

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**



**Draft**

**CHARTER OF ORGANIZATION AND OPERATION**

**JOINT STOCK COMPANY**

**TRANSPORTATION AND SERVICES PETROLIMEX SAIGON**

*(Amended and supplemented for the 10th time according to the Resolution of the 2026 Annual General Meeting of Shareholders dated 03/04/2026)*

**(Enterprise Registration Certificate No. 0302160137**

**organized by the Department of Planning and Investment of Ho Chi Minh City. Ho Chi Minh City first issued on 27/11/2000)**

*Ho Chi Minh City, April 03, 2026*



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This Charter is amended, supplemented and approved in accordance with the Resolution of the 2026 Annual General Meeting of Shareholders No. 01/2026/NQ-ĐHDCĐ-PSC officially held on April 3, 2026.

**Chapter I**  
**DEFINITIONS OF TERMS IN THE CHARTER**

**Article 1. Explanation of terms**

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

- a) **"Charter capital"** means the total par value of shares sold or registered for purchase upon establishment of a joint-stock company and specified in Article 6 of this Charter;
- b) **"Law on Enterprises"** means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the Law on Amendments and Supplements No. 76/2025/QH15 dated July 16, 2025 amending and supplementing a number of articles of the Law on Enterprises;
- c) **"Securities Law"** means the Securities Law No. 54/2019/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- d) **"Date of establishment"** means the date on which the Company is granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent papers) for the first time;
- e) **"Executive of the enterprise"** means the Managing Director, Deputy Director, Chief Accountant, appointed by the Board of Directors;
- f) **"Enterprise manager"** means a manager of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, Directors appointed by the General Meeting of Shareholders or the Board of Directors;
- g) **"Related person"** means an individual or organization specified in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
- h) **"Shareholder"** means an individual or organization that owns at least one share of a joint-stock company;
- i) **"Founding shareholder"** means a shareholder who owns at least one ordinary share and signs on the list of founding shareholders of a joint-stock company;
- j) **"Major shareholder"** means a shareholder specified in Clause 18, Article 4 of the Law on Securities;
- k) **"Operation duration"** means the Company's operation time specified in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders;
- l) **"Stock Exchange"** means the Vietnam Stock Exchange and its subsidiaries;
- m) **"Company"** means Petrolimex Saigon Transport and Service Joint Stock Company;
- n) **"Member of the Control Board"** means the Controller;
- o) **"VSDC"** means Vietnam Securities Depository and Clearing Corporation.



p) **"Contact address"** means the registered address of the head office of an organization; the permanent address or place of work or other address of the individual to whom such person registers with the enterprise as a contact address

q) **"Trade secrets"** are information about the amount of goods in stock, prices and profits, finance, technological solutions and business techniques. *For example: Processes, techniques and technical know-how in production; Customer information; Algorithms and processes implemented in the Company; Formula for product production; Business strategy, business plan, export plan, marketing plan; Information on research and development activities; etc.*

r) **"Trade secrets"** are information obtained from financial and intellectual investment activities, which has not been disclosed and is capable of being used in business. *Examples: Recipe processes, samples, equipment, or other types of information used in a given period of time in an enterprise; technical information used in the production of goods; marketing, export or sales strategies, or methods of storing documents or business management processes and procedures, including software used for business activities, etc.*

s) **"Emergencies"** are situations that arise unexpectedly, unplanned or beyond the normal scope of control in the Company's operations, which are likely to cause serious damage or significantly affect the Company's assets, production and business activities, safety, reputation or legitimate rights and interests. need to be handled in a timely manner; in this case, pending compliance with normal process or decision-making authority may give rise to or increase damages to the Company. In addition, this includes but is not limited to the following cases: major financial risks, risks of unsafety in operation, serious violations of the law, disputes that are likely to cause great damage, technical problems or force majeure events that directly affect the Company's operations.

2. In these Regulations, references to one or several other regulations or documents include amendments or substitute documents.

3. The headings (Chapters and Articles of this Charter) are used to facilitate the understanding of the content and do not affect the content of this Charter.

## **Chapter II**

### **NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

#### **Article 2. Name, form, head office, branch, representative office and duration of operation of the Company**

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

a) Company name written in Vietnamese: **CÔNG TY CỔ PHẦN VẬN TẢI VÀ DỊCH VỤ PETROLIMEX SÀI GÒN**

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

c) Abbreviated Company Name: **PTS SAIGON**





d) Logo: **PETROLIMEX**

2. The company is a joint stock company with legal status in accordance with the current laws of Vietnam.

3. The registered office of the Company is:

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

4. The Company may establish branches and representative offices in the business area of Vietnam or abroad to implement the Company's operational objectives in accordance with the decision of the Board of Directors and to the extent permitted by law.

5. Unless the operation is terminated before the time limit specified in Clause 2, Article 56 or the extension of operation under Article 57 of this Charter, the term of operation of the Company starting from the date of establishment is 50 years.

### **Article 3. Legal representative of the Company**

1. The Company has 02 (two) legal representatives: Chairman of the Board of Directors and Director of the Company.

2. The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as a plaintiff, defendant, person with related interests and obligations before the Arbitration, the Court and other rights and obligations as prescribed by law.

3. The legal representative of the Company must reside in Vietnam; and must authorize in writing another person to exercise the rights and obligations of the legal representative at the Company when leaving Vietnam.

4. In case the legal representative of the Company has not returned to Vietnam and has no other authorization, the authorized person shall continue to perform the rights and obligations of the legal representative of the Company within the scope of authorization until the legal representative of the Company returns to work. or until the Board of Directors decides to appoint someone else to replace him.

5. In case of being absent from Vietnam for more than thirty (30) days without authorizing another person to perform the rights and duties of the Company's legal representative, the Board of Directors shall appoint another person to act as the Company's legal representative.

6. Rights and obligations of the legal representative:

a. The Chairman of the Board of Directors represents the Company in exercising the rights and obligations arising from the Company's transactions, represents the Company as a requester for settlement of civil matters, plaintiffs, defendants, persons with related interests and obligations before the Arbitration, Courts and other rights and obligations in the domains under the competence of the Chairman of the Board of Directors and the Board of Directors of the Company in accordance with law.



b. The Director of the Company shall represent the Company in exercising the rights and obligations arising from the Company's transactions, represent the Company as a requester for the settlement of civil matters, plaintiffs, defendants, persons with related interests and obligations before the Arbitration, Courts and other rights and obligations in the fields under the jurisdiction of the Director the Company in accordance with the provisions of law.

The rights and obligations of each legal representative are specified in the Company's internal governance regulations.

7. The Company's legal representative is responsible for:

a. Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the legitimate interests of the Company;

b. Loyal to the interests of the Company; not to abuse their positions and use the Company's information, know-how, business opportunities and other assets for self-interest or to serve the interests of other organizations and individuals;

c. Promptly, fully and accurately notify the Company of the enterprise in which he/she or his/her related persons own or have shares or contributed capital in accordance with the provisions of the Law on Enterprises.

8. The legal representative of the Company shall be responsible for damages to the Company due to the breach of responsibilities specified in Clause 7 of this Charter.

### **Chapter III**

#### **OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY**

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

1. The Company's main business lines are:

<b>STT</b>	<b>Industry Name</b>	<b>Industry Code</b>
1	Sale of spare parts and auxiliary parts of motorcycles and motorcycles Details: Import and export business of motorcycle materials, spare parts, technical equipment.	4543
2	Mechanical Processing; Metal Processing and Coating Details: Production of packaging drums and cans for lubricants; anti-rust paint of gas cylinders (not working at the headquarters).	2592
3	Other professional, scientific and technological activities have not been classified anywhere Details: Trade brokerage services.	7490
4	Coastal and ocean freight transport Details: Transportation of petroleum and petrochemical products by domestic and foreign waterways.	5012
5	Vocational Education Details: Vocational training.	8532
6	Activities of centers, consultancy, labor and employment brokerage and referral agents Details: Job placement services.	7810



STT	Industry Name	Industry Code
7	Inland waterway freight transport Details: Business of gas transportation by inland waterway.	5022
8	Other specialized wholesalers have not been classified anywhere Details: Trading in chemicals (except for chemicals with strong toxicity), coal (not trading coal at the head office), fertilizers.	4669
9	Maintenance and repair of automobiles and other motor vehicles Details: Car washing, car repair services.	4520
10	Warehousing and storage of goods Details: Warehousing services and operations.	5210
11	Wholesale of other household items Details: Buying and selling handicrafts, personal and household items.	4649
12	Other support services related to transportation Details: Motorbike parking service.	5229
13	Freight transport by road Details: Domestic and foreign road transport business. Transportation of petrol and petrochemical products by domestic and foreign roads. Gas transportation business by car.	4933
14	Wholesale of solid, liquid, gaseous fuels and related products Details: Wholesale general agent of petroleum and petrochemical products. Buying and selling gas (not buying and selling at the head office).	4661
15	Retail of new other goods in specialty stores Details: General retailer of petroleum and petrochemical products. Buying and selling gas (not buying and selling at the head office).	4773
16	Gas production, gas fuel distribution by pipeline Details: LPG filling (not operating in Ho Chi Minh City).	3520
17	Food Wholesale Details: Purchase and sale of agricultural, forestry and fishery products.	4632
18	Trading in real estate, land use rights belonging to owners, users or tenants Details: Real estate business.	6810
19	Wholesale of other machinery, equipment and machine parts Details: Import and export of materials, spare parts, technical equipment, machinery and equipment.	4659

2. The Company's operational objectives are to mobilize and effectively use capital sources for investment activities, production and business development of services such as petroleum transportation business, petrochemical products and other business lines that are not prohibited by the State. at the same time, renovating the production organization and corporate governance in order to obtain maximum profits; create jobs for workers; increase dividends for shareholders; contributing to the State budget and developing the Company to grow stronger and stronger, contributing to the growth and maintaining the Company's position in the market.



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

1. The Company is authorized to plan and conduct all business activities according to the Company's business lines that have been published on the National Business Registration Portal and this Charter, in accordance with the provisions of applicable law, and to take appropriate measures to achieve the Company's objectives.

2. The company may conduct business activities in other industries and trades permitted by law and approved by the General Meeting of Shareholders.

**Chapter IV**

**CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

**Article 6. Charter capital, shares, founding shareholders**

1. The Company's charter capital is **72,000,000,000 VND**. (*In words: Seventy-two billion VND*).

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

2. The company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The Company's shares on the date of adoption of this Charter are ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are specified in Articles 12 and 13 of this Charter.

4. The company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.

5. The company officially operates in the form of a joint stock company under the Enterprise Registration Certificate No. 0302160137 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on 27/11/2000. Pursuant to the provisions of the Law on Enterprises, up to now, the ordinary shares of the founding shareholders have expired the transfer restriction period.

**6. Offering of shares**

Share offering is the increase in the number of shares that the company is entitled to offer and sell those shares during operation to increase charter capital.

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

- a) Offering for sale to existing shareholders.
- b) Offering for sale to the public.
- c) Private placement of shares.
- d) Other forms as decided by the General Meeting of Shareholders.

Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares of shareholders who do not register to buy all will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to the subjects under such conditions and in such manner as the Board of Directors deems appropriate, but shall not sell such shares under conditions more favorable



than those already offered for sale to existing shareholders, unless the shares are sold through the Stock Exchange under the Stock Exchange auction method.

7. The Company may purchase shares issued by the Company in the manner provided for in this Charter and applicable laws. The shares repurchased by the Company are treasury shares and the Board of Directors may offer them for sale in ways consistent with the Securities Law, relevant guiding documents and the provisions of this Charter.

8. The company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

#### **Article 7. Stock Certification**

1. Shareholders of the Company are granted share certificates corresponding to the number of shares and types of shares owned.

2. Stocks are certificates issued by a company, book entries, or electronic data confirming the ownership of one or several shares of that company. Stocks must have all the contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. The shareholder shall be granted a share certificate within seven (07) days from the date VSDC notifies that it has received a complete dossier of application for transfer of share ownership as prescribed by law or within two (02) months from the date of full payment of the share purchase price as prescribed in the Company's share issuance plan (or other time limits prescribed by the issuance terms). The shareholder does not have to pay the Company the cost of printing the share certificate.

4. In case the stock certificate is lost, damaged or destroyed in other forms, the shareholder shall be re-issued by the Company at the request of such shareholder. The shareholder's proposal must include the following contents:

- a) Information about the stock certificate that has been lost, damaged, or otherwise destroyed;
- b) Commit to take responsibility for disputes arising from the re-issuance of new stock certificates.

5. In case the Company deregisters securities at VSDC, the Company shall re-issue the stock certificate to shareholders within thirty (30) days from the effective date of securities deregistration according to VSDC's notice.

#### **Article 8. Other securities certificates**

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company.

#### **Article 9. Transfer of shares**

1. All shares are freely transferable unless otherwise provided by this Charter and law. Stocks listed and registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and securities market.

2. Shares that have not been fully paid shall not be transferred and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares and other benefits as prescribed by law.



**Article 10. Inheritance, donation of shares**

1. In case the shareholder is an individual dies, the heir according to the will or law of that shareholder becomes a shareholder of the Company.

2. In case an individual shareholder dies without an heir, the heir refuses to receive the inheritance or is disqualified from inheritance, the number of shares of such shareholder shall be settled in accordance with the provisions of civil law.

3. Shareholders have the right to donate part or all of their shares in companies with other individuals or organizations; using shares to repay debts. Individuals and organizations that are donated or receive debt repayment in the form of shares will become shareholders of the Company.

4. Individuals and organizations that receive shares in the cases specified in this Article and Article 9 of this Charter shall only become shareholders of the Company from the time their information is specified in the Law on Enterprises.

**Article 11. Share Recovery**

1. In case a shareholder fails to fully and punctually pay the amount payable for the purchase of shares, the Board of Directors shall notify and request such shareholder to pay the remaining amount and take responsibility corresponding to the total par value of the registered shares for the Company's financial obligations arising from the non-payment in full.

2. The above-mentioned payment notice must clearly state the new payment deadline (at least 07 days from the date of sending the notice), the place of payment and the notice must clearly state that in case of non-payment as required, the number of shares that have not been fully paid will be withdrawn.

3. The Board of Directors reserves the right to revoke unpaid shares in full and on time in the event that the requirements in the above notice are not fulfilled.

4. The withdrawn shares are considered as shares entitled to be offered for sale specified in Clause 3, Article 111 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution under such conditions and manner as the Board of Directors deems appropriate.

5. Shareholders holding the withdrawn shares must renounce their status as shareholders for those shares, but must still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of recovery under the decision of the Board of Directors from the date of recovery to the date of payment math. The Board of Directors has the sole right to decide on the coercive payment of the entire value of shares at the time of recovery.

6. The notice of revocation shall be sent to the holder of the revoked shares before the time of revocation. The revocation remains in effect even in the event of an error or negligence in the delivery of the notification.



**Chapter V**

**ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL**

**Article 12. Organizational structure, governance, and control**

The organizational structure of management, administration and control of the Company includes:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Supervisory Board;
4. Board of Directors.

**Chapter VI**

**SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

**Article 13. Shareholders' rights**

1. Ordinary shareholders have the following rights:

- a) Attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote in person at the General Meeting of Shareholders or through an authorized representative or conduct remote voting. Each ordinary share has one vote;
- b) Receive dividends at the rate decided by the General Meeting of Shareholders;
- c) Freedom to transfer shares that have been fully paid in accordance with the provisions of this Charter and current laws;
- d) Prioritize the purchase of newly offered shares corresponding to the proportion of ordinary shares they own;
- e) Freely transfer their shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
- f) Review, look up and extract information about names and contacts in the list of shareholders with the right to vote to request the correction of their inaccurate information. The provision of information according to the process is specified in detail in the Internal Regulation on corporate governance;
- g) Considering, looking, extracting or copying the Company's Charter, the minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders. The provision of information according to the process is specified in detail in the Internal Regulation on corporate governance;
- h) When the Company is dissolved or bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company;
- i) To request the Company to repurchase its shares in the cases specified in Article 132 of the Law on Enterprises;
- j) To be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;



k) Have full access to the signing and irregular information published by the Company in accordance with the law;

l) To have their legitimate rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

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

2. A shareholder or group of shareholders owning 5% or more of the total number of ordinary shares has the following rights:

a) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Articles 115 and 140 of the Law on Enterprises;

b) To consider, look up and extract minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Control Board, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the Company's business secrets. The provision of information according to the process is specified in detail in the Internal Regulation on corporate governance;

c) Request the Supervisory Board to examine each specific issue related to the management and administration of the Company's activities when deeming it necessary. The request must be expressed in writing; must have full name, permanent residence address, nationality, number of citizen identity card, people's identity card, passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, address of the head office for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; matters to be inspected, the purpose of inspection;

d) Proposing the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 05 working days before the opening date. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the issue proposed to be included in the meeting agenda;

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

3. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate persons to the Board of Directors or the Control Board. The nomination of persons to the Board of Directors or the Control Board shall be carried out as follows:

a) Ordinary shareholders form groups to nominate persons to the Board of Directors and the Control Board must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Control Board, shareholders or groups of shareholders specified in this Clause may nominate one or several persons as candidates for the Board of Directors and the Control Board as prescribed in Articles 25 and 37 of this Charter. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled



to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Control Board and other shareholders.

#### **Article 14. Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. Pay in full and on time the number of shares committed to buy;
2. The capital contributed by ordinary shares must not be withdrawn from the Company in any form, except for the case of repurchase of shares by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital in contravention of the provisions of this Clause, such shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other property obligations of the Company within the scope of the value of the withdrawn shares and the damages incurred;
3. Comply with the Company's Charter and the Company's Internal Regulations approved by the General Meeting of Shareholders;
4. Comply with Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
5. Confidentiality of information provided by the Company in accordance with the provisions of the Company's Charter and law; use the information provided only to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals;
6. Attending the General Meeting of Shareholders and exercising voting rights through the following forms:
  - a) Attending and voting directly at the meeting;
  - b) Authorize others to attend and vote at meetings;
  - c) Attend and vote through online meetings, electronic voting or other electronic forms;
  - d) Send the ballot to the meeting via mail, fax, email.
7. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:
  - a) Violation of law;
  - b) Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
  - c) Payment of undue debts against financial risks to the Company.
8. Fulfill other obligations as prescribed by current law.

#### **Article 15. General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest competent body of the Company. The Annual General Meeting of Shareholders is held 01 time per year and within 04 months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary



meeting. The meeting place of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the Company's Charter. In case the audit report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite the representative of the auditing organization approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above is responsible for attending the Company's Annual General Meeting of Shareholders.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors and the Control Board is less than the minimum number of members as prescribed by law;
- c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for the convening of the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request for the establishment of multiple copies and sufficient signatures of relevant shareholders;
- d) At the request of the Supervisory Board;
- e) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders:

a) 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 members of the Board of Directors, independent members of the Board of Directors or the remaining members of the Control Board as prescribed at Point b, Clause 3 of this Article or receipt of the request specified at Points c and d, Clause 3 of this Article;

b) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next 30 days, the Control Board must replace the Board of Directors to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c) In case the Control Board fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, within the next 30 days, the shareholder or group of shareholders at the request specified at Point d, Clause 3 of this Article may replace the Board of Directors. The Supervisory Board convenes a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 4, Article 140 of the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders are refunded by the Company. This cost does not include expenses spent by



shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing a meeting of the General Meeting of Shareholders are specified in Clause 5, Article 140 of the Law on Enterprises.

**Article 16. Rights and duties of the General Meeting of Shareholders**

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

- a) Through the development orientation of the Company;
- b) To decide on the types of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;
- c) Election, dismissal and dismissal of members of the Board of Directors and members of the Control Board;
- d) Decision to invest or sell assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements;
- e) Decision on amendments and supplements to the Company's Charter;
- f) Approval of annual financial statements;
- g) Decide to repurchase more than 10% of the total sold shares of each type;
- h) Consider and handle violations committed by members of the Board of Directors and members of the Control Board that cause damage to the Company and its shareholders;
- i) Decision on reorganization or dissolution of the Company;
- j) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
- k) Approving, supplementing and adjusting the Internal Regulations on corporate governance; Regulations on the operation of the Board of Directors and the Control Board;
- l) Approve the list of approved auditing firms; decide on the auditing firm to be approved to inspect the Company's operations, dismiss the approved auditor when deeming it necessary;
- m) Number of members of the Board of Directors and the Control Board;
- n) Division, separation, consolidation, merger or transformation of the Company;
- o) The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the latest financial statements;
- p) Approving the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- q) Other rights and obligations as prescribed by law.

2. The Annual General Meeting of Shareholders discusses and approves the following issues:

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



c) The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors;

d) Reports of the Supervisory Board on the Company's business results, operational results of the Board of Directors and Directors;

e) Report on self-assessment of performance of the Supervisory Board and members of the Supervisory Board;

f) Dividend level for each share of each type;

g) Other matters under the jurisdiction of the General Meeting of Shareholders.

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

#### **Article 17. Authorization to attend the General Meeting of Shareholders**

1. Shareholders and authorized representatives of shareholders being organizations may directly attend meetings or authorize one or several other individuals and organizations to attend meetings or attend meetings through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises. according to the following specific regulations:

a) For individual shareholders, only one (01) authorized representative may be authorized to attend the meeting. This authorized shareholder will not be allowed to attend the general meeting even in the case of partial authorization to the authorized representative.

b) For shareholders being organizations, authorization shall be carried out as follows:

- Shareholders holding less than 1% of the total number of ordinary shares have the right to authorize a maximum of one (01) person to attend the General Meeting of Shareholders;

- Shareholders holding between 1% and less than 10% of the total ordinary shares have the right to authorize a maximum of two (02) persons to attend the meeting;

- Shareholders holding 10% or more of the total ordinary shares have the right to authorize up to three (03) persons to attend the meeting.

In case there is more than one authorized representative, the number of shares and the number of authorized votes for each representative must be specified. In case the number of shares and the corresponding number of votes for each authorized representative is not specified, the number of shares and votes will be divided equally by the number of authorized representatives, and the fraction of shares (if any) will be prioritized in the order ABC for the name of the authorized representative.

2. The authorization of representative individuals and organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with the provisions of civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual, the authorized organization, the number of authorized shares, the content of the authorization, the scope of the authorization, the duration of the authorization, signature, clearly stating the full name (handwritten), affix the seal (if it is an organization) of the authorizing party and the authorized party. The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting.



The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the attendees of the meeting must additionally present the initial authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company). The recipient of the authorization may not authorize another person.

3. The voting slip of the person authorized to attend the meeting within the scope of authorization is still valid in one of the following cases, except for the following cases:

- a) The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;
- b) The authorizer has canceled the authorization designation;
- c) The authorizer has canceled the authority of the person performing the authorization.

This clause does not apply in the event that the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 18. Change permissions**

1. The change or cancellation of special rights attached to a type of preference share takes effect when it is approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders owning preference shares shall only be approved if they are approved by the number of preference shareholders of the same type who own 75% or more of the total preference shares of that type or are approved by the preference shareholders of the same type owning 75% or more of the total number of shares the preferential portion of that type or higher shall be approved in case of adoption of the resolution in the form of written opinions.

2. The organization of a meeting of shareholders holding a type of preference shares to approve the change of the above-mentioned rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of the issued shares of that type. In case there is not enough number of delegates as mentioned above, the meeting shall be reorganized within the next 30 days and the holders of shares of that type (regardless of the number of persons and shares) who are present in person or through authorized representatives are considered to have sufficient number of delegates requested. At the above-mentioned meetings of shareholders holding preference shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Shareholders of the same type have equal voting rights at the above-mentioned meetings.

3. The procedure for conducting such separate meetings is similar to the provisions of Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided by the terms of the issuance of shares, the special rights attached to the types of shares with preferential rights over some or all matters relating to the distribution of the Company's profits or assets are not altered when the Company issues additional shares of the same type.



**Article 19. Convening meetings, meeting agendas and announcements of the General Meeting of Shareholders**

1. The Board of Directors convenes an annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

2. The convener of the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than (10 days) before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b) Prepare the program and content of the congress;

c) Preparing documents for the congress;

d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;

e) Determining the time and place of the congress;

f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Other tasks for the congress.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by means of ensuring that the contact address of the shareholders is reached, and at the same time announced on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders in the List of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (counting from the date on which the notice is duly sent or sent). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

a) Meeting agendas, documents used in the meeting;

b) List and details of candidates in case of election of members of the Board of Directors and Controllers;

c) Voting slips;

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

4. Shareholders or groups of shareholders specified in Clause 2, Article 12 of this Charter may propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 05 working days before the opening date of the meeting. The petition must clearly state the name



of the shareholder, the number of each type of shares of the shareholder, the contact address, nationality, the number of the citizen's identity card, the people's identity card, the passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, address of the head office for shareholders being organizations; the number and type of shares held by such shareholders, and the proposed issue to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders may reject the proposal specified in Clause 4 of this Article in one of the following cases:

- a) The petition is sent in contravention of the provisions of Clause 4 of this Article;
- b) At the time of petition, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
- c) Proposals are not within the scope of the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the program and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 20. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents more than 50% of the total votes.

2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the intended first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total votes.

3. In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 30 days from the date of the intended second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

#### **Article 21. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until all shareholders who have the right to attend the meeting are present to register in the following order:

- a) When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote a voting card/voting slip/ballot paper, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of votes/votes of such shareholder shall be inscribed. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. The results of vote counting are announced by the Chairman/Vote Counting Committee immediately





before the end of the meeting. The congress shall elect persons responsible for counting votes or supervising the counting of votes at the request of the chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting.

b) Shareholders or authorized representatives of shareholders who are organizations or authorized persons who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote/vote at the general meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow shareholders to be late for registration and the validity of the previously voted contents remains unchanged.

2. The election of the chairman, secretary, shareholder/delegate eligibility examination committee and vote counting committee is prescribed as follows:

a) The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case of failure to elect the chairperson, the Head of the Executive Control Board shall allow the General Meeting of Shareholders to elect the chairperson of the meeting from among the participants and the person with the highest vote to chair the meeting;

b) Except for the case specified at Point a of this Clause, the signatory shall convene a meeting of the General Meeting of Shareholders to administer the meeting so that the General Meeting of Shareholders elects the chairperson of the meeting and the person with the highest number of votes shall chair the meeting;

c) The chairman shall appoint one or several persons to act as the secretary of the meeting; the convener of the General Meeting of Shareholders shall appoint one or several persons to serve as the Committee for Examination of Shareholders/Delegates to serve the meeting;

d) The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairman of the meeting.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly and in detail determine the time for each issue in the content of the meeting agenda.

4. The Chairman of the General Meeting has the right to conduct necessary activities to control the General Meeting of Shareholders in a valid and orderly manner, according to the approved program and reflecting the wishes of the majority of the delegates.

a) Arrangement of seats at the meeting place of the General Meeting of Shareholders;

b) Ensure the safety of everyone present at the meeting places;

c) Creating conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Applicable measures may be to issue an entry permit or use other forms of electives.

5. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. The



results of the vote counting were announced by the chairman just before the end of the meeting.

6. Shareholders or authorized persons attending the meeting after the meeting has opened are still registered and have the right to participate in voting immediately after registration; In this case, the validity of the previously voted contents does not change.

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

a) Require all attendees to submit to inspections or other lawful and reasonable security measures;

b) Request the competent authority to maintain the order of the meeting; expel persons who do not comply with the executive authority of the chairman, deliberately disrupt order, prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders.

8. The Chairman has the right to postpone the meeting of the General Meeting of Shareholders that has a sufficient number of people registered to attend the meeting not more than 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:

a) The meeting venue does not have enough convenient seating for all attendees;

b) The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;

c) There are people attending the meeting to obstruct or disrupt the order, risking making the meeting not conducted fairly and legally.

9. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson to administer the meeting until the end; All resolutions passed at that meeting are enforceable.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law and the Company's Internal Governance Regulation.

**Article 22. Conditions for the Resolution of the General Meeting of Shareholders to be approved**

1. The resolution on the following contents shall be approved if it is approved by the number of shareholders representing 65% or more of the total votes of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

a) Type of shares and total number of shares of each type;

b) Change of business lines, professions and fields;

c) Changes in the organizational structure of the Company's management;



d) Projects on investment or sale of assets valued at 35% or more of the total value of assets recorded in the company's latest financial statements, unless the company's charter stipulates other ratios or values;

e) Reorganization and dissolution of the Company.

f) Extension of the Company's operations.

2. Resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

Note, in case of election of members of the Board of Directors and the Control Board, if the number of candidates is less than or equal to the number of members of the Board of Directors/Control Board to be elected, the election of members of the Board of Directors/Control Board may be carried out by the method of cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises or by the method of vote (approve, disapprove, no opinion). The voting rate by voting method shall comply with Clause 2, Article 21 of the Company's Charter.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening meetings and approving such resolutions violate the provisions of the Law on Enterprises and the company's Charter.

**Article 23. Competence and mode of collecting shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders**

The competence and mode of collecting shareholders' opinions in writing to approve the decision of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders on the following issues:

a) Amending and supplementing the contents of the Company's Charter;

b) Approving, supplementing and adjusting the Internal Regulations on corporate governance, the Regulations on the operation of the Board of Directors, the Regulations on the operation of the Supervisory Board;

c) Company's development orientation;

d) Type of shares and total number of shares of each type;

e) Electing, dismissing and dismissing members of the Board of Directors and the Control Board;

f) Decide to invest or sell assets with a value equal to or greater than 35% of the total value of assets recorded in the Company's latest financial statements;

g) Approval of annual financial statements

h) Reorganization and dissolution of the Company.

i) Change of business lines, professions and fields;

j) Changes in the organizational structure of the Company's management;



k) Other matters as the Board of Directors deems necessary for the benefit of the Company.

2. The Board of Directors must prepare a poll for opinions, a draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The Board of Directors must ensure that documents are sent and disclosed to shareholders within a reasonable time for consideration and voting and must send them at least 10 days before the deadline for receiving opinion polls. Requirements and methods for sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 18 of this Charter.

3. The opinion poll must contain the following principal contents:

a) Name, address of the head office, enterprise code;

b) Purpose of collecting opinions;

c) Full name, contact address, number of legal papers of individual shareholders; name, enterprise code or number of legal papers, address of the head office of the shareholder being an organization or full name, contact address, number of legal papers of the authorized representative of the shareholder being an organization; the number of shares of each type and the number of votes/elections of shareholders;

d) Issues that need to be consulted for approval of decisions;

e) The voting plan includes approving, disapproving and not having opinions on each issue for consultation;

f) Election plan (if any)

g) The deadline for sending to the Company the answered opinion poll form;

h) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the replied opinion poll to the Company by mail, fax or email **according to the information registered at the Vietnam Securities Depository and Clearing Corporation** according to the following provisions:

a) In case of sending a letter, the replied opinion poll must be signed by the shareholder being an individual, the authorized representative or the legal representative of the shareholder being an organization. The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

b) Fax or email: The opinion poll sent to the Company by fax or email must be kept confidential until the time of counting votes;

c) Opinion polls sent to the Company after the time limit specified in the opinion poll or which have been opened in the case of sending letters and disclosed in case of sending faxes or emails are invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.

5. The Board of Directors counts votes and makes a record of vote counting under the witness of the Supervisory Board or shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:

a) Name, address of the head office, enterprise code;

b) Purpose and issues to be consulted to pass the resolution;



c) The number of shareholders with the total number of votes that have participated in voting/elections, distinguishing the number of valid votes and the number of invalid votes and the method of sending votes/elections, enclosed with an appendix to the list of shareholders participating in voting/elections;

d) The total number of votes in favor, disapproval and no opinion on each issue, the total number of votes for candidates (if any);

e) The issues that were passed and the corresponding voting rate passed;

f) Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

6. The vote counting record must be sent to the shareholders within 15 fifteen days from the end of the vote counting. In case the Company has a website, the submission of the vote counting record can be replaced by posting it on the Company's website within 24 hours from the end of vote counting.

7. The opinion poll that has been answered, the vote counting record, the resolution that has been passed and the relevant documents enclosed with the opinion poll must be kept at the head office of the Company.

8. Resolutions adopted in the form of collecting shareholders' opinions in writing must be approved by the number of shareholders representing more than 50% of the total voting shares and have the same validity as the resolutions passed at the General Meeting of Shareholders.

#### **Article 24. Resolution and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The minutes must be made in Vietnamese, may be additionally made in English and contain the following principal contents:

a) Name, address of the head office, enterprise code;

b) Time and place of the General Meeting of Shareholders;

c) Agenda and contents of the meeting;

d) Full name of the chairman and secretary;

e) Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

f) The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;

g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of shareholders attending the meeting;



h) The issues that were passed and the corresponding percentage of votes voted for approval;

i) Full name, name and signature of the chairman and clerk. In case the chairperson or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents specified in this Clause. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.

4. The Resolution, the Minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the market securities and must be kept at the Company's head office.

#### **Article 25. Request to cancel the decision of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of vote counting results for consultation of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitrator to consider, cancellation of the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings or collecting shareholders' opinions in writing and issuing decisions of the General Meeting of Shareholders do not comply with the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 3, Article 21 of this Charter.

2. The content of the resolution violates the law or this Charter.

In case a shareholder or group of shareholders requests the Court or Arbitrator to annul the resolution of the General Meeting of Shareholders under the provisions of Article 151 of the Law on Enterprises, such resolution shall remain effective until the Court's decision to cancel such resolution. Arbitration is effective, except for the case of application of provisional emergency measures under decisions of competent agencies.

### **Chapter VII BOARD**

#### **Article 26. Candidacy and nomination of members of the Board of Directors**

1. In case the candidates of the Board of Directors have been identified in advance, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates of the Board of Directors must commit in writing to the truthfulness, accuracy and reasonableness of the



personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidates of the Board of Directors shall be disclosed including the following contents:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other managerial titles (including the title of the Board of Directors of other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (if any);
- g) The public company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate of the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the Company's Charter. Shareholders holding ordinary shares have the right to combine the number of voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding between 10% and 20% of the total voting shares may nominate one (01) candidate; from over 20% to 30% shall be nominated for a maximum of two (02) candidates; from over 30% to 40% may nominate a maximum of three (03) candidates; from over 40% to 50% shall be nominated for a maximum of four (04) candidates; from over 50% to 60% shall be nominated for a maximum of five (05) candidates; from over 60% to 70% are nominated for a maximum of six (06) candidates; 70% or more are nominated by seven (07) or more candidates. The nomination and candidacy of members of the Board of Directors are specified in detail in the Internal Regulation on Corporate Governance.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce more candidates or organize the nomination as prescribed in the company's charter. Internal Regulations on corporate governance and Regulations on the operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

4. In case the number of candidates nominated by the incumbent Board of Directors under Clause 3 of this Article is still insufficient, the Board of Directors **shall disclose information that the number of candidates for the Board of Directors is not sufficient in the required number within five (05) days before the opening date of the General Meeting of Shareholders.** The Board of Directors shall organize the nomination of other shareholders in accordance with the provisions of the Company's Charter, the Internal Regulations on Corporate Governance and the Operation Regulations of the Board of Directors. The fact that the incumbent Board of Directors organizes other parties to nominate



additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

5. Members of the Board of Directors must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises.

**Article 27. Composition and term of office of members of the Board of Directors**

1. The number of members of the Board of Directors is 5 people. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term of office, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work.

2. The structure of members of the Board of Directors is as follows: ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members and have at least 01 independent member in the Board of Directors.

3. Members of the Board of Directors must meet the following criteria and conditions:

- a) Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b) A member of the Board of Directors of the Company may only be a member of the Board of Directors at a maximum of five (05) other companies.

4. Members of the Board of Directors shall no longer be members of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.

Members of the Board of Directors shall still fully exercise their rights and obligations until the dismissal of members of the Board of Directors is approved by the General Meeting of Shareholders, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration of members of the Board of Directors as soon as the Company receives a notice of the following cases:

a) Members of the Board of Directors have limited civil act capacity, have lost their civil act capacity or have difficulties in cognition and control of their behavior.

b) Members of the Board of Directors who are being examined for penal liability, are temporarily detained, are serving prison sentences, are serving administrative handling measures at compulsory detoxification establishments, compulsory education establishments or are banned by the Court from holding certain positions, practicing certain professions or doing certain jobs.

c) The Board of Directors shall decide to approve the receipt of letters of resignation/resignation of members of the Board of Directors in accordance with the provisions of Article 9 of the Regulation on operation of the Board of Directors.

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

6. Members of the Board of Directors may not be shareholders of the Company.



**Article 28. Powers and obligations of the Board of Directors**

1. The Board of Directors is the managing agency of the Company, which has the full right to decide and exercise the rights and obligations of the company in the name of the Company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

a) Deciding on the Company's medium-term and annual development strategies and plans;

b) Proposal on the type of shares and the total number of shares entitled to be offered for sale of each type;

c) Decision on sale of unsold shares within the number of shares entitled to be offered for sale of each type; decision on mobilization of additional capital in other forms;

d) Deciding on the selling price of the Company's shares and bonds;

e) Decision on share repurchase as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;

f) To decide on investment plans and investment projects within their competence and limits as prescribed by law;

g) Deciding on solutions for market development, marketing and technology;

h) Through contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total value of assets recorded in the Company's latest financial statements, contracts and transactions as prescribed in Clauses 1 and 2, Article 167 of the Law on Enterprises, except for cases where contracts and transactions fall under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) To elect, dismiss and dismiss the Chairman of the Board of Directors; to appoint, dismiss, sign and terminate contracts for directors and other important managers prescribed by the company's charter; to decide on salaries, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in the Board of members or the General Assembly shareholders in other companies, decide on the remuneration and other benefits of such persons;

j) Supervising and directing the Director and other managers in running the Company's daily business;

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

l) Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve resolutions;

m) Submit the audited annual financial statements to the General Meeting of Shareholders;



n) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handle losses incurred in the course of business;

o) Proposing the reorganization and dissolution of the Company; requesting the bankruptcy of the Company;

p) Decision on promulgation of the Regulation on Operation of the Board of Directors, Internal Regulation on corporate governance after being approved by the General Meeting of Shareholders; decision on promulgation of the Regulation on operation of the Audit Committee under the Board of Directors, Regulation on information disclosure of the company;

q) Decisions on investment policies/investment decisions and decisions on sale of assets valued at less than 35% of the total value of assets recorded in the Company's latest financial statements, except for cases falling under the competence of the General Meeting of Shareholders under this Charter (Article 16, Clause 1, Point d) and/or in cases of transactions with related persons that must comply with the provisions of Article 167 Law on Enterprises and corresponding provisions of the Company's Charter;

r) Establishment of branches or representative offices of the Company;

s) To request the Director, Deputy Director, and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and of units in the Company. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors. The order and procedures for requesting and providing information are specified in the Internal Regulation on Corporate Governance.

t) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the company's charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities as prescribed in Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

4. The Board of Directors may authorize the Chairman of the Board of Directors to perform part of the powers and functions of the Board of Directors during the time when the Board of Directors is not holding meetings. The authorization content must be clearly and concretely defined. For material matters related to the existence or termination of the Company's operation, the Chairman of the Board of Directors shall not be authorized to decide.

#### **Article 29. Remuneration, salary and other benefits of members of the Board of Directors**

1. The company has the right to pay remuneration and reward members of the Board of Directors according to business results and efficiency.

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

The work remuneration is calculated according to the number of working days required to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.



3. Salaries and remunerations of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors who holds an executive position, a member of the Board of Directors who works full-time or a member of the Board of Directors who works in subcommittees of the Board of Directors or performs other tasks outside the scope of duties of a member of the Board of Directors may be paid additional remuneration in the form of a remuneration lump-sum package, salary, commission, profit percentage or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.

6. Members of the Board of Directors may purchase liability insurance by the Company after the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to the violation of the law and the company's Charter.

### **Article 30. Chairman of the Board of Directors**

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

2. The Chairman of the Board of Directors may not concurrently hold the position of Director. The Chairman of the Board of Directors may work on a full-time basis.

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

- a) Formulate programs and plans for activities of the Board of Directors;
- b) Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervising the process of organizing the implementation of resolutions and decisions of the Board of Directors;
- e) Signing resolutions and decisions of the Board of Directors on behalf of the Board of Directors;
- f) Assume the prime responsibility for evaluating the performance of the Board of Directors, each member of the Board of Directors and the Board of Directors;
- g) On behalf of the Board of Directors, maintain relations with major shareholders, state management agencies, and strategic partners as assigned by the Board of Directors;
- h) In case of an emergency situation that threatens to cause serious damage to the Company, the Chairman of the Board of Directors may request the Director to suspend or adjust the decision and report to the Board of Directors for consideration;
- i) Chairman of the General Meeting of Shareholders;



j) Other rights and obligations as prescribed by the Law on Enterprises and the company's charter, the Regulations on the assignment of the performance of the rights and obligations of the company's legal representative promulgated by the Board of Directors and the Company's internal regulations and regulations, resolutions of the Board of Directors of the Company.

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

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he or she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, have difficulties in cognition, control of behavior, are banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

### **Article 31. Board Meetings**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 of them to convene a meeting of the Board of Directors.

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

3. 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 Control Board or an independent member of the Board of Directors;

b) At the request of the Director or at least 05 other managers;

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

d) Other cases when deemed necessary.

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the proposal specified in Clause 3 of this Article and at least 03 (three) working days before the date of the meeting. The Board of Directors meeting must be held no later than 10 (ten) working days from the date the Company receives the proposal. In case of failure to convene a meeting of the Board of Directors at the request of the Chairman of the Board of Directors, the Chairman of the Board





of Directors shall be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors, the convening process is similar to that of the Chairman of the Board of Directors convening at the request of the Chairman of the Board of Directors.

6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the form of the meeting, the agenda, the issues to be discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that it reaches the contact address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send notices of invitation to meetings and enclosed documents to members of the Control Board as for members of the Board of Directors.

Members of the Control Board have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.

8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, the Chairman of the Board of Directors must send the 2nd notice to the members of the Board of Directors within 07 days from the date of the intended first meeting and at least 03 (three) working days before the date of the meeting. A meeting of the Board of Directors must be held no later than 10 (ten) days from the date of the first meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. The Board of Directors shall approve resolutions and decisions by voting at meetings, collecting opinions in writing or in other forms prescribed by the company's charter. Each Board member has one vote. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorize other persons to attend meetings and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send voting ballots to the meeting by mail, fax, email;
- e) Sending the ballot by other means.

10. In case of sending voting papers to the meeting by mail, the voting papers must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots are only open in the presence of all attendees.



11. Members must attend all Board meetings. Members may authorize other members of the Board of Directors or other persons (other than members of the Board of Directors if approved by a majority of members of the Board of Directors) to attend and vote.

12. Resolutions and decisions of the Board of Directors shall be adopted if they are approved by a majority (more than 1/2) of the members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors. Note, Members of the Board of Directors are not allowed to vote on transactions that benefit that member or related persons of that member in accordance with the provisions of the Law on Enterprises and Article 43 of the company's Charter.

### **Article 32. Subcommittees of the Board of Directors**

1. The Board of Directors may establish sub-committees to be in charge of development policies, human resources, salary and bonuses, and internal audit. The number of members of the subcommittee is decided by the Board of Directors, but there should be at least 03 people including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive Board members should make up a majority in the subcommittee, and one of these members is appointed as the Subcommittee Leader at the discretion of the Board. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote to approve it at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of persons with membership of subcommittees of the Board of Directors must comply with current legal provisions and the provisions of the company's charter.

### **Article 33. Person in charge of corporate governance**

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate governance may concurrently act as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;

b) Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;

c) Advising on the procedure of meetings;

d) Attend meetings;

e) Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;

f) To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and Controllers;



- g) Supervise and report to the Board of Directors on the company's information disclosure activities;
- h) Acting as a point of contact with relevant stakeholders;
- i) Confidentiality of information in accordance with the provisions of law and the company's Charter;
- j) Other rights and obligations as prescribed by law and the company's charter.

## **Chapter VIII DIRECTORS AND OTHER EXECUTIVES**

### **Article 34. Organization of the management apparatus**

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of the Company. The company has a Director, Deputy Directors, Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal and dismissal of the above-mentioned positions must be approved by a resolution of the Board of Directors.

### **Article 35. Company Executive**

1. The Executives of the Company include the Director, Deputy Director and Chief Accountant and others as prescribed by the Board of Directors.

2. At the request of the Director and the approval of the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the Company's management structure and regulations prescribed by the Board of Directors. Business executives must have a diligent responsibility to support the Company in achieving the goals set in its operations and organization.

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

4. The executive's salary shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

### **Article 36. Appointment, dismissal, duties and powers of directors**

1. The Board of Directors shall appoint 01 (one) member of the Board of Directors or another person as the Director.

2. A director is a person who runs the day-to-day business of the Company; subject to the supervision of the Board of Directors and the Chairman of the Board of Directors within the scope of management functions; take responsibility before the Board of Directors, the Chairman of the Board of Directors and the law for the performance of their assigned rights and obligations.

3. The term of office of the Director shall not exceed 05 years and may be re-appointed with an unlimited number of terms.

4. Directors have the following rights and obligations:



a) Deciding on matters related to the Company's day-to-day business that does not fall under the jurisdiction of the Board of Directors;

b) Organizing the implementation of resolutions and decisions of the Board of Directors;

c) Organizing the implementation of the Company's business plan and investment plan;

d) Proposing the organizational structure plan and internal management regulations of the Company;

e) Recruitment, transfer, dismissal, commendation and discipline of employees, except for managerial positions under the competence of the Board of Directors and the Chairman of the Board of Directors;

f) To decide on salaries, bonuses and other benefits for employees in the company whose managers fall under the appointing competence of the Director, except for managerial positions under the competence of the Board of Directors;

g) Appointment, dismissal and dismissal of managerial positions in the Company, except for those under the competence of the Board of Directors;

h) Labor recruitment;

i) Proposing a plan to pay dividends or handle losses in business;

j) Directors shall be responsible to the Board of Directors, the Chairman of the Board of Directors and the General Meeting of Shareholders for the performance of their assigned tasks and powers, and shall report to these levels when requested.

k) Other rights and obligations as prescribed by law, this Charter, the internal regulations on corporate governance, resolutions of the Board of Directors, labor contracts signed with the Company.

5. The Board of Directors may dismiss the Director when a majority of the members of the Board of Directors have the right to vote to approve and appoint a new Director to replace him.

### **Article 37. Company Secretary**

When deeming it necessary, the Board of Directors shall decide to appoint one (01) or more persons to act as the Secretary of the Company for the term of office as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not contrary to the current labor laws. The Company Secretary has the following rights and obligations:

a) Supporting the organization of convening meetings of the General Meeting of Shareholders and the Board of Directors; recording meeting minutes;

b) Assist members of the Board of Directors in exercising their assigned rights and obligations;

c) Assisting the Board of Directors in applying and implementing the principles of corporate governance;

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



e) Other rights and obligations as prescribed in the Company's Charter and the Company's Internal Regulations.

## **Chapter IX SUPERVISORY BOARD**

### **Article 38. Candidacy and nomination of Controllers**

1. The candidacy and nomination of members of the Control Board shall be carried out in the same manner as prescribed in Clauses 1 and 2, Article 25 of this Charter. Shareholders or groups of shareholders holding between 10% and less than 30% of the total voting shares may nominate a maximum of one (01) candidate; from 30% to less than 50% may nominate a maximum of two (02) candidates; 50% or more may nominate a maximum of three (03) candidates. The nomination and candidacy of members of the Supervisory Board are specified in detail in Clause 1, Article 70 of the Internal Regulation on Corporate Governance.

2. In case the number of candidates of the Supervisory Board approved for nomination and candidacy under Clause 5, Article 115 of the Law on Enterprises is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nomination according to the mechanism specified in the company's charter and internal regulations on corporate governance. The mechanism for the incumbent Supervisory Board nominating candidates for the Supervisory Board must be clearly announced and must be approved by the General Meeting of Shareholders before proceeding with the nomination.

3. In case the number of candidates nominated by the incumbent Supervisory Board under Clause 2 of this Article is still insufficient, the Supervisory Board shall disclose information about the number of candidates nominated by the Supervisory Board within five (05) days before the opening date of the General Meeting of Shareholders. The incumbent Supervisory Board shall organize the nomination of other shareholders in accordance with the provisions of the Company's Charter, the Internal Regulations on Corporate Governance and the Operation Regulations of the Supervisory Board. The fact that the incumbent Supervisory Board organizes other parties to nominate additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

### **Article 39. Composition of the Supervisory Board**

1. The number of Controllers of the Company is 03 people. The term of office of a member of the Supervisory Board shall not exceed 05 years and may be re-elected with an unlimited number of terms.

2. Members of the Control Board must meet the criteria and conditions specified in Clause 1, Article 169 of the Law on Enterprises and the company's charter and do not fall into the following cases:

- a) Work in the accounting and finance department of the company;
- b) Being a member or employee of an independent auditing firm auditing the company's financial statements for the previous 03 years.

3. Members of the Control Board shall be dismissed from office in the following cases:

- a) No longer meet the criteria and conditions for working as a Comptroller as prescribed in Clause 2 of this Article;



- b) Have a letter of resignation and be approved;
- c) Other cases as prescribed by law and this Charter.

4. A member of the Control Board shall be dismissed in the following cases:

- a) Failing to complete assigned tasks and jobs;
- b) Failing to exercise their rights and obligations for 06 consecutive months, except for force majeure cases;
- c) Seriously violating or repeatedly violating the obligations of the Comptroller as prescribed in the Law on Enterprises and the company's Charter;
- d) According to the resolution of the General Meeting of Shareholders.

5. Members of the Supervisory Board shall still fully exercise their rights and obligations until the General Meeting of Shareholders approves the dismissal of Members of the Supervisory Board, except for the right to attend and vote at meetings of the Supervisory Board and the right to receive remuneration of members of the Supervisory Board as soon as the Company receives a notice of the following cases:

– Members of the Control Board have limited civil act capacity, have lost their civil act capacity or have difficulties in cognition and control of behavior.

– Members of the Control Board who are being examined for penal liability, are temporarily detained, are serving prison sentences, are serving administrative handling measures at compulsory detoxification establishments, compulsory education institutions or are banned by courts from holding certain positions, practicing certain professions or doing certain jobs.

– The Supervisory Board shall decide to approve the receipt of the resignation/resignation letters of the members of the Supervisory Board, doing the same as in Article 9 of the Regulation on operation of the Board of Directors

#### **Article 40. Head of the Supervisory Board**

1. The Head of the Control Board shall be elected by the Control Board from among the members of the Control Board; the election, dismissal and dismissal shall be carried out on the principle of majority. The Supervisory Board must have more than half of the members permanently residing in Vietnam. The Head of the Control Board must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise.

2. Rights and obligations of the Head of the Control Board:

- a) Convening a meeting of the Supervisory Board;
- b) Request the Board of Directors, Directors and other executives to provide relevant information to report to the Supervisory Board;
- c) Prepare and sign the report of the Supervisory Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

#### **Article 41. Rights and obligations of the Control Board**

In addition to the rights and obligations specified in Article 170 of the Law on Enterprises, the Control Board has the following rights and obligations



1. Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on the audit organization approved to inspect the Company's operations, and exempt the approved auditor when deeming it necessary.

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

3. Supervise the financial situation of the Company, the compliance with the law in the activities of members of the Board of Directors, Directors and other managers.

4. Ensure coordination with the Board of Directors, Directors and shareholders.

5. In case of detecting violations of law or violations of the company's charter by members of the Board of Directors, directors and other executives of the enterprise, the Control Board must notify in writing to the Board of Directors within 48 hours, requesting the violator to stop the violation and take remedial measures.

6. Formulate the Operation Regulation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval.

7. Report at the General Meeting of Shareholders as prescribed in Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 12, 2020 detailing the implementation of a number of articles of the Law on Securities.

8. Have the right to access the Company's records and documents kept at the head office, branches and other locations related to the performance of assigned tasks of members of the Supervisory Board if approved by the Supervisory Board, and this information does not fall within the scope of the Company's business secrets. The person to whom the information is provided is responsible for keeping the information provided confidential and using it for the right purposes for the assigned work; have the right to go to the place of work of the Company's managers and employees during working hours. The provision of information according to the process is specified in detail in the Internal Regulation on corporate governance.

9. Have the right to request the Board of Directors, members of the Board of Directors, Directors and other managers to provide complete, accurate and timely information and documents on the management, administration and business activities of the Company. The order and procedures for requesting and providing information are specified in the Internal Regulation on corporate governance and the Regulation on operation of the Supervisory Board.

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

#### **Article 42. Supervisory Board Meeting**

1. The Control Board must meet at least 02 times in a year, the number of members attending the meeting is at least 2/3 of the members of the Control Board. The minutes of the Supervisory Board meeting are detailed and clear. The recordkeeper and members of the Supervisory Board attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Control Board must be kept in order to determine the responsibilities of each member of the Control Board.

2. The Supervisory Board has the right to request members of the Board of Directors, Directors and representatives of approved audit organizations to attend and answer matters that need to be clarified.



**Article 43. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board**

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses and other benefits under the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Control Board.

2. Members of the Control Board are paid for food, accommodation, travel, and the cost of using independent consultancy services at a reasonable rate. This total remuneration and expenses must not exceed the total annual operating budget of the Control Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws and must be made into separate items in the Company's annual financial statements.

**Chapter X**  
**RESPONSIBILITIES OF BOARD MEMBERS, CONTROLLERS, DIRECTORS**  
**AND OTHER EXECUTIVES**

Members of the Board of Directors, Members of the Supervisory Board, Directors and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in an honest and prudent manner for the benefit of the Company.

**Article 44. Responsibility for honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, Controllers, Directors and other executives must publicize relevant interests in accordance with the provisions of the Law on Enterprises and other legal provisions.

2. Members of the Board of Directors, members of the Supervisory Board, Directors, other managers and related persons of these members may only use the information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Control Board, Directors and other managers are obliged to notify in writing to the Board of Directors and the Control Board of transactions between the Company, its subsidiaries and other companies in which the public company controls more than 50% or more of the charter capital with such entities or related persons of such subjects in accordance with law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.

4. Members of the Board of Directors are not allowed to vote on transactions that benefit such member or related persons of such members in accordance with the provisions of the Law on Enterprises and the company's charter.

5. Members of the Board of Directors, members of the Supervisory Board, Directors, other managers and related persons of these entities are not allowed to use or disclose inside information to others to carry out related transactions.



6. Transactions between the Company and one or more members of the Board of Directors, members of the Control Board, Directors, other executives and individuals and organizations related to these subjects shall not be invalidated in the following cases:

a) For transactions with a value of less than 35% of the total value of assets recorded in the latest financial statements, the important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, Controllers, Directors, etc other executives have been reported to the Board. At the same time, the Board of Directors has allowed the performance of such contract or transaction in good faith by a majority of votes of members of the Board of Directors who have no related interests;

b) For contracts with a value of 35% or more or transactions resulting in transaction values arising within 12 months from the date of making the first transaction with a value of 35% or more, the total value of assets recorded in the latest financial statements, the important contents of this contract or transaction as well as the relationship and interests of members of the Board of Directors, Controllers, Directors, and other executives that have been announced to shareholders who do not have related interests who have the right to vote on such matters, and such shareholders have approved such contracts or transactions;

c) Contracts, loans and sale of assets with a value greater than 10% of the total value of assets stated in the latest financial statements between the Company and shareholders owning 51% or more of the total voting shares or related persons of such shareholders have been announced to shareholders and approved by the General Meeting of Shareholders by vote votes of shareholders who have no related interests.

#### **Article 45. Liability for Damage and Compensation**

1. Members of the Board of Directors, Controllers, Directors and other executives who violate their obligations and responsibilities honestly and prudently, fail to fulfill their obligations with diligence and professional capacity shall be responsible for the damages caused by their violations.

2. The Company shall indemnify persons who have been, are or may become a stakeholder in complaints, lawsuits, and prosecutions (including civil, administrative and non-lawsuits filed by the Company) if such persons have been or are members of the Board of Directors, a controller, director, other executive, employee or representative authorized by the Company or such person has or is acting at the request of the Company as a member of the Board of Directors, operator of the business, employee or authorized representative of the Company provided that such person has acted in good faith, be prudent, diligent for the benefit of or not conflict with the interests of the Company, on the basis of compliance with the law and without evidence that the person has breached his or her responsibilities.

3. When performing functions, tasks or performing tasks as authorized by the Company, members of the Board of Directors, controllers, other executives, employees or authorized representatives of the Company shall be compensated for becoming a stakeholder in complaints, lawsuits and prosecutions (except for lawsuits in which the Company is the plaintiff) in the following cases:

a) Have acted honestly, carefully, diligently for the benefit of the Company and do not contradict the interests of the Company;

b) Complying with the law and having no evidence of failure to fulfill its responsibilities.



4. Indemnification costs include costs incurred (including attorneys' fees), judgment costs, fines, payables incurred in reality or deemed reasonable when resolving these cases within the framework permitted by law. The company may purchase insurance for these people to avoid the above liabilities.

## **Chapter XI**

### **RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS**

#### **Article 46. Right to investigate books and records**

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

a) Ordinary shareholders have the right to consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information; considering, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 5% or more of the total ordinary shares have the right to consider, look up and extract the number of minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Control Board, contracts, etc transactions must go through the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In case the authorized representative of the shareholder and the group of shareholders requests to look up the books and records, the power of attorney of the shareholder and the group of shareholders that such person represents or a notarized copy of this power of attorney must be enclosed.

3. Members of the Board of Directors, the Supervisory Board, the Directors and other executives have the right to search the register of shareholders of the Company, the list of shareholders, books and other records of the Company for purposes related to their positions provided that such information is kept confidential.

4. The company must keep this Charter and the amendments and supplements to the Charter, the Enterprise Registration Certificate, regulations, documents proving the ownership of assets, the resolutions of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that the shareholders and the Business Registration Authority are notified of the place where these documents are stored.

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



**Chapter XII  
EMPLOYEES AND TRADE UNIONS**

**Article 47. Workers and trade unions**

1. The director must make a plan for the Board of Directors to approve matters related to recruitment, layoffs, salaries, social insurance, benefits, rewards, and discipline for employees and business executives.

2. The Director shall make a plan for the Board of Directors to approve matters relating to the Company's relations with trade union organizations in accordance with the standards, best management practices and policies, the practices and policies set forth in this Charter, the Company's statutes and applicable laws.

**Chapter XIII  
PROFIT DISTRIBUTION**

**Article 48. Profit distribution**

1. The General Meeting of Shareholders decides on the dividend payment level and the form of annual dividend payment from the Company's retained profits.

2. The Board of Directors may decide to advance the interim dividend as authorized by the General Meeting of Shareholders if it considers that this payment is suitable to the company's profitability.

3. The Company does not pay interest on dividend payments or payments related to a type of stock.

4. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares and the Board of Directors is the agency that implements this decision.

5. In case dividends or other amounts related to a stock are paid in cash, the Company must pay in Vietnamese dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money the Company has transferred to this shareholder. The payment of dividends for stocks listed on the Stock Exchange may be conducted through the securities company or the Vietnam Securities Depository and Clearing Corporation.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors passed a resolution to determine a specific date for finalizing the list of shareholders. Pursuant to that date, those who register as shareholders or owners of other securities are entitled to receive cash or stock dividends, receive notices or other documents.

7. Other matters related to the distribution of profits shall be carried out in accordance with the provisions of law.



**Chapter XIV**  
**BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING**  
**REGIME**

**Article 49. Bank Account**

1. The company opens accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.
2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an offshore bank account in accordance with the provisions of the law.
3. The Company conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks in which the Company opens accounts.

**Article 50. Fiscal Year**

The Company's financial year starts from the first day of January every year and ends on the 31st day of December. The first fiscal year starts from the date of issuance of the Enterprise Registration Certificate and ends on the 31st day of December immediately following the date of issuance of such Enterprise Registration Certificate.

**Article 51. Accounting regime**

1. The accounting regime used by the Company is the Vietnam Accounting System (VAS), the corporate accounting regime or other specific accounting regimes issued by competent agencies approved by the Ministry of Finance.
2. The company prepares accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to substantiate and explain the Company's transactions.
3. The company uses the accounting currency of Vietnam dong. In case the company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the currency unit in accounting, take responsibility for such choice before law and notify it to the direct tax administration agency.

**Chapter XV**  
**ANNUAL REPORTS, FINANCIAL STATEMENTS**  
**AND DISCLOSURE RESPONSIBILITIES**

**Article 52. Annual, semi-annual and quarterly financial statements**

1. The company must prepare annual financial statements and annual financial statements must be audited in accordance with the provisions of law. The company announces the audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to the competent state agency.
2. Annual financial statements must include all reports, appendices and explanations in accordance with the law on corporate accounting. The annual financial statements must reflect honestly and objectively the Company's operations.



3. The company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.

**Article 53. Annual Report**

The company must prepare and publish an annual report in accordance with the provisions of the law on securities and securities market.

**Chapter XVI  
CORPORATE AUDIT**

**Article 54. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or adopt a list of independent auditing firms and authorize the Board of Directors to select one of these entities to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors administration.

2. A copy of the audit report is attached to the Company's annual financial statements.

3. Independent auditors performing the audit of the Company are allowed to attend the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive and express opinions at the General Meeting on matters related to the audit of the report the Company's finances.

**Chapter XVII  
COMPANY SEALS**

**Article 55. Seal of the Business**

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form and content of seals of the Company, its branches and representative offices (if any).

3. The Board of Directors and the Director shall use and manage the seal in accordance with current law.

**Chapter XVIII  
COMPANY DISSOLUTION**

**Article 56. Dissolution of the company**

1. The company may be dissolved in the following cases:

a) Termination of the operation term stated in the company's charter without a decision on extension;

b) According to the resolutions and decisions of the General Meeting of Shareholders;

c) The Enterprise Registration Certificate is revoked, unless otherwise provided for by the Law on Tax Administration;



d) Other cases as prescribed by law.

2. The dissolution of the Company ahead of time (including the extended time limit) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

#### **Article 57. Extension of Operation**

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders at least 07 months before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.

2. The operation duration shall be extended when the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the General Meeting of Shareholders approves.

#### **Article 58. Liquidation**

1. At least 06 months before the end of the Company's operation term or after the decision to dissolve the Company is issued, the Board of Directors must establish a Liquidation Board consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Board may be selected from among the Company's employees or independent experts. All liquidation-related expenses are preferentially paid by the Company before the Company's other liabilities.

2. The liquidation board shall report to the business registration authority on the date of establishment and commencement of operation. Since that time, the Liquidation Board represents the Company in all matters related to the liquidation of the Company before the Courts and administrative authorities.

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

- a) Liquidation expenses;
- b) Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract;
- c) Tax debts;
- d) Other liabilities of the Company;
- e) The remainder after all debts from (a) to (d) above have been paid shall be divided among the shareholders. Preferred shares are prioritized for prepayment.

### **Chapter XIX INTERNAL DISPUTE RESOLUTION**

#### **Article 59. Internal Dispute Resolution**

1. In case of disputes and complaints related to the Company's operations, the rights and obligations of shareholders in accordance with the provisions of the Law on Enterprises, other legal provisions, the company's Charter, the provisions between:

- a) Shareholders with the Company;



b) Shareholders with the Board of Directors, Supervisory Board, Directors or other executives;

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present information related to the dispute within 15 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to mediate the dispute resolution process.

2. In case the conciliation decision is not reached within 06 weeks from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, one party may bring the dispute to Economic Arbitration or the Economic Court.

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

## **Chapter XX SUPPLEMENTS AND AMENDMENTS TO THE CHARTER**

### **Article 60. Company Charter**

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case there are provisions of law related to the operation of the Company which are not mentioned in this Charter, or in case there are new provisions of law that are different from the provisions of this Charter, the provisions of such law shall naturally apply and regulate the operation of the Company.

## **Chapter XXI EFFECT**

### **Article 61. Effective Date**

1. This Charter consists of 21 chapters and 61 articles unanimously approved by the General Meeting of Shareholders of Petrolimex Saigon Transport and Service Joint Stock Company on April 3, 2026 at the Annual General Meeting of Shareholders in 2026 and jointly approves the full validity of this Charter.

2. The Charter shall be made in 10 copies, of equal validity and must be kept at the Company's head office.

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

## **LEGAL REPRESENTATIVE**

