

**ORIENTAL SHIPPING AND
TRADING JOINT STOCK COMPANY**

No: 08../TTr-ĐHĐCĐ

**THE SOCIALIST REPUBLIC OF
VIETNAM**
Independence - Freedom - Happiness

Hanoi, March 26, 2025

PROPOSAL
(Regarding the approval of amendments and supplements to the Company Charter)
To: Annual General Meeting of Shareholders 2025

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021;*
- Pursuant to the Securities Law dated November 26, 2019;*
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;*
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;*
- Pursuant to the Charter of organization and operation of Phuong Dong Shipping and Trading Joint Stock Company;*

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of amendments and supplements to a number of articles of the Company Charter, specifically as follows:

Amendments	Current regulations	Content of proposed amendments and supplements	Explain

Introduction	he Charter of Orient Shipping and Trading Joint Stock Company (hereinafter referred to as the "Charter") was adopted by Resolution of the Annual General Meeting of Shareholders of Orient Shipping and Trading Joint Stock Company held on June 28, 2025.	The Charter of Orient Shipping and Trading Joint Stock Company (hereinafter referred to as the "Charter") was adopted by a valid resolution of the General Meeting of Shareholders of Orient Shipping and Trading Joint Stock Company on April 22, 2026.	
Point c, Clause 1, Article 1	Article 1. Explanation of Terms c) The Enterprise Law is the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;	Article 1. Explanation of Terms c)The Enterprise Law is the Enterprise Law No. 59/2020/QH14 dated June 17, 2020; and its amending documents b	More suitable for actual situation and legal regulations
Add point f, clause 1, Article 1	Do not have	Add Article 1. Explanation of terms f) The company is Orient Transport and Trade Joint Stock Company, abbreviated as OSTC;	
Clause 3, Article 2	Article 2. Name, form, head office, branches, representative offices and operating period of the Company 3.... The head office of the Company may be changed by decision of the Board of Directors after consultation with the General Meeting of Shareholders and registered with the competent state authority.	Remove the content "The Company's registered office may be changed by decision of the Board of Directors after consultation with the General Meeting of Shareholders and registration with the competent state authority".	
Article 6.	Article 6. Scope of Business and Activities of the Company	Article 6. Scope of Business and Operations of the Company	

		<p>1. The Company is permitted to conduct business activities in the registered business lines specified in this Charter, and in the notification of changes to the registration content with the business registration authority and published on the national business registration portal and this Charter, in accordance with current laws and regulations, and to take appropriate measures to achieve the Company's objectives.</p> <p>2. The Company may conduct business activities in other sectors permitted by law and approved by the General Meeting of Shareholders.</p>	<p>The Company is permitted to conduct business activities in the registered business lines specified in this Charter, and to notify changes to the registration content to the business registration authority and publish them on the National Business Registration Portal. In the event that OSTC engages in conditional investment and business activities, OSTC must meet the business conditions as stipulated in the Investment Law and relevant specialized laws.</p>	
Clause 2 Article 37	<p>Article 37. Powers and Obligations of the Board of Directors</p> <p>2. The Board of Directors has the following powers and obligations:</p> <p>e) Deciding on investment plans and investment projects with a value less than 35% of the total asset value recorded in the Company's most recent financial statement and limited according to the provisions of law.</p>	<p>Article 37. Powers and Obligations of the Board of Directors</p> <p>1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.</p>		

	<p>g) Deciding on solutions for market development, marketing and technology;</p> <p>h) Deciding on changes to the form and content of the Company's logo;</p> <p>i) Deciding on the liquidation and sale of assets with a value less than 35% of the total asset value recorded in the Company's most recent financial statement;</p> <p>k) Through purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, and contracts and transactions within the authority of the General Meeting of Shareholders as stipulated in point d, clause 1, Article 23, and clause 4, Article 57 of this Charter;</p> <p>l) Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts for the General Director, Deputy General Director, and Chief Accountant; decide on the salaries, remuneration, bonuses, and other benefits of those managers;</p>	<p>2. The Board of Directors has the following powers and obligations:</p> <p>a) Deciding on the Company's strategy, medium-term development plan, and annual business plan;</p> <p>b) Proposing the types of shares and the total number of shares authorized for sale of each type;</p> <p>c) Deciding on the sale of unsold shares within the scope of the number of shares authorized for sale of each type; deciding on raising additional capital through other forms;</p> <p>d) Deciding on the selling price of the Company's shares and bonds;</p> <p>e) Deciding on the repurchase of shares as stipulated in Clauses 1 and 2 of Article 11 of these Charters;</p> <p>e) Deciding on investment plans and investment projects with a value less than 35% of the total asset value recorded in the Company's most recent financial statement and limited by law, including investment projects included in and arising outside the</p>	
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	<p>m) Appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, decide on the remuneration and other benefits of those representatives; nominate candidates for membership in the Board of Directors, the Supervisory Board, or recommend the appointment of supervisors in other enterprises;</p> <p>n) Delegating or authorizing the General Director to make decisions regarding investment plans and investment projects; plans for liquidation, sale of fixed assets, leasing, and renting of fixed assets; borrowing, lending, internal regulations of the Company, and other matters within the authority of the Board of Directors;</p> <p>o) Supervising and directing the General Director and other managers in the daily operation of the Company;</p> <p>p) Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices,</p>	<p>annual business and investment plan approved by the General Meeting of Shareholders; for projects arising outside the plan, the Board of Directors shall report to the General Meeting of Shareholders at the nearest annual General Meeting of Shareholders;</p> <p>g) Deciding on solutions for market development, marketing, and technology;</p> <p>h) Deciding on changes to the form and content of the Company's logo;</p> <p>i) Deciding on the liquidation and sale of assets with a value less than 35% of the total asset value recorded in the Company's most recent financial statement;</p> <p>k) Through purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, and contracts and transactions within the authority of the General Meeting of Shareholders as stipulated in point d, clause 1, Article 23, and clause 4, Article 57 of this Charter;</p>	
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	<p>and the contribution of capital or purchase of shares in other enterprises; deciding on capital investment outside the enterprise;</p> <p>q) Approving the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;</p> <p>r) Submitting the audited annual financial statements to the General Meeting of Shareholders;</p> <p>s) Proposing the dividend rate to be paid; (a) Deciding on the timeframe and procedures for dividend payments or handling losses incurred during business operations;</p> <p>(b) Proposing the reorganization or dissolution of the Company; requesting the Company's bankruptcy;</p> <p>(u) Deciding on the issuance of the Board of Directors' operating regulations and internal regulations on corporate governance after approval by the General Meeting of Shareholders; deciding on the issuance of the</p>	<p>l) Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts for the General Director, Deputy General Director, and Chief Accountant; decide on the salaries, remuneration, bonuses, and other benefits of those managers;</p> <p>m) Appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, decide on the remuneration and other benefits of those representatives; nominate candidates for membership in the Board of Directors, the Supervisory Board, or recommend the appointment of supervisors in other enterprises;</p> <p>n) Delegating or authorizing the General Director to make decisions regarding investment plans and investment projects; plans for liquidation, sale of fixed assets, leasing, and renting of fixed assets; borrowing, lending, internal regulations of the Company, and other matters within the authority of the Board of Directors;</p>	
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	<p>operating regulations of the Audit Committee under the Board of Directors, and regulations on the disclosure of company information;</p> <p>(v) The Company has the right to guarantee domestic and foreign loans for companies and units in which the Company has invested 100% of the charter capital in accordance with current legal regulations. The Board of Directors decides on guarantees with a value less than 35% of the total asset value recorded in the Company's most recent financial statement;</p> <p>(w) Reporting to the General Meeting of Shareholders at the nearest annual General Meeting of Shareholders on matters approved in previous General Meeting of Shareholders' resolutions that have not yet been implemented. In case of changes to the content within the authority of the General Meeting of Shareholders, the Board of Directors must submit them to the General Meeting of Shareholders for approval at the nearest meeting before implementation;</p> <p>x) Other rights and obligations as prescribed by law.</p>	<p>o) Supervising and directing the General Director and other managers in the daily operation of the Company;</p> <p>p) Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises; deciding on capital investment outside the enterprise;</p> <p>q) Approving the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;</p> <p>r) Submitting the audited annual financial statements to the General Meeting of Shareholders;</p> <p>s) Proposing the dividend rate to be paid; (a) Deciding on the timeframe and procedures for dividend payments or handling losses incurred during business operations;</p>	
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	<p>3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities at the annual General Meeting of Shareholders on the following contents:</p> <p>a. Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors as stipulated in Clause 3, Article 38 of this Charter.</p> <p>b. Summary of the meetings of the Board of Directors and the decisions of the Board of Directors.</p> <p>c. Report on transactions between the Company, its subsidiaries, and companies in which the Company holds a controlling stake of 50% or more of the charter capital with members of the Board of Directors and their related parties; Transactions between the Company and other companies in which a member of the Board of Directors is a founding member or business manager within the three years preceding the transaction.</p> <p>d. Activities of other subcommittees of the Board of Directors (if any).</p>	<p>(b) Proposing the reorganization or dissolution of the Company; requesting the Company's bankruptcy;</p> <p>(u) Deciding on the issuance of the Board of Directors' operating regulations and internal regulations on corporate governance after approval by the General Meeting of Shareholders; deciding on the issuance of the operating regulations of the Audit Committee under the Board of Directors, and regulations on the disclosure of company information;</p> <p>(v) The Company has the right to guarantee domestic and foreign loans for companies and units in which the Company has invested 100% of the charter capital in accordance with current legal regulations. The Board of Directors decides on guarantees with a value less than 35% of the total asset value recorded in the Company's most recent financial statement;</p> <p>(w) Reporting to the General Meeting of Shareholders at the nearest annual General Meeting of Shareholders on matters approved in previous General Meeting of Shareholders'</p>	
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	<p>e. Results of supervision of the General Director.</p> <p>f. Results of supervision of other executives.</p> <p>g. Future plans.</p>	<p>resolutions that have not yet been implemented. In case of changes to the content within the authority of the General Meeting of Shareholders, the Board of Directors must submit them to the General Meeting of Shareholders for approval at the nearest meeting before implementation;</p> <p>x) Other rights and obligations as prescribed by law.</p> <p>3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities at the annual General Meeting of Shareholders on the following contents:</p> <p>a. Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors as prescribed in Clause 3, Article 38 of this Charter.</p> <p>b. Summary of the meetings of the Board of Directors and the decisions of the Board of Directors.</p>	
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		c. Report on transactions between the Company, its subsidiaries, and companies controlled by the Company.	
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Respectfully submit to the General Meeting of Shareholders for consideration and approval, and respectfully submit to the General Meeting of Shareholders to assign the Board of Directors to organize the implementation of procedures, sign relevant documents to complete the amendment and supplement to the Charter of Oriental Shipping and Trading Joint Stock Company and report to the competent State agency according to regulations (if any).

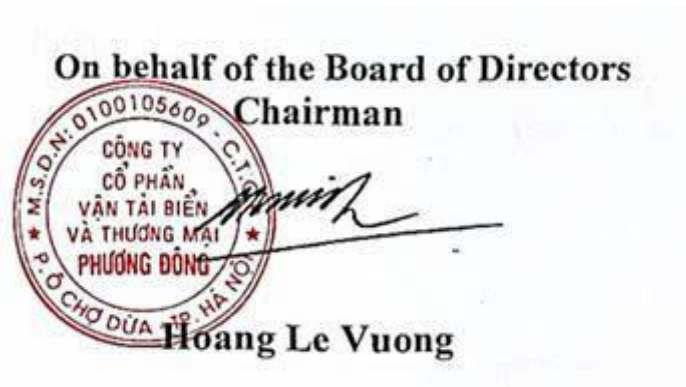
(The Draft amended and supplemented Charter has been posted on the Company's Website at www.ostc.com.vn since April 22, 2026 for shareholders to refer to and give comments before the General Meeting takes place).

Respectfully submit to the 2026 Annual General Meeting of Shareholders for consideration and approval./.

Thank you for your consideration./.

To:

- All Shareholders;
- Members of the Board of Directors, Supervisory Board, General Director;
- Archive for the Administration Office



**ORIENTAL SHIPPING AND
TRADING JOINT STOCK
COMPANY**

No: 10/TTr-ĐHĐCĐ

**THE SOCIALIST REPUBLIC OF
VIETNAM**
Independence - Freedom - Happiness

Hanoi, March 20 th, 2026

SUBMISSION

(Re: Approval of Amendments and Supplements to the Operational Charter of the Board of Directors of the Company)

To: The 2026 Annual General Meeting of Shareholders

- Pursuant to the Law on Enterprises No. 59/2020/QH14, adopted by the National Assembly of the Socialist Republic of Viet Nam on 17 June 2020 and effective as of 01 January 2021;
- Pursuant to the Law on Securities dated 26 November 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance providing guidance on corporate governance applicable to public companies as stipulated in Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter on Organization and Operation of Oriental Shipping and Trading Joint Stock Company;

The Board of Directors respectfully submits to the General Meeting of Shareholders for its consideration and approval the amendments and supplements to the Operational Charter of the Board of Directors of the Company, as follows:

STT	Current Provisions of the Operational Charter	Draft Operational Charter	Legal Basis for the Amendments	Note
1	<p>Article 5. Term of Office and Number of Members of the Board of Directors</p> <p>1. The Board of Directors shall comprise five (05) members.</p>	<p>Article 5. Term of Office and Number of Members of the Board of Directors</p> <p>1. The Board of Directors shall comprise three (03) members.</p>	Pursuant to the Company's Charter	
	<p>Article 6. Qualifications and Conditions for Members of the Board of Directors</p> <p>1. Members of the Board of Directors must satisfy the following qualifications and conditions:</p> <p>a) Not fall within the subjects specified in Clause 2, Article 17 of the Law on Enterprises;</p> <p>b) Possess professional qualifications and experience in business management or in the fields, industries, or business lines of the Company, and need not necessarily be shareholders of the Company, except as otherwise stipulated in the Company's Charter;</p> <p>c) Members of the Company's Board of Directors may simultaneously serve as members of the board of directors of other companies;</p> <p>d) Members of the Board of Directors shall not be persons with a family relationship with the General Director or other managerial personnel of the Company, or with managerial personnel or persons authorized to appoint managerial personnel of the parent company;</p>	<p>Article 6. Qualifications and Conditions for Members of the Board of Directors</p> <p>1. Members of the Board of Directors must satisfy the qualifications and conditions set forth in Clauses 1 and 2, Article 35 of the Company's Charter.</p>	.	

STT	Current Provisions of the Operational Charter	Draft Operational Charter	Legal Basis for the Amendments	Note
	đ) Other qualifications and conditions as stipulated in the Company's Charter.			
	<p>Article 7. Chairman of the Board of Directors</p> <p>3. The Chairman of the Board of Directors shall have the following rights and obligations:</p> <p>a) Develop the programs and operational plans of the Board of Directors;</p> <p>b) Prepare the agenda, content, and documents for the meetings; convene, preside over, and chair the meetings of the Board of Directors;</p> <p>c) Organize the adoption of resolutions and decisions of the Board of Directors;</p> <p>d) Supervise the implementation of the resolutions and decisions of the Board of Directors;</p> <p>đ) Chair the meetings of the General Meeting of Shareholders;</p> <p>e) Exercise other rights and perform other obligations as prescribed by the Law on Enterprises and the Company's Charter.</p>	<p>Article 7. Chairman of the Board of Directors</p> <p>3. The rights and obligations of the Chairman of the Board of Directors are as stipulated in Clause 3, Article 37 of the Company's Charter.</p>		
	<p>Article 8. Dismissal, Removal, Replacement, and Supplementation of Members of the Board of Directors</p> <p>1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:</p> <p>a) Failing to meet the qualifications and conditions prescribed under Article 155 of the</p>	<p>Article 8. Dismissal, Removal, Replacement, and Supplementation of Members of the Board of Directors</p> <p>1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:</p> <p>a) Failing to meet the qualifications and conditions prescribed in Clause 1, Article</p>		

STT	Current Provisions of the Operational Charter	Draft Operational Charter	Legal Basis for the Amendments	Note
	<p>Law on Enterprises; e) Providing false personal information to the Company as a candidate for the Board of Directors; f) Other cases as stipulated in the Company's Charter.</p> <p>2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases: a) Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure; b) Other cases as stipulated in the Company's Charter.</p> <p>3. The Board of Directors shall convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases: a) The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company's Charter. In such case, the Board of Directors shall convene the General Meeting of Shareholders within sixty (60) days from the date on which the number of members was reduced by more than one-third; b) The number of independent members of the Board of Directors falls below the ratio prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;</p>	<p>35 of the Company's Charter; e) Providing false personal information to the Company as a candidate for the Board of Directors.</p> <p>2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the cases prescribed in Clause 2, Article 36 of the Company's Charter.</p> <p>3. The Board of Directors shall convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the cases prescribed in Clause 4, Article 36 of the Company's Charter.</p>		

STT	Current Provisions of the Operational Charter	Draft Operational Charter	Legal Basis for the Amendments	Note
	c) Except for the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who were dismissed or removed at the most recent meeting.			
	<p>Article 9. Procedures for Election, Dismissal, and Removal of Members of the Board of Directors</p> <p>1. Shareholders or a group of shareholders holding five percent (5%) or more of the total common shares shall have the right to nominate candidates to the Board of Directors. Unless otherwise provided in the Company's Charter, the nomination of candidates to the Board of Directors shall be carried out as follows:</p> <p>b) Based on the number of members of the Board of Directors, the shareholders or group of shareholders referred to in this Clause shall have the right to nominate one or more persons as candidates to the Board of Directors in accordance with the decision of the General Meeting of Shareholders. If the number of candidates nominated by such shareholders or group of shareholders is less than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall</p>	<p>Article 9. Procedures for Election, Dismissal, and Removal of Members of the Board of Directors</p> <p>1. Shareholders or a group of shareholders holding ten percent (10%) or more of the total common shares shall have the right to nominate candidates to the Board of Directors. Unless otherwise provided in the Company's Charter, the nomination of candidates to the Board of Directors shall be carried out as follows:</p> <p>b) Based on the number of members of the Board of Directors, the shareholders or group of shareholders referred to in this Clause shall have the right to nominate one or more persons as candidates to the Board of Directors in accordance with the decision of the General Meeting of Shareholders. If the number of candidates nominated by such shareholders or group of shareholders is less than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by</p>		

STT	Current Provisions of the Operational Charter	Draft Operational Charter	Legal Basis for the Amendments	Note
	<p>be nominated by the Board of Directors and other shareholders.</p> <p>Shareholders or a group of shareholders holding from 5% to under 10% of the total voting shares are entitled to nominate one (01) candidate; from 10% to under 30%, up to two (02) candidates; from 30% to under 40%, up to three (03) candidates; from 40% to under 50%, up to four (04) candidates; from 50% to under 60%, up to five (05) candidates; from 60% to under 70%, up to six (06) candidates; from 70% to 80%, up to seven (07) candidates; and from 80% to under 90%, up to eight (08) candidates.</p> <p>3. Unless otherwise provided in the Company's Charter, the election of members of the Board of Directors shall be conducted by cumulative voting, under which each shareholder has a total number of votes equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors. Shareholders may allocate all or part of their total votes to one or more candidates. Elected members of the Board of Directors shall be determined based on the highest number of votes, starting from the candidate with the highest number of votes until the number of members prescribed in the Company's Charter is reached. In the event that two (02) or more candidates receive the</p>	<p>the Board of Directors and other shareholders.</p> <p>Shareholders or a group of shareholders holding: from 10% to under 20% of the total voting shares are entitled to nominate one (01) candidate; from 20% to under 40%, up to three (03) candidates; from 40% to under 70%, up to four (04) candidates; and 70% or more, entitled to nominate all required candidates.</p> <p>3. The election of members of the Board of Directors shall be conducted by cumulative voting, under which each shareholder has a total number of votes equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors. Shareholders may allocate all or part of their total votes to one or more candidates. Elected members of the Board of Directors shall be determined based on the highest number of votes, starting from the candidate with the highest votes until the number of members prescribed in the Company's Charter is reached. In the event that two (02) or more candidates receive the same number of votes for the last Board member position, a re-election shall be conducted among the candidates with equal votes, or selection shall be made according to</p>		

STT	Current Provisions of the Operational Charter	Draft Operational Charter	Legal Basis for the Amendments	Note
	same number of votes for the last Board member position, a re-election shall be conducted among the candidates with the equal votes, or selection shall be made according to the election criteria in the Election Regulations or the Company's Charter.	the election criteria approved by the General Meeting of Shareholders		
	<p>Article 10. Notification of Election, Dismissal, and Removal of Members of the Board of Directors</p> <p>1. In the event that candidates for the Board of Directors have been identified, the Company shall disclose information regarding such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's official website, so that shareholders may review the candidates before voting. Each candidate for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must pledge to perform their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. Information to be disclosed regarding candidates for the Board of Directors shall include:</p> <p>a) Full name, date of birth; b) Professional qualifications; c) Work experience; d) Other managerial positions (including</p>	<p>Article 10. Notification of Election, Dismissal, and Removal of Members of the Board of Directors</p> <p>1. In the event that candidates for the Board of Directors have been identified, the Company shall disclose information regarding such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's official website, so that shareholders may review the candidates before voting. Each candidate for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must pledge to perform their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. The information disclosed regarding candidates for the Board of Directors shall include the contents specified in Points a, b, c, d, đ, e, and f, Clause 1, Article 33 of the Company's Charter.</p>		

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	<p>positions on the boards of directors of other companies);</p> <p>đ) Interests related to the Company and its related parties;</p> <p>e) Other information (if any) as prescribed in the Company's Charter;</p> <p>g) Public companies shall be responsible for disclosing information regarding other companies in which the candidate holds a position as a board member or other managerial position, as well as any interests related to such companies (if any).</p>			
	<p>Article 11. Rights and Obligations of the Board of Directors</p> <p>1. The Board of Directors is the governing body of the Company and shall have full authority to act on behalf of the Company to exercise the rights and perform the obligations of the Company, except for those rights and obligations within the authority of the General Meeting of Shareholders.</p> <p>2. The rights and obligations of the Board of Directors shall be governed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:</p> <p>a) Decide on the Company's strategy, medium-term development plans, and annual business</p>	<p>Article 11. Rights and Obligations of the Board of Directors</p> <p>1. The Board of Directors is the governing body of the Company and shall have full authority to act on behalf of the Company to decide and exercise the rights and perform the obligations of the Company, except for those rights and obligations within the authority of the General Meeting of Shareholders.</p> <p>2. The specific powers and duties of the Board of Directors are as stipulated in Clause 2, Article 37 of the Company's Charter.</p>		

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	<p>plans;</p> <p>b) Propose the types of shares and the total number of shares authorized to be offered for each type;</p> <p>c) Decide on the sale of unsold shares within the authorized limits for each type and decide on raising additional capital through other means;</p> <p>d) Decide the selling price of the Company's shares and bonds;</p> <p>đ) Decide on share buybacks in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;</p> <p>e) Decide on investment plans and projects within the Board's authority and limits as prescribed by law;</p> <p>g) Decide on market development, marketing, and technology strategies;</p> <p>h) Approve contracts for purchase, sale, borrowing, lending, and other transactions with a value equal to or exceeding 35% of the total assets recorded in the Company's most recent financial statements, as well as contracts and transactions within the authority of the General Meeting of Shareholders under Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;</p> <p>i) Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, enter into contracts with, or terminate contracts of the General Director and other key managers as prescribed in the Company's Charter;</p>			

STT	Current Provisions of the Operational Charter	Draft Operational Charter	Legal Basis for the Amendments	Note
	<p>decide on the salaries, remuneration, bonuses, and other benefits of such managers; appoint representatives to participate in the Boards or General Meetings of Shareholders of other companies, and decide on their remuneration and other rights;</p> <p>k) Supervise and direct the General Director and other managers in the daily business operations of the Company;</p> <p>l) Decide on the organizational structure, internal management regulations of the Company, the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;</p> <p>m) Approve the agenda and documents for the General Meeting of Shareholders, convene the meeting, or collect opinions for the General Meeting of Shareholders to approve resolutions;</p> <p>n) Submit the audited annual financial statements to the General Meeting of Shareholders;</p> <p>o) Propose the dividend rate; decide the timing and procedures for dividend payments or the handling of losses arising during business operations;</p> <p>p) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;</p> <p>q) Issue the Operational Charter of the Board of Directors and internal corporate governance</p>			

STT	Current Provisions of the Operational Charter	Draft Operational Charter	Legal Basis for the Amendments	Note
	<p>regulations after approval by the General Meeting of Shareholders; issue regulations on the Company's information disclosure;</p> <p>r) Exercise other rights and perform other obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and the Company's Charter.</p>			
	<p>Article 15. Meetings of the Board of Directors</p> <p>3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:</p> <p>a) At the request of the Supervisory Board or an independent member of the Board of Directors;</p> <p>b) At the request of the General Director or at least five (05) other managers;</p> <p>c) At the request of at least two (02) members of the Board of Directors;</p> <p>d) Other cases as provided in the Company's Charter.</p> <p>4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a request under Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, he/she shall be held liable for any damages incurred by the Company; the requesting party shall have the</p>	<p>Article 15. Meetings of the Board of Directors</p> <p>3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the cases specified in Clause 3, Article 40 of the Company's Charter.</p> <p>4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a request under Clause 3, Article 40 of the Company's Charter. If the Chairman fails to convene the meeting as requested, he/she shall be held liable for any damages incurred by the Company; the requesting party shall have the right to convene the meeting in place of the Chairman.</p> <p>5. The Chairman of the Board of Directors or the person convening the meeting must send the meeting notice at least three (03) working days prior to the meeting date. The notice must clearly specify the time and place of the</p>		

STT	Current Provisions of the Operational Charter	Draft Operational Charter	Legal Basis for the Amendments	Note
	<p>right to convene the meeting in place of the Chairman.</p> <p>5. The Chairman of the Board of Directors or the person convening the meeting must send the meeting notice at least five (05) working days prior to the meeting date. The notice must clearly specify the time and place of the meeting, the agenda, and the matters for discussion and resolution. The notice must be accompanied by the meeting documents and voting ballots of the members. The notice may be sent by letter, telephone, fax, electronic means, or other methods as prescribed in the Company's Charter, and must ensure delivery to the registered contact address of each member of the Board of Directors.</p> <p>6. Unless a higher voting threshold is specified in the Company's Charter, resolutions and decisions of the Board of Directors shall be passed if approved by the majority of members present at the meeting. In the event of a tie, the final decision shall follow the opinion of the Chairman of the Board of Directors</p> <p>12. Unless a higher voting ratio is prescribed in the Company's Charter, resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of members present at the meeting. In the event of a tie, the final decision shall follow the</p>	<p>meeting, the agenda, and the matters for discussion and resolution. The notice must be accompanied by the meeting documents and voting ballots of the members. The meeting notice may be sent by letter, telephone, fax, electronic means, or other methods as prescribed in the Company's Charter, and must ensure delivery to the registered contact address of each member of the Board of Directors.</p> <p>6. Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of members present at the meeting. In the event of a tie, the final decision shall follow the opinion of the Chairman of the Board of Directors.</p> <p>12. Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of members present at the meeting. In the event of a tie, the final decision shall follow the opinion of the Chairman of the Board of Directors.</p>	<p>Đề phù hợp với quy định tại Điều lệ (Điều lệ quy định tại khoản 6, Điều 40 là 03 ngày</p>	

STT	Current Provisions of the Operational Charter	Draft Operational Charter	Legal Basis for the Amendments	Note
	opinion of the Chairman of the Board of Directors.			
	<p>Article 17. Minutes of the Board of Directors' Meetings</p> <p>1. Meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language. The minutes shall include the following key contents:</p> <p>a) Name, registered office address, and business registration number of the Company;</p> <p>b) Time and place of the meeting;</p> <p>c) Purpose, agenda, and contents of the meeting;</p> <p>d) Full names of attending members or their authorized representatives and the manner of attendance; full names of absent members and the reasons for absence;</p> <p>đ) Matters discussed and voted on during the meeting;</p> <p>e) Summary of statements made by each attending member in the order of the meeting's progress;</p> <p>g) Voting results, specifying which members voted in favor, against, or abstained;</p> <p>h) Matters approved and the corresponding voting ratios;</p> <p>i) Full names and signatures of the</p>	<p>Article 17. Minutes of the Board of Directors' Meetings</p> <p>1. Meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in English. The minutes shall include the following key contents:</p> <p>a) Name, registered office address, and business registration number of the Company;</p> <p>b) Time and place of the meeting;</p> <p>c) Purpose, agenda, and contents of the meeting;</p> <p>d) Full names of attending members or their authorized representatives and the manner of attendance; full names of absent members and the reasons for absence;</p> <p>đ) Matters discussed and voted on during the meeting;</p> <p>e) Summary of statements made by each attending member in the order of the meeting's progress;</p> <p>g) Voting results, specifying which members voted in favor, against, or abstained;</p> <p>h) Matters approved and the corresponding voting ratios;</p>		

STT	Current Provisions of the Operational Charter	Draft Operational Charter	Legal Basis for the Amendments	Note
	<p>chairperson and the secretary of the minutes, except as provided in Clause 2 of this Article.</p> <p>5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign language version, the contents of the Vietnamese version shall prevail.</p>	<p>i) Full names and signatures of the chairperson and the secretary of the minutes, except as provided in Clause 2 of this Article.</p> <p>5. Minutes prepared in Vietnamese and in English shall have equal legal validity. In the event of any discrepancy between the Vietnamese and English versions, the contents of the Vietnamese version shall prevail.</p> <p>6. The Chairman of the Board of Directors shall be responsible for sending the minutes of the Board of Directors' meetings to all members. Such minutes shall serve as valid evidence of the proceedings conducted during the meeting, unless objections to the contents of the minutes are raised within ten (10) days from the date of sending. The minutes must bear the signatures of the chairperson and the secretary, except as provided in Clause 2 of this Article.</p>		
	<p>Article 24. Effectiveness</p> <p>The Operational Regulations of the Board of Directors of Phuong Dong Marine Transport and Trade Joint Stock Company, consisting of 7 chapters and 24 articles, shall take effect from May 10, 2021.</p>	<p>Article 24. Effectiveness</p> <p>The Operational Regulations of the Board of Directors of Phuong Dong Marine Transport and Trade Joint Stock Company, comprising 7 chapters and 24 articles, shall take effect from 2026.</p>		

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval, and further requests authorization for the Board to organize and carry out the necessary procedures, execute related documents, and complete the amendment and supplementation of the Operational Regulations of the Board of Directors of Phuong Dong Marine Transport and Trade Joint Stock Company, and report to the competent State authorities in accordance with the law (if applicable).

(The Draft Amended and Supplemented Operational Regulations of the Board of Directors have been posted on the Company's website at www.ostc.com.vn since March 24, 2026, for shareholders' reference and feedback prior to the General Meeting.)

The Board respectfully submits this to the 2026 Annual General Meeting of Shareholders for consideration and approval.

Get smarter responses, upload files and images, and more.

To:

- All Shareholders;
- Members of the Board of Directors,
Supervisory Board, General Director;
- Archive for the Administration Office



**ORIENTAL SHIPPING AND
TRADING JOINT STOCK
COMPANY**

No: 11/TTr-DHĐCĐ

**THE SOCIALIST REPUBLIC OF
VIETNAM**
Independence - Freedom - Happiness

Hanoi, March 20 th, 2026

SUBMISSION

**(Regarding the approval of amendments and supplements to
the Operational Regulations of the Supervisory Board of the Company)**

To: The 2026 Annual General Meeting of Shareholders

- *Pursuant to the Law on Enterprises No. 59/2020/QH14, adopted by the National Assembly of the Socialist Republic of Viet Nam on 17 June 2020 and effective as of 01 January 2021;*
- *Pursuant to the Law on Securities dated 26 November 2019;*
- *Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance providing guidance on corporate governance applicable to public companies as stipulated in Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *Pursuant to the Charter on Organization and Operation of Oriental Shipping and Trading Joint Stock Company;*

The Supervisory Board respectfully submits to the General Meeting of Shareholders for consideration and approval the amendments and supplements to the Operational Regulations of the Company's Supervisory Board, as follows:

STT	Current Provisions of the Operational Charter	Draft Operational Charter	Legal Basis for the Amendments	Note
1	<p>Article 9. Cases of Dismissal and Removal of Members of the Supervisory Board</p> <p>1. The General Meeting of Shareholders shall dismiss a member of the Supervisory Board in the following cases:</p> <ul style="list-style-type: none"> a) No longer meeting the criteria and conditions for being a member of the Supervisory Board as prescribed in Article 169 of the Law on Enterprises; b) Submitting a resignation letter which is accepted; c) Other cases as stipulated in the Company's Charter. <p>2. The General Meeting of Shareholders shall remove a member of the Supervisory Board in the following cases:</p> <ul style="list-style-type: none"> a) Failure to fulfill assigned duties and responsibilities; b) Failure to exercise rights and perform obligations for six (06) consecutive months, except in cases of force majeure; c) Repeated violations or serious violations of the duties of a Supervisory Board member as prescribed by the Law on Enterprises and the Company's Charter; d) Other cases as decided by resolution of the General Meeting of Shareholders. 	<p>Article 9. Cases of Dismissal and Removal of Members of the Supervisory Board</p> <p>1 The General Meeting of Shareholders shall dismiss a member of the Supervisory Board in the following cases:</p> <ul style="list-style-type: none"> a) No longer meeting the criteria and conditions for being a member of the Supervisory Board as prescribed in Clause 2, Article 50 of the Company's Charter; b) Submitting a resignation letter which is accepted. <p>2. The General Meeting of Shareholders shall remove a member of the Supervisory Board in the cases prescribed in Clause 3, Article 50 of the Company's Charter.</p>	Pursuant to the Company's Charter	

The Supervisory Board respectfully submits to the General Meeting of Shareholders for consideration and approval, and further proposes that the General Meeting of Shareholders authorize the Supervisory Board to organize the implementation, carry out necessary procedures, and execute relevant documents to complete the amendments and supplements to the Operational Regulations of the Supervisory Board of Oriental Shipping and Trading Joint Stock Company, and to report to the competent State authorities in accordance with regulations (if any).

(The draft amended and supplemented Operational Regulations of the Supervisory Board have been published on the Company's website at www.ostc.com.vn since March 24, 2026, for shareholders' reference and comments prior to the Meeting.)

Respectfully submitted to the 2026 Annual General Meeting of Shareholders for consideration and approval.

Recipient:

- *General meeting of shareholders*
- *Save the Board of Supervisors*

On behalf of the Supervisory Board
Chief

Mr. Pham Cao Nhue

