article 30 of the Company's Charter)

1. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a. At the request of the Board of Supervisors;
- b. At the request of the General Director or at least five (05) other managers;
- c. At the request of at least two (02) members of the Board of Directors;
- d. Other cases as deemed necessary according to the provisions of the Company's Charter.

2. Requests as specified in Clause 1 of this Article must be made in writing, stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.

3. The Chairman of the Board of Directors must send a meeting invitation to the Board members within seven (07) working days from the date the Company receives the request mentioned in Clause 1 of this Article and no later than three (03) working days before the meeting. The meeting must be held

no later than ten (10) working days from the date the Company receives the request. If the Chairman fails to convene the meeting according to the request, the Chairman shall be responsible for any damages incurred by the Company; the requesting party may replace the Chairman to convene the meeting, following the same procedure.

Article 53. Notice of Board of Directors Meeting and Attendance Rights of Supervisory Board Members

(According to the provisions of Article 157 of the Enterprise Law; Article 30 of the Company's Charter)

1. The Chairman of the Board of Directors or the person convening the meeting must send a notice of the meeting no later than three (03) working days before the meeting. The meeting notice must specify the time, location, format, agenda, and issues to be discussed and decided. The notice must include the meeting materials and the voting ballots for the members.

2. The meeting notice may be sent by invitation letter, phone, fax, electronic means, or other methods stipulated by the Company's Charter, ensuring delivery to the registered contact address of each member of the Board of Directors.

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

4. Members of the Board of Supervisors have the right to attend Board of Directors meetings, may participate in discussions, but do not have voting rights.

Article 54. Conditions for Holding a Board of Directors Meeting

(According to the provisions of Article 157 of the Enterprise Law; Article 30 of the Company's Charter)

The Board of Directors meeting can be conducted if at least three-quarters of the total number of members are present. If the meeting convened according to this provision does not meet the required quorum, the Chairman of the Board of Directors must send a second notice to the Board members within seven (07) days from the date the first meeting was supposed to be held and no later than three (03) working days before the meeting. The Board meeting must be organized no later than ten (10) working days from the intended date of the first meeting. In this case, the meeting may proceed if more than half of the members attend.

Article 55. Voting Methods

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

1. The Board of Directors shall adopt resolutions and decisions by voting at meetings, collecting written opinions, or other forms as provided in the Company's Charter. Each member of the Board of Directors has one vote. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote in accordance with Article 57 of this Regulation;
- c. Attending and voting via online meeting, electronic voting, or other electronic means;
- d. Sending a voting ballot to the meeting by mail, fax, or email;
- e. Sending a voting ballot by other means as prescribed by law (if applicable).

2. In case the voting ballot is sent to the meeting by mail, it must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the