

**CÔNG TY CỔ PHẦN DỊCH VỤ  
PHÂN PHỐI TỔNG HỢP DẦU KHÍ  
PETROLEUM GENERAL  
DISTRIBUTION SERVICES JOINT  
STOCK COMPANY**

**CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM  
Độc lập - Tự do - Hạnh phúc  
THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom – Happiness**

Số/ No.: 148/CV-PSD

Tp. Hồ Chí Minh, ngày 28 tháng 5 năm 2026  
Ho Chi Minh City, May 28<sup>th</sup>, 2026

**CÔNG BỐ THÔNG TIN BẤT THƯỜNG**  
**EXTRAORDINARY INFORMATION DISCLOSURE**

Kính gửi : **SỞ GIAO DỊCH CHỨNG KHOÁN HÀ NỘI;**  
To : **Hanoi Stock Exchange**

- Tên Tổ chức: **Công ty Cổ phần Dịch vụ Phân phối Tổng hợp Dầu Khí**  
*Name of organization: Petroleum General Distribution Services Joint Stock Company*
  - Mã chứng khoán: **PSD**  
*Stock Code: PSD*
  - Địa chỉ trụ sở chính: P.207, Tòa nhà PetroVietnam, Số 1-5 Lê Duẩn, Phường Sài Gòn, Tp. Hồ Chí Minh  
*Address: Room 207, PetroVietnam Building, No. 1-5 Le Duan Street, Sai Gon Ward, Ho Chi Minh City*
  - Điện thoại liên hệ/ Tel: 08.39115578 Fax: 08.39115579
- Nội dung của thông tin công bố:  
*Contents of disclosure:*

Công ty Cổ phần Dịch vụ Phân phối Tổng hợp Dầu khí công bố thông tin Nghị quyết Hội đồng quản trị về việc Thông qua Thay đổi vốn điều lệ và sửa đổi điều lệ công ty.

*The Petroleum General Distribution Services Joint Stock Company announces disclosure of the Board of Directors' Resolution approving the Increase of Charter Capital and Amendment to the Company Charter.*
- Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 28/5./2026 tại đường dẫn [www.psd.com.vn](http://www.psd.com.vn)  
*This information was published on the company's website on 28/5.2026 (date), as in the link [www.psd.com.vn](http://www.psd.com.vn)*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.



*We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

**Tài liệu đính kèm:**

- Nghị quyết Hội đồng quản trị;

**Attached documents:**

- Board of Directors' Resolution.

**Đại diện tổ chức**

**Organization representative**

**Người được ủy quyền**

**Công bố thông tin**

**Person authorized to disclose information**



**CÔNG TY CỔ PHẦN DỊCH VỤ  
PHÂN PHỐI TỔNG HỢP DẦU KHÍ  
PETROLEUM GENERAL  
DISTRIBUTION SERVICES JOINT  
STOCK COMPANY**

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM  
Độc lập – Tự do – Hạnh phúc  
SOCIALIST REPUBLIC OF VIET NAM  
Independence – Freedom – Happiness**

Số/No: 16/NQ-PSD-HĐQT

Tp. Hồ Chí Minh, ngày 27 tháng 5 năm 2026  
Ho Chi Minh City, May 27, 2026

**NGHỊ QUYẾT  
RESOLUTION**

**Về việc: Thông qua thay đổi vốn điều lệ và sửa đổi Điều lệ Công Ty  
On the Approval of the Increase of Charter Capital  
and Amendment to the Company Charter**

**HỘI ĐỒNG QUẢN TRỊ**

**CÔNG TY CỔ PHẦN DỊCH VỤ PHÂN PHỐI TỔNG HỢP DẦU KHÍ  
THE BOARD OF DIRECTORS  
OF PETROLEUM GENERAL DISTRIBUTION SERVICES JOINT STOCK COMPANY**

- Căn cứ Luật Doanh nghiệp 2020 và các văn bản hướng dẫn thi hành/ Pursuant to the Law on Enterprises 2020 and its guiding documents;
- Căn cứ Điều lệ Công ty Cổ phần Dịch vụ Phân phối Tổng hợp Dầu khí (“Công Ty”)/ Pursuant to the Charter of Petroleum General Distribution Services Joint Stock Company (“the Company”);
- Căn cứ Giấy chứng nhận đăng ký doanh nghiệp Công ty Cổ phần Dịch vụ Phân phối Tổng hợp Dầu khí thay đổi lần thứ 34 cấp ngày 27/08/2025/ Pursuant to the 34th amended Enterprise Registration Certificate of Petroleum General Distribution Services Joint Stock Company dated 27 August 2025;
- Căn cứ Nghị quyết Đại hội đồng cổ đông Công Ty số 02/NQ-PSD-ĐHĐCĐ ngày 15/4/2026/ Pursuant to the Resolution of the General Meeting of Shareholders No. 02/NQ-PSD-ĐHĐCĐ dated April 15, 2026;
- Căn cứ văn bản số 4575/UBCK-QLCB ngày 26/5/2026 của Ủy ban Chứng khoán Nhà nước về việc báo cáo kết quả phát hành cổ phiếu theo chương trình lựa chọn cho người lao động trong công ty của PSD/ Pursuant to Official Letter No.4575/UBCK-QLCB dated May 26, 2026 of the State Securities Commission of Vietnam regarding the filing of the report on the results of the share issuance under the Employee Stock Ownership Plan of PSD.
- Căn cứ Biên bản họp Hội đồng quản trị Công Ty ngày 27 tháng 5 năm 2026/ Pursuant to the Minutes of the Board of Directors’ meeting of the Company dated May 27, 2026;





## QUYẾT NGHỊ:

### RESOLVES:

**Điều 1. Thông qua việc thay đổi vốn điều lệ của Công Ty sau khi hoàn thành việc phát hành cổ phiếu theo chương trình lựa chọn cho người lao động năm 2026 (“Chương trình ESOP 2026”) theo Nghị quyết Đại hội đồng cổ đông thường niên số 02/NQ-PSD-ĐHĐCĐ ngày 15/4/2026 như sau:**

*Article 1. Approval of the change in the Company's charter capital following the completion of the share issuance under the Employee Stock Ownership Plan 2026 (“ESOP Program 2026”) in accordance with the Resolution of the Annual General Meeting of Shareholders No. 02/NQ-PSD-ĐHĐCĐ dated April 15, 2026, with the following details:*

- Vốn điều lệ đã đăng ký: **518.278.940.000 đồng** (Năm trăm mười tám tỷ hai trăm bảy tám triệu chín trăm bốn mươi nghìn đồng).

*Registered charter capital: VND 518.278.940.000 (In words: Five hundred eighteen billion two hundred seventy-eight million nine hundred forty thousand Vietnamese Dong).*

- Vốn điều lệ sau khi thay đổi: **540.278.940.000 đồng** (Năm trăm bốn mươi tỷ hai trăm bảy tám triệu chín trăm bốn mươi nghìn đồng).

*Charter capital after the change: VND 540.278.940.000 (In words: Five hundred forty billion two hundred seventy-eight million nine hundred forty thousand Vietnamese Dong).*

- Hình thức tăng vốn: Phát hành thêm cổ phiếu theo chương trình lựa chọn cho người lao động năm 2026 của Công Ty. Trong đó:

*Method of charter capital increase: Issuance of additional shares under the Company's Employee Stock Ownership Plan 2026 (“ESOP Program 2026”), specifically:*

- Tổng số cổ phiếu trước thời điểm phát hành theo Chương trình ESOP 2026: 51.827.894 cổ phiếu

*Total number of shares prior to the issuance under the ESOP Program 2026: 51.827.894 shares*

- Tổng số cổ phiếu phát hành thêm theo Chương trình ESOP 2026: 2.200.000 cổ phiếu

*Total number of additional shares issued under the ESOP Program 2026: 2.200.000 shares*

- Tổng số cổ phiếu sau đợt phát hành theo Chương trình ESOP 2026: 54.027.894 cổ phiếu, trong đó số lượng cổ phiếu đang lưu hành là 54.027.894 cổ phiếu và số lượng cổ phiếu quỹ là 0 cổ phiếu.

*Total number of shares after the issuance under the ESOP Program 2026: 54.027.894 shares, of which the number of outstanding shares is 54.027.894 shares and the number of treasury shares is 0 shares.*

- Thời điểm thay đổi vốn điều lệ: Ngày 26/5/2026

*Effective date of the charter capital change: May 26, 2026*

**Điều 2. Thông qua việc sửa đổi Khoản 1, Điều 6 của Điều lệ Công Ty như sau:**

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U KHÍ  
Ổ HỒ C



Article 2. Approval of the amendment to Clause 1, Article 6 of the Company Charter as follows:

“Điều 6. Vốn điều lệ, cổ phần, cổ đông sáng lập:

1. Vốn điều lệ của Công ty là **540.278.940.000 đồng** (Năm trăm bốn mươi tỷ hai trăm bảy tám triệu chín trăm bốn mươi nghìn đồng).

Tổng số vốn điều lệ của Công ty được chia thành 54.027.894 cổ phần, với mệnh giá là 10.000 đồng/cổ phần.”

“Article 6. Charter Capital, Shares and Founding Shareholders:

1. The charter capital of the Company is VND 540.278.940.000 (In words: Five hundred forty billion two hundred seventy-eight million nine hundred forty thousand Vietnamese Dong).

The total charter capital of the Company is divided into 54.027.894 shares, with a par value of VND 10.000 per share.”

**Điều 3. Giao ông Vũ Tiến Dương - Chủ tịch HĐQT và Người đại diện theo pháp luật** toàn quyền triển khai thực hiện thủ tục thay đổi nội dung đăng ký doanh nghiệp và sửa đổi, bổ sung Điều lệ theo đúng quy định của pháp luật.

Article 3. To authorize Mr. Vu Tien Duong – Chairman of the Board of Directors and Legal Representative of the Company to take full responsibility for carrying out the procedures for amendment of the enterprise registration contents and amendment and supplementation of the Company Charter in accordance with applicable laws and regulations.

**Điều 4.** Nghị quyết này có hiệu lực kể từ ngày ký. Các thành viên Hội đồng quản trị, Ban Giám đốc và các Phòng/bộ phận có liên quan căn cứ nhiệm vụ quyền hạn chịu trách nhiệm thi hành quyết định này.

Article 4. This Resolution shall take effect from the date of signing. Members of the Board of Directors, the Board of Management, and relevant departments/divisions shall, within their respective duties and authorities, be responsible for the implementation of this Resolution.

**Nơi nhận:**

- Như Điều 4;
- Lưu HĐQT.

**Recipients:**

- As stated in Article 4;
- Filed at the Board of Directors.

**TM. HỘI ĐỒNG QUẢN TRỊ**  
**CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ**  
**FOR AND ON BEHALF OF THE BOARD**  
**OF DIRECTORS**  
**CHAIRMAN**



**VŨ TIẾN DƯƠNG**

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

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## **CHARTER**

# **PETROLEUM GENERAL DISTRIBUTION SERVICES JOINT STOCK COMPANY**



*Ho Chi Minh City, May 27, 2026*



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## FOREWORD

The Charter of Petroleum General Distribution Services Joint Stock Company (the “Company”) constitutes the legal basis for the organization and operation of the Company in accordance with the Law on Enterprises and other relevant laws of Vietnam.

This Charter was initially adopted and has subsequently been amended and supplemented pursuant to the following resolutions and decisions: Resolution of the General Meeting of Shareholders dated 28/10/2011; Resolution of the General Meeting of Shareholders dated 02/04/2013; Resolution of the General Meeting of Shareholders dated 03/11/2014; Resolution of the General Meeting of Shareholders dated 27/04/2015; Resolution of the General Meeting of Shareholders dated 27/04/2016; Resolution of the General Meeting of Shareholders dated 27/04/2017; Decision No. 05A/QD-PSD of the Board of Directors dated 07/07/2018 regarding the increase of charter capital; Resolution of the General Meeting of Shareholders dated 23/04/2019; Decision No. 13/QD-PSD of the Board of Directors dated 03/07/2019 regarding the increase of charter capital; Resolution of the General Meeting of Shareholders dated 06/09/2019; Resolution of the General Meeting of Shareholders dated 02/06/2020; Resolution of the General Meeting of Shareholders dated 22/04/2021; Resolution of the General Meeting of Shareholders dated 21/04/2022; Resolution of the General Meeting of Shareholders dated 28/04/2023; Resolution No. 18/PSD-HDQT of the Board of Directors dated 22/08/2023; Resolution No. 27/PSD-HDQT of the Board of Directors dated 27/11/2023; Resolution of the General Meeting of Shareholders dated 06/11/2024; Resolution of the General Meeting of Shareholders dated 22/04/2025; Resolution of the General Meeting of Shareholders dated April 15, 2026; Resolution of the Board of Directors dated May 27, 2026.

## I. DEFINITIONS OF TERMS IN THE CHARTER

### Article 1. Explanation of terms

1. In this Charter, the following terms shall have the meanings set forth below:

a) *Charter capital* means the aggregate par value of the shares sold by, or registered for subscription upon establishment of, the Company, as provided in Article 6 of this Charter;

b) *Voting shares* means shares conferring voting rights on matters falling within the decision-making authority of the General Meeting of Shareholders;

c) *Law on Enterprises* means Law No. 59/2020/QH14 on Enterprises passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d) *Law on Securities* means Law No. 54/2019/QH14 on Securities passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

đ) *Vietnam* means the Socialist Republic of Vietnam;

e) *Date of establishment* means the date on which the Company was first issued its Enterprise Registration Certificate (or equivalent document);

g) *Executives* means the Director, Deputy Directors, Chief Accountant and Chief Financial Officer;

h) *Enterprise manager* means the Company’s managers, including the Chairman of the



Board of Directors, members of the Board of Directors, and the Director;

i) *Related person* means an individual or organization specified in Clause 46, Article 4 of the Law on Securities;

k) *Shareholder* means an individual or organization that owns at least one share of a joint-stock company;

l) *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;

m) *Major shareholder* means a shareholder specified in Clause 18, Article 4 of the Law on Securities;

n) *Duration of operation* means the duration of the Company's operation specified in Article 2 of this Charter, including any extension approved by the General Meeting of Shareholders;

o) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

p) *Petrosetco* means PetroVietnam General Services Corporation.

q) *Company* means Petroleum General Distribution Services Joint Stock Company.

2. References in this Charter to any law or legal document include any amendment, supplementation or replacement thereof.

3. Headings of Sections and Articles are inserted for convenience of reference only and shall not affect the interpretation of this Charter.

4. Words or terms defined in the Law on Enterprises shall, unless the context otherwise requires, have the same meanings in this Charter.

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

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

1. Name of the Company:

- Company name written in Vietnamese: **Petroleum General Distribution Services Joint Stock Company**

- Foreign name: Petroleum General Distribution Services Joint Stock Company

- Abbreviated name: Petrosetco Distribution JSC

- Trading name: **Petroleum General Distribution Services Joint Stock Company**

2. The Company is a joint-stock company with legal personality in accordance with the laws of Vietnam.

3. Registered office of the Company:

- Head office address: Ward 207, PetroVietnam Building, No. 1-5 Le Duan, Saigon Ward, Ho Chi Minh City

- Phone: (028) 3911 5578

- Fax: (028) 3911 5579

- Website: www.psd.com.vn

4. The Company may establish branches and representative offices in accordance with resolutions or decisions of the Board of Directors and to the extent permitted by law in order to implement the Company's business objectives.

5. The Company is a member unit of Petrosetco and operates in accordance with applicable law and this Charter.

6. Unless its operation is terminated prior to such time in accordance with Clause 2, Article 59, or its duration is extended in accordance with Article 60 of this Charter, the Company shall operate for an indefinite term.

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

1. The Company has one (01) legal representative, who is the Chairman of the Board of Directors.

2. The legal representative shall exercise the rights and perform the obligations arising from the Company's transactions; represent the Company as claimant, respondent, person with related rights and obligations before arbitral tribunals and courts; and exercise other rights and perform other obligations as prescribed by law.

## **III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY**

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

1. Business lines of the Company:

- Manufacturing communication equipment (not operating at the head office);
- Wholesale of fabrics, ready-made garments and footwear (details: Wholesale of garments);
- Repair of computers and peripheral equipment (except for mechanical processing, waste recycling, electroplating);
- Wholesale of electronic and telecommunications equipment and components (details: Purchase and sale of telecommunications equipment. Import and export of telecommunications equipment);
- Freight transport by road (details: Cargo transportation business by car (except liquefied gas for transportation));
- Wholesale of computers, peripherals and software (details: Wholesale of computers,



peripherals and software. import and export of computers, peripheral equipment and software);

- Agents, brokers, auctions (details: Agents for purchase, sale, consignment of goods);
- Other supporting services related to transportation (details: Freight forwarding services. Logistics services (except for gas liquefaction for transportation and activities related to air transport));

- Wholesale of machinery, equipment and other machine parts (details: Purchase and sale of industrial machinery and equipment, office equipment. Wholesale of machinery, electrical equipment, electrical materials (generators, electric motors, wires and equipment used in electrical circuits). Import and export of industrial machinery and equipment, office equipment, electrical equipment, electrical materials. Wholesale of medical machinery and equipment. Import and export of medical machinery and equipment);

- Advertising;

- Other telecommunications activities (details: Telecommunications service providers (except for internet service providers);

- Retailing computers, peripheral equipment, software and telecommunications equipment in specialized stores;

- Warehousing and storage of goods (details: Storage of goods (except for warehouse leasing);

- Computer programming;

- Computer consulting and computer system administration;

- Information technology services and other computer-related services;

- Data processing, leasing and related activities;

- Production of electronic components (details: Production of electronic components (not operating at the head office));

- Manufacture of computers and peripherals of computers (details: Manufacture of computers and peripherals of computers (not operating at the head office));

- Retailing other new goods in specialized shops (detail: Retailing souvenirs);

- Wholesale of other specialties not yet classified (details: Wholesale of antiseptic solutions); and

- Motor car rental (details: Passenger car rental (without accompanying driver).

- Trading in real estate, land use rights belonging to owners, users or tenants (Details: House business (except for receiving land use rights for investment in infrastructure construction according to the housing construction planning for transfer of land use rights). Offices, premises, warehouses, factories for rent. Real estate business. Leasing and operating real estate with ownership, usage or leasehold rights. Housing and apartment management

activities.)

2. Objectives of the Company's operations: to continuously develop its commercial and service activities in various business sectors in order to maximize lawful profits for the Company and its shareholders, while improving the living standards, working conditions and income of employees and contributing to socio-economic development.

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

The Company may conduct business in the lines of business registered with the competent business registration authority and duly disclosed on the National Enterprise Registration Portal. Where the Company engages in conditional business lines, it shall satisfy all applicable conditions in accordance with the Law on Investment and relevant specialized laws.

### **IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

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

1. The Company's charter capital is VND 540.278.940.000 (In words: Five hundred forty billion two hundred seventy-eight million nine hundred forty thousand Vietnamese Dong).

The total charter capital of the Company is divided into 54.027.894 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 law, unless the General Meeting of Shareholders authorizes the Board of Directors to implement a specific change in charter capital from time to time.

3. All shares of the Company as at the date of adoption of this Charter are ordinary shares. The rights and obligations attached to such shares are prescribed in Articles 12 and 13 of this Charter.

4. The Company may issue other classes of preference shares subject to approval by the General Meeting of Shareholders and in accordance with law.

5. The Company was converted from Petroleum General Distribution Services Co., Ltd.; accordingly, it has no founding shareholders.

Ordinary shares shall be offered first to the existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Shares not subscribed for in full by existing shareholders may be distributed by the Board of Directors to shareholders or other persons on terms not more favorable than those offered to the existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase its own issued shares in the cases and in the manner prescribed by this Charter and by law.



7. The Company may issue other securities in accordance with applicable law.

#### **Article 7. Share certificates**

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

2. A share certificate is a security evidencing the lawful rights and interests of its holder in respect of a portion of the charter capital of the issuer and must contain all particulars prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 10 days from the date of receipt of a complete dossier for registration of a transfer of share ownership in accordance with the Company's regulations, or within 02 months from the date of full payment for the subscribed shares in accordance with the share issuance plan (or within such other period as specified in the issuance terms), the holder of such shares shall be issued a share certificate. The shareholder shall not be required to bear the cost of printing such share certificate.

4. If a share certificate is lost, damaged or otherwise destroyed, the Company may reissue such certificate at the request of the relevant shareholder. The request must include the following details:

a) Information on the share certificate that has been lost, damaged or otherwise destroyed; and

b) An undertaking to assume responsibility for any dispute arising from the reissuance of the new share certificate.

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

Bond certificates and other securities certificates of the Company shall bear the signature of the legal representative and the seal of the Company, if any, in accordance with applicable law.

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

1. Shares are freely transferable except as otherwise provided by this Charter and applicable law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the law on securities and the 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 the owner's equity, the right to purchase newly offered shares and other benefits as prescribed by law.

#### **Article 10. Revocation of shares (for cases when registering the establishment of an enterprise)**

1. Where a shareholder fails to pay in full and on time the amount payable for subscribed shares, the Board of Directors shall notify and request such shareholder to pay the outstanding amount and to remain liable, in proportion to the total par value of the subscribed shares, for the Company's financial obligations arising from such failure to pay in full.

2. The notice referred to above must specify a new deadline for payment (being at least seven (07) days from the date of dispatch of the notice), the place of payment, and a statement



that if payment is not made as required, the unpaid shares shall be withdrawn.

3. The Board of Directors is entitled to withdraw shares that have not been paid for in full and on time if the requirements stated in the notice are not complied with.

4. Withdrawn shares shall be treated as shares authorized for sale under Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell, or authorize the sale of, such shares on terms and in a manner deemed appropriate.

5. A shareholder holding withdrawn shares shall cease to be a shareholder in respect of such shares, but shall remain liable for the total par value of the subscribed shares in relation to the Company's financial obligations arising prior to the date of withdrawal, in accordance with the decision of the Board of Directors. The Board of Directors may decide on compulsory recovery of the value of such shares.

6. The notice of withdrawal must be sent to the holder of the withdrawn shares before the date of withdrawal. The withdrawal shall remain effective notwithstanding any error or omission in the delivery of such notice.

## **V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL**

### **Article 11. Organizational structure, governance, and control**

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

1. The General Meeting of Shareholders.
2. The Board of Directors and the Supervisory Board.
3. Director.

## **VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

### **Article 12. Shareholders' rights**

1. Ordinary shareholders have the following rights:
  - a) Attend and speak at the General Meeting of Shareholders and exercise voting rights directly, through an authorized representative, or by other means prescribed by this Charter or by law. Each ordinary share carries one vote;
  - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c) Be given pre-emptive rights to subscribe for new shares in proportion to such shareholder's holding of ordinary shares in the Company;
  - d) Freely transfer shares to others, except in the cases specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
  - d) Review, inspect and extract information on names and contact addresses in the list of shareholders with voting rights and request correction of inaccurate information;
  - e) Review, inspect, extract or copy the Company's Charter, minutes of meetings of the

General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

g) Upon dissolution or bankruptcy of the Company, receive a portion of the remaining assets in proportion to the shareholding in the Company;

h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

i) Be treated equally. Each share of the same class confers equal rights, obligations and interests on its holder. Where the Company has preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

k) Have full access to periodic and ad hoc information disclosed by the Company in accordance with law;

l) Have legitimate rights and interests protected; request suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or 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 holding 05% or more of the total ordinary shares shall have the following rights:

a) Request the Board of Directors to convene the General Meeting of Shareholders according to the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b) Review, inspect and extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to the Company's trade secrets and business secrets;

c) Request the Supervisory Board to examine each specific matter relating to the management and administration of the Company's operations when deemed necessary. Such request must be made in writing and must state: full name, contact address, nationality and personal legal document number for an individual shareholder; name, enterprise code or organizational legal document number and head office address for an organizational shareholder; number of shares and time of registration of shares of each shareholder; total number of shares held by the group of shareholders and the percentage of ownership in the total number of shares of the Company; matters to be examined and the purpose of the examination;

d) Propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least 03 working days before the opening date of the meeting, and must clearly state the shareholder's name, number of each class of shares held, and the matter proposed for inclusion in the agenda;

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

3. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares may nominate candidates to the Board of Directors and the Supervisory Board. Such nomination shall be made as follows:



a) Shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the meeting of such group to the shareholders attending the General Meeting of Shareholders before the opening of the meeting;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholders or group of shareholders specified in this Clause may nominate one or more candidates in accordance with a resolution or decision of the General Meeting of Shareholders. If the number of candidates nominated by such shareholders is fewer than the number they are entitled to nominate, the remaining candidates may be nominated by the Board of Directors, the Supervisory Board and other shareholders.

### **Article 13. Obligations of shareholders**

Ordinary shareholders shall have the following obligations:

1. Pay in full and on time the subscribed shares.

2. Not withdraw the capital contributed in the form of ordinary shares from the Company in any manner, except where the shares are repurchased by the Company or by another person. Where a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and any person having related interests in the Company shall be jointly liable for the Company's debts and other property obligations up to the value of the withdrawn shares and for any damage incurred.

3. Comply with this Charter and the Company's internal management regulations.

4. Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Keep confidential any information provided by the Company in accordance with this Charter and the law; use such information only to exercise and protect legitimate rights and interests; and not disseminate, copy or provide such information to any other organization or individual.

6. Attending the General Meeting of Shareholders and exercising the right to vote in the following forms:

a) Attending and voting directly at the meeting;

b) Authorize other individuals and organizations to attend and vote at the meeting;

c) Attending and voting through online conferences, electronic voting or other electronic forms;

d) Send voting slips to the meeting by mail, fax or e-mail;

dd) Other forms as decided by the General Meeting of Shareholders.

7. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:

a) Violating law;

b) Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;



- c) Pay debts that are not due before financial risks to the Company.
- 8. Provide the correct address when registering to purchase shares. Timely notification in case of change of address.
- 9. To fulfill other obligations in accordance with current laws and the Company's Charter.

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

1. The General Meeting of Shareholders comprises all shareholders having voting rights and is the highest decision-making body of the Company. The annual General Meeting of Shareholders shall be held once each year within four (04) months from the end of the fiscal year. Unless otherwise provided in this Charter, the Board of Directors may decide to extend the time for holding the annual General Meeting of Shareholders where necessary, but for no more than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders shall be the place where the chairperson attends the meeting and must be located within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide matters within its authority under law and this Charter, in particular on the basis of the audited annual financial statements. Where the audit report on the Company's annual financial statements contains material qualifications, adverse opinions or disclaimer of opinion, the Company must invite a representative of the approved audit firm that audited such financial statements to attend the annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors or of the Supervisory Board is lower than the minimum number prescribed by law;
- c) At the request of the shareholder(s) or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises. Such request must be made in writing and clearly state the reasons for and purpose of convening the meeting, and must bear the signatures of the relevant shareholders or be made in multiple copies with all such signatures attached;
- 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 convene a meeting of the General Meeting of Shareholders within 30 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 Supervisory Board shall 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 Supervisory Board fails to convene the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, the shareholders or groups of shareholders specified at Point c, Clause 3 of this Article may request the Company's representative to convene the General Meeting of Shareholders as prescribed in 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) In cases where the Board of Directors or the Control Board fails to convene the General Meeting of Shareholders as prescribed, it shall take responsibility before law and pay compensation for all damages incurred;

dd) Procedures for organizing a meeting of the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

#### **Article 15. Rights and obligations of the General Meeting of Shareholders**

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

a) Approve the development orientation of the Company;

b) 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) Elect, dismiss or remove members of the Board of Directors and members of the Supervisory Board;

d) Decide on investment projects or sale of assets having a value of 35% or more of the total value of assets stated in the Company's latest financial statements;

đ) Decide on amendments or supplements to this Charter, except in the case of adjustment of charter capital resulting from the sale of new shares within the number of shares authorized to be offered for sale, or other cases as decided by the General Meeting of Shareholders from time to time;

e) 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) Decide on the reorganization or dissolution of the Company;
  - k) Decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
  - l) Approve the Internal Regulation on corporate governance and the Regulations on operation of the Board of Directors and the Supervisory Board;
  - m) Approve the list of approved audit firms; decide on the approved audit firm to audit the Company's operations and dismiss the approved auditor when deemed necessary;
  - n) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve 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) Report of the Supervisory Board on the Company's business results and on the performance of the Board of Directors and the Director;
  - đ) Reports on self-assessment of the performance of the Supervisory Board and its members;
  - e) The dividend level for each share of each type;
  - g) Number of members of the Board of Directors and the Control Board;
  - h) Electing, dismissing or dismissing members of the Board of Directors and members of the Control Board;
  - i) 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) Approve the list of approved auditing firms; deciding on the approved auditing firm to inspect the company's activities when deeming it necessary;
  - l) Supplementing and amending the company's charter, except for the case of adjustment of charter capital due to the sale of new shares within the number of shares entitled to be offered for sale or other cases as decided by the General Meeting of Shareholders from time to time;
  - m) The type of shares and the number of newly issued shares for each type of shares and the transfer of shares of the founding members within the first 03 years from the date of establishment;
  - n) Division, separation, consolidation, merger or transformation of the company;
  - o) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
  - p) Decision on investment or sale of assets valued at 35% or more of the total value of assets stated in the company's latest financial statements;



- q) Decide to repurchase more than 10% of the total sold shares of each type;
- r) 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;
- s) Approve 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;
- t) Approving the Internal Regulation on corporate governance, the Regulation on the operation of the Board of Directors, the Regulation on the operation of the Supervisory Board;
- u) Other matters as prescribed by law and the company's charter.

3. Shareholders are not allowed to participate in voting in the following cases:

- a. Contracts specified in Clause 2, Article 15 of this Charter when such shareholder or a person related to such shareholder is a party to the contract;
- b. The purchase of shares of such shareholder or of persons related to such shareholders, except for cases where the repurchase of shares is carried out according to the ownership ratio of all shareholders or the repurchase is carried out through order matching or public tender offer on the Stock Exchange.;

4. 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 16. Authorization to attend the General Meeting of Shareholders**

1. A shareholder and the authorized representative of an organizational shareholder may attend the meeting in person, authorize one or more other individuals or organizations to attend, or attend by one of the methods specified in Clause 3, Article 144 of the Law on Enterprises.

2. Any authorization of an individual or organization to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing in accordance with civil law and must clearly state the name of the authorizing shareholder; the name of the authorized individual or organization; the number of authorized shares; the contents, scope and term of authorization; and the signatures of the authorizing and authorized parties.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting.

3. A vote cast by an authorized attendee within the scope of authorization shall remain valid in any of the following cases:

- a) The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;
- b) The authorizing person has canceled the authorization appointment;
- c) The authorizing person 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 17. Changes to rights attached to classes of shares**

1. Any amendment to, or cancellation of, special rights attached to a class of preference shares shall take effect only if approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders containing any adverse change to the rights and obligations of holders of preference shares shall be adopted only if approved by preference shareholders of the same class holding 75% or more of the total number of such preference shares, or by preference shareholders of the same class holding 75% or more of the total number of such preference shares in the case of adoption by written opinions.

2. A meeting of holders of a class of preference shares convened to approve changes to the rights referred to above shall be valid only if attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of the issued shares of that class. If the quorum is not met, the meeting shall be reconvened within the next 30 days, and the holders of shares of that class attending in person or by proxy, regardless of number or shareholding, shall constitute a valid quorum. At such meetings, holders of shares of the relevant class attending in person or by proxy may request voting by secret ballot. Shareholders of the same class shall have equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be analogous to those prescribed in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided by the terms of the share issuance, the special rights attached to the types of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same type.

#### **Article 18. Convening meetings, meeting agendas and notice of invitation to the General Meeting of Shareholders**

1. The Board of Directors shall convene both annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene 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 the list of shareholders entitled to attend and vote at the General Meeting of Shareholders. Such list must be prepared 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 agenda and contents of the meeting;

c) Prepare documents for the congress;



d) The draft resolution of the General Meeting of Shareholders according to the expected contents of the meeting;

đ) Determine the time and venue of the meeting;

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

g) Other tasks in service of the congress.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholders' contact addresses and shall simultaneously be published on the Company's website and the websites of the State Securities Commission and the Stock Exchange on which the Company's shares are listed. The convener must send the notice to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (counted from the date on which the notice is duly sent). The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on shall be sent to shareholders and/or posted on the Company's website. If such documents are not enclosed with the notice, the notice must clearly state how shareholders may access the full set of meeting documents, including:

a) The meeting agenda and documents used in the meeting;

b) List and details of candidates where members of the Board of Directors or members of the Supervisory Board are to be elected;

c) Voting slips;

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

4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of the company's 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 03 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, and the issue proposed 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 fails to hold 5% or more of ordinary shares as prescribed in Clause 2, Article 12 of the company's charter;

c) The proposed issue is not within the scope of the decision-making competence of the General Meeting of Shareholders;

d) Other cases as prescribed by law and the company's 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 was officially added to the program and the content of the meeting was approved by the General Meeting of



Shareholders.

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

1. A meeting of the General Meeting of Shareholders shall proceed when the number of shareholders attending the meeting represents more than 50% of the total voting shares.

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 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 20 days from the date of the planned second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

**Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Before the opening of the meeting, the Company must carry out shareholder registration procedures and continue registration until all shareholders entitled to attend the meeting are fully registered, in the following order:

a) When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote a voting card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of 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. At the Congress, the number of votes approving the resolution is collected first, the number of cards disapproving the resolution is collected later, and finally counting the total number of votes in favor or disapproval to decide. The results of the vote counting were announced by the Chairman just 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, authorized representatives of shareholders being organizations or authorized persons who come after the meeting has opened have the right to register immediately and then have the right to participate and 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 chairpersons, secretaries and vote counting committees is prescribed as follows:

a) The Chairman of the Board of Directors shall preside over or authorize other members of the Board of Directors to chair 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 Executive General Meeting of Shareholders so that the General Meeting of Shareholders elects the chairperson of the meeting and the person with the highest number of votes shall preside over the meeting;

c) The chairperson appoints one or several persons to act as the secretary of the meeting;

d) The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairperson 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 chairperson of the general meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.

a) Arrange seats at the venue of the General Meeting of Shareholders;

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

c) Create 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 shall discuss and vote on each issue in the contents 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 persons authorized to attend the meeting after the meeting has opened may still register 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) Request all participants to undergo inspection or other lawful and reasonable security measures;

b) Request competent agencies to maintain the order of meetings; 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 Chairperson has the right to postpone the meeting of the General Meeting of Shareholders with a sufficient number of people registered to attend the meeting for a maximum of 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 place does not have enough convenient seats for all participants;
- 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 obstructing or disrupting the order, causing the meeting to not be conducted in a fair and lawful manner.

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 participants 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, 2019 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

1. A resolution on any of the following matters shall be adopted if approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting, except in 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) Changes in business lines 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;
- dd) Reorganization or dissolution of the Company;

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.

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

company's charter.

**Article 22. Competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders**

The authority and method for collecting shareholders' written opinions for adoption of resolutions 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 resolutions of the General Meeting of Shareholders when deeming it necessary for the interests of the Company, except for the following matters which must be approved by voting at the General Meeting of Shareholders:

- a) The company's development orientation;
- b) Type of shares and total number of shares of each type;
- c) Approval of annual financial statements;
- d) Reorganization or dissolution of the company.

2. The Board of Directors must prepare the opinion poll paper, the draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution and send it to all shareholders entitled to vote at least 10 days before the deadline for returning the opinion poll. Requirements and methods of sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 18 of the company's 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, nationality and number of legal papers of the individual, for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality, number of legal papers of the individual, for representatives of shareholders being organizations; the number of shares of each type and the number of votes of shareholders;
- d) Issues that need to be consulted for approval of the decision;
- dd) The voting plan includes approval, disapproval and no opinion on each issue for consultation;
- e) The time limit for sending to the company the replied opinion poll form;
- g) 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 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) In case of fax or email, the opinion poll sent to the Company must be kept confidential until the time of vote counting;

c) The opinion poll sent to the Company after the time limit specified in the opinion poll or which has been opened in case of sending a letter and disclosed in case of sending a fax or email is invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.

5. The Board of Directors shall count votes and make a record of vote counting under the witness of the Control 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) Purposes and issues to be consulted for adoption of the resolution;

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

d) The total number of votes in favor, disapproval and no opinion on each issue;

dd) The approved issue and the corresponding voting rate;

e) 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 minutes and resolutions must be sent to shareholders within 15 days from the end of the vote counting. The submission of the vote counting minutes and resolutions can be replaced by posting on the Company's website within 24 hours from the time of the end of vote counting.

7. The answered opinion poll form, the vote counting record, the approved resolution and relevant documents enclosed with the opinion poll must be kept at the company's head office.

8. A resolution shall be adopted in the form of collecting shareholders' opinions in writing if it is approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders entitled to vote and is as valid as the resolution adopted at the General Meeting of Shareholders.

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

1. A meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded, video-recorded or otherwise stored in electronic form. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and must 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 chairperson and secretary;
- đ) Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- e) 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 votes, approval, disapproval and no opinion; the proportion of the total number of votes of shareholders attending the meeting;
- h) Issues that have been approved and the corresponding percentage of votes for approval;
- i) Full names and signatures of the chairman and secretary. 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 or other persons who sign the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes. 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 as prescribed. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.

3. Records made in both 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 chairman and the secretary of the meeting, the written authorization to attend the meeting, all documents attached to the minutes (if any) and relevant documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with the law on public information on the stock market and must be kept at the Company's head office.

#### **Article 24. Request for cancellation of the Resolution 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 vote-counting minutes in the case of collecting shareholders' written opinions, a shareholder or group of shareholders specified in Clause 2, Article 115 of



the Law on Enterprises may request the Court or an arbitral tribunal to review and cancel all or part of a resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's charter, except for the case specified in Clause 3, Article 21 of the company's charter.

2. The content of the resolution violates the law or the company's charter.

In case the decision of the General Meeting of Shareholders is annulled under a decision of the Court or Arbitrator, the convener of the canceled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within 30 days according to the order and procedures specified in the Law on Enterprises and this Charter.

## **VII. BOARD OF DIRECTORS**

### **Article 25. Candidacy and nomination of members of the Board of Directors**

1. In case a candidate for the Board of Directors has been identified, 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 for the Board of Directors must have a written commitment to the truthfulness and accuracy of 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 Board candidate announced includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working history;
- d) Other managerial titles (including the title of the Board of Directors of other companies);
- dd) Interests related to the Company and its related parties;
- e) Other information (if any) as prescribed in the company's charter;
- 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 may nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the company's charter.

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 additional 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. 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 26. Composition and term of office of members of the Board of Directors**

1. The number of members of the Board of Directors is 03 people.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected with an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a 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.

3. The structure of members of the Board of Directors is as follows:

The total number of independent members of the Board of Directors must ensure the following provisions:

a) There is at least 01 independent member in case the company has from 03 to 05 members of the Board of Directors;

b) There are at least 02 independent members in case the company has from 06 to 08 members of the Board of Directors;

c) There are at least 03 independent members in case the company has between 09 and 11 members of the Board of Directors.

4. A member of the Board of Directors shall no longer be a member 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.

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

6. Members of the Board of Directors are not necessarily shareholders of the Company.

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

1. The Board of Directors is the management body of the Company and has full authority, on behalf of the Company, to decide on and exercise the rights and obligations of the Company, except for matters falling within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, this Charter and resolutions of the General Meeting of Shareholders. In particular, the Board of Directors shall have the following rights and obligations:



- a) Decide on the Company's medium-term development strategy and plan and annual business plan;
- b) Proposing the types of shares and the total number of shares entitled to be offered for sale of each type;
- c) Decide on the sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;
- d) Decide on the selling price of the Company's shares and bonds;
- d) Decide on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- e) Decide on investment plans and investment projects within their competence and limits as prescribed by law;
- g) Decide on solutions for market development, marketing and technology. Decide to change the Company's logo and/or brand identity;
- h) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets recorded in the Company's latest financial statements, and contracts and transactions 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) Elect, dismiss or remove the Chairman of the Board of Directors; appoint, dismiss, enter into and terminate contracts with the Director, Deputy Directors, Chief Accountant and Chief Financial Officer; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies and decide on the remuneration and other benefits of such representatives;
- k) Supervise and direct the Director, Deputy Directors, Chief Accountant, Chief Financial Officer, heads of branches and dependent units in the day-to-day operation of the Company's business;
- l) Decide on the Company's organizational structure and internal management regulations; decide on the establishment of subsidiaries, branches and representative offices, and on capital contributions to or purchase of shares in other enterprises;
- m) Approve programs and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to approve the resolution;
- q) Decide to promulgate the Regulation on operation of the Board of Directors and the Internal Regulation on corporate governance after approval by the General Meeting of Shareholders; promulgate the Company's information disclosure regulation; and decide on decentralization by operational area to the Director, heads of dependent units and representatives of the Company's capital in subsidiaries and associated companies. Where state policies or legal regimes change, or where deemed necessary, the Board of Directors may adjust such decentralization accordingly;

o) Proposing the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business;

p) Propose the reorganization or dissolution of the company; request for bankruptcy of the Company;

q) Decide to promulgate the Regulation on operation of the Board of Directors and the internal regulation on corporate governance after being approved by the General Meeting of Shareholders; to decide on the promulgation of the Regulation on information disclosure of the company; Regulations on decentralization according to each field of operation for directors of companies and directors of affiliated units; representatives of the Company's capital in subsidiaries and associated companies; when there is a change in the State's regimes and policies or when deeming it necessary, the Company's Board of Directors may change the decentralized contents accordingly.

r) Decide or delegate to the company's director to decide on the plan to mobilize capital for business activities without changing the form of ownership.

s) Settle the Company's complaints against the company's executives and managers as well as decide on the selection of the Company's representatives to settle matters related to legal proceedings against such officers;

t) Approve the plan on use of after-tax profits or handle losses in the course of business at the request of the Director in accordance with the Resolution of the General Meeting of Shareholders;

u) Exercising the rights and obligations of the owner with respect to subsidiaries that are single-member limited liability companies; of co-owners holding shares, dominant contributed capital for subsidiaries that are limited liability companies with two or more members, joint-stock companies; of co-owners who do not hold dominant shares, contributed capital for associated companies.

v) The borrowing of debts and the performance of mortgages, guarantees, guarantees and indemnities of the Company with a value of 35% or more of the total value of assets recorded in the Company's latest financial statements.

x) Decide on the salary unit price on the basis of ensuring the Company's business efficiency in accordance with law;

y) Determine operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders. Decide on investment projects included in the Company's 5-year planning and development plan approved by the General Meeting of Shareholders; delegate to the Company's Director and the representative of the Company's capital in other enterprises to decide on investment in projects in the plan approved by the Company's Board of Directors. Decide on investments not included in the business plan and budget in excess of 10% of the value of the annual business plan and budget;

z) Appointing and dismissing persons authorized by the Company to be the Company's commercial representatives and lawyers defending the Company's interests;

w) 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 shall approve for the Director to decide:

a) Sign cooperation agreements and other economic contracts as decentralized by the Managing Board;

b) Guarantee for each loan of subsidiaries with a value above the charter capital of the company applying for guarantee for the implementation of the approved investment project or the implementation of the production and business coordination plan under the signed contract;

c) Contributing capital to establish a new joint-stock company or limited liability company as decentralized by the Company's Board of Directors;

d) Lease and lease contracts; borrowing and lending with a value above the charter capital of subsidiaries in which the Company holds 100% of the charter capital according to the decentralization of the Company's Board of Directors;

đ) Appoint managerial and executive positions according to the decentralization of the Board of Directors.

3. Unless otherwise provided by law and the Charter, the Board of Directors may authorize subordinate employees and/or representative managers to handle the work on behalf of the Company.

4. The Board of Directors must report to the General Meeting of Shareholders 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.

#### **Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors**

1. The company has the right to pay remuneration and rewards to 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 shall estimate the remuneration for each member on the principle of unanimity or equally division in case of failure to reach an agreement. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration 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, 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 holding an executive position (including the position of Chairman) or a member of the Board of Directors working in sub-committees of

the Board of Directors or performing other tasks outside the scope of ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum remuneration, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.

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

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

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

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

2. The Chairman of the Board of Directors may not concurrently hold the position of Director.

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

- a) Formulate programs and plans for operation 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) Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
- đ) Chairing the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and the company's charter.

4. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed from office, 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 Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors on the principle of majority. 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 30. Meetings of the Board of Directors**

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 completion of the election of the Board of Directors for the relevant term. This meeting shall be convened and chaired by the member receiving the highest number or percentage of votes. If there is more than one such member, the members shall elect by majority one of them to convene the meeting of the Board of Directors.

2. The Board of Directors shall meet at least once every 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;

4. A request specified in Clause 3 of this Article must be made in writing and must clearly state the purpose of the meeting and the matters to be discussed and decided within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of a request specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, the Chairman shall be liable for any damage caused to the Company, and the requesting person(s) may convene the meeting in lieu of the Chairman.

6. The Chairman of the Board of Directors or the convener of the meeting must send a notice of invitation at least 03 working days before the meeting date. The notice must specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided, and must be accompanied by the documents to be 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 means (SMS,...) 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, it may be convened for the second time within 07 days from the date of the intended 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. 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 the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attending and voting through online conferences, electronic voting or other electronic forms;
- d) Send voting slips to the meeting by mail, fax or e-mail;
- đ) Sending the voting paper by other means (text message,...)

10. In case of sending votes to the meeting by mail, the votes must be contained in sealed envelopes and 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 meetings of the Board of Directors. Members may authorize others to attend meetings and vote if approved by a majority of members of the Board of Directors.

12. A resolution or decision of the Board of Directors shall be adopted if it is approved by the majority of 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.

13. A meeting of the Board of Directors may be held in the form of agenda among members of the Board of Directors when all or several members are at different locations, provided that each member participating in the meeting may:

- a) Listen to each other member of the Board of Directors who participate in the meeting;
- b) Address to all other participants simultaneously.

Communication between members may be conducted directly by telephone or by other means of communication (including the use of such means at the time of the adoption of the Charter or later) or a combination of all these methods. According to this Charter, a member of the Board of Directors participating in such a meeting shall be deemed to be "present" at such meeting. The meeting venue held under this regulation is the place where the largest group of Board members gather, or, if there is no such group, the place where the Chair of the meeting is present.



Decisions adopted in a duly held and conducted telephone meeting will take effect immediately upon the conclusion of the meeting but must be affirmed by the signatures on the minutes of all Board members present at this meeting.

14. A resolution in the form of collecting written opinions shall be adopted on the basis of the approval of the majority of members of the Board of Directors with the right to vote. A resolution of this type has the same effect and validity as the resolution adopted by the members of the Board of Directors at a meeting convened and held according to custom.

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

1. The Board of Directors may establish subcommittees in charge of development strategy, human resources, remuneration, internal audit and risk management. Each subcommittee shall have at least three (03) members as decided by the Board of Directors, including members of the Board of Directors and external members. Independent members or non-executive members of the Board of Directors should form a majority of the subcommittee, and one of them shall be appointed as the head of the subcommittee at the discretion of the Board of Directors. Activities of each subcommittee must comply with the regulations of the Board of Directors. A subcommittee resolution shall be valid only if approved by a majority of members attending and voting at the relevant subcommittee meeting.

2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current provisions of law and the provisions of the company's charter and internal regulations on corporate governance.

### **Article 32. Person in charge of corporate governance**

1. The Board of Directors must appoint at least one (01) person in charge of corporate governance to support the Company's governance. Such person may concurrently act as the Company Secretary in accordance with 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 the organization of 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 Control Board and the General Meeting of Shareholders at the request of the Board of Directors or the Control Board;

c) Advising on procedures of meetings;

d) Attending meetings;

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

e) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the

Control Board;

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

h) Acting as the focal point of contact with relevant interested parties;

i) Confidentiality of information in accordance with the provisions of law and the company's charter;

k) Other rights and obligations as prescribed by law and the company's charter.

## **VIII. DIRECTORS AND OTHER EXECUTIVES**

### **Article 33. Organization of the management apparatus**

The Company's management system must ensure that the management apparatus is accountable to, and subject to the supervision and direction of, the Board of Directors in the day-to-day operation of the Company. The Company shall have a Director, Deputy Directors, a Chief Accountant and a Chief Financial Officer. The appointment, dismissal and removal of the foregoing positions must be approved by resolutions or decisions of the Board of Directors.

### **Article 34. Executives of the Company**

1. The Company's executives include the Director, Deputy Directors, Chief Accountant and Chief Financial Officer.

2. At the request of the Director and with 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 be responsible for assisting the Company in achieving its objectives in its operations and organization.

3. Directors shall be paid salaries and bonuses. The salary and bonus of the Director are decided by the Board of Directors.

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 35. Appointment, dismissal, rights and obligations of the Director**

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

2. The Director is the person who conducts the day-to-day business of the Company, subject to the supervision of the Board of Directors, and shall be responsible to the Board of Directors and to law for the exercise and performance of assigned rights and obligations.

3. The term of office of the Director shall not exceed five (05) years and may be re-appointed for an unlimited number of terms. The Director must satisfy the standards and conditions prescribed by law and this Charter.

4. The Director shall have the following rights and obligations:



- a) To decide on matters related to the Company's daily business which do not fall under the competence of the Board of Directors;
- b) Organize the implementation of resolutions and decisions of the Board of Directors;
- c) Organize the implementation of the Company's business plan and investment plan;
- d) Propose the organizational structure plan and internal management regulations of the Company;
- đ) Appoint, dismiss and dismiss managerial positions in the Company, except for those under the competence of the Board of Directors;
- e) Decide on salaries and other benefits for employees in the Company, including managers under the appointing competence of the Director;
- g) Labor recruitment;
- h) Propose plans to pay dividends or handle losses in business;
- i) Decide on all matters that do not require a resolution of the Board of Directors, including entering into financial and commercial contracts on behalf of the Company, organizing and operating the Company's day-to-day production and business activities in accordance with best management practices;
- k) Organize the formulation of the Company's development strategy; planning for the development of projects in the industries and trades of the Company; long-term plans, annual plans of the Company, plans for coordination of production and business in the Company; plans for capital mobilization and use; preparing investment projects, allocating resources, preparing organizational and management schemes; draft amendments to the Charter, draft financial regulations of the Company, statutes and regulations on internal management of the Company; develop human resource development plans; formulate and inspect the implementation of the system of norms, standards, economic-technical norms, product quality, wage unit prices, product unit prices; preparation of commercial contracts and civil contracts; preparing periodic reports, statistical reports, consolidated financial statements of the Company and other schemes and projects.
- l) Submit to the Managing Board for consideration and decision the contents falling under the competence of the Managing Board.
- m) Decide on investment projects and sale of the Company's assets according to the decentralization or authorization of the Board of Directors and other provisions of law.
- n) Decide on borrowing, lending, lease, lease and other economic contracts according to the decentralization or authorization of the Managing Board and other provisions of law.
- o) Decide on the plan to use the company's capital and assets to contribute capital or purchase shares of domestic companies according to the decentralization or authorization of the Board of Directors.
- p) Sending officials, public employees, workers and employees of the Company, members of the Members' Council or the President, Controllers of the Company, Directors and

Directors of subsidiaries and affiliated units of the Company to go abroad to work, study and settle their own affairs; receiving foreign individuals and delegations to Vietnam to work with the Company; authorize the President, Directors and Directors of subsidiaries and units under the Company to send officials, public employees, workers and employees of their units abroad to work, study, settle personal affairs and receive foreign individuals and delegations to work with their units.

q) Organize the implementation of business plans, investment plans and daily activities; business coordination plan in the Company; auditing, inspecting, protecting and deciding on solutions for market development, marketing and technology and other tasks in order to effectively implement resolutions and decisions of the Board of Directors and the owner; to administer the Company's activities in order to implement the resolutions and decisions of the Board of Directors.

r) Report to the Board of Directors on the results of the Company's business activities; publicize financial statements in accordance with law.

s) Submit to the inspection and supervision of the Board of Directors, the Control Board and competent state management agencies for the performance of functions and tasks as prescribed by law.

t) Monitor, inspect and supervise the activities of member units as assigned or authorized by the Board of Directors.

u) To apply necessary measures beyond their competence in case of emergency and to immediately report to the Managing Board and competent state agencies.

w) Approve and approve the pledge, mortgage and use of other security measures for credit contracts, deposit contracts, savings books, etc. at banks with a guarantee value of less than 35% of the total value of assets recorded in the Company's latest financial statements to borrow capital for the Company's production and business activities.

x) Other rights and obligations as prescribed by law, the company's charter and resolutions and decisions of the Board of Directors.

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

6. The director shall terminate his contract ahead of time in the following cases:

a) Causing the Company to lose money for two consecutive years or failing to meet the target of return on equity assigned by the owner for two consecutive years or being in a state of intertwined losses and profits but failing to overcome them; losses under the plan due to investment in production expansion and technological innovation under resolutions or decisions of the Board of Directors;

b) The company falls into bankruptcy but fails to file a bankruptcy petition in accordance with the bankruptcy law;



c) Failing to fulfill the tasks or targets assigned by the Board of Directors; repeatedly and systematically violating resolutions and decisions of the Board of Directors, the Company's Operation Regulations;

d) Being dishonest in exercising powers or abusing status and powers to gain benefits for oneself or others; dishonestly reporting the Company's financial situation;

đ) Losing or having their civil act capacity restricted;

e) Being sentenced by a court with a legally effective judgment or decision.

7. The director shall be replaced in the following cases:

a) Voluntarily apply for resignation and obtain written approval from competent authorities in accordance with legal procedures;

b) When there is a decision to transfer, retire or be assigned another job.

## **IX. SUPERVISORY BOARD**

The Company establishes the Supervisory Board in accordance with the provisions of the Law on Enterprises, Decree 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and in accordance with the provisions of Articles 36 to 41 of the company's Charter.

### **Article 36. Candidacy and nomination of members of the Supervisory Board**

1. Candidacy for and nomination of members of the Supervisory Board shall be carried out in the same manner as prescribed in Clauses 1 and 2, Article 25 of this Charter.

2. In case the number of candidates of the Control Board approved for nomination and candidacy is not sufficient, the incumbent Control Board may nominate additional candidates or organize nomination according to the provisions of the company's charter, the internal regulations on corporate governance and the operation regulations of the Control Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

### **Article 37. Composition of the Supervisory Board**

1. The Supervisory Board shall consist of three (03) members. The term of office of a member of the Supervisory Board shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms.

2. Members of the Control Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and not fall into the following cases:

a) Working 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 in the previous 03 consecutive years.

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

a) Failing to meet the criteria and conditions for being a member of the Control Board as prescribed in Clause 2 of this Article;

b) Having a letter of resignation and being approved;

c) The member suffers from a mental disorder and other members of the Control Board have professional evidence proving that such person no longer has his/her behavioral capacity;

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

a) Failing to complete the assigned tasks or jobs;

b) Failing to exercise his/her rights and obligations for 06 consecutive months, except for force majeure cases;

c) Repeatedly violating or seriously violating the obligations of members of the Control Board under the provisions of the Law on Enterprises and the company's charter;

d) Other cases according to the Resolution of the General Meeting of Shareholders

#### **Article 38. Head of the Supervisory Board**

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members on the principle of majority. More than half of the members of the Supervisory Board must permanently reside in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration or a discipline related to the Company's business activities.

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

a) Convene a meeting of the Control Board;

b) Request the Board of Directors, Directors and other executives to provide relevant information to report to the Control Board;

c) Prepare and sign the report of the Control Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

#### **Article 39. Rights and obligations of the Supervisory Board**

The Supervisory Board shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following additional rights and obligations:

1. To 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 take responsibility before shareholders for their supervisory activities.

3. To supervise the financial situation of the Company, the compliance with law in the operation of members of the Board of Directors, directors and other managers.

4. To examine and supervise the legality and honesty in the management and



administration of business activities, in the recording of accounting books, financial statements and the observance of the company's charter, resolutions and decisions of the Board of Directors, decisions of the Chairman of the Board of Directors for the Company and its subsidiaries in which the Company invests its entire charter capital; take responsibility before the Managing Board for the performance of assigned rights and tasks;

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

6. Promptly detect and submit to the Board of Directors about irregular activities, contrary to regulations on corporate governance or signs of law violations in the Company and its member units.

7. In case of detecting acts of violation of law or violation 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.

8. To formulate the Regulation on operation of the Control Board and submit it to the General Meeting of Shareholders for approval.

9. Report to the General Meeting of Shareholders as prescribed in Article 290 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.

10. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to go to the place of work of the Company's managers and employees during working hours.

11. 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.

12. Discuss with the independent auditor the nature and scope of the audit before commencing the audit;

13. Seek independent professional advice or legal advice and ensure the involvement of experts outside the Company with appropriate experience and professional qualifications in the Company's work if deemed necessary;

14. Review the management letter of the independent auditor and the feedback of the Company's management;

15. Review the Company's report on internal control systems before the Board of Directors approves; and

16. Consider the results of the internal investigation and the feedback of the management.

17. Discuss the difficulties and problems discovered from the results of the mid-term or final audit as well as any issues that the independent auditor wishes to discuss;

18. Other rights and obligations as prescribed by law and the company's charter.

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

1. The Supervisory Board shall meet at least twice a year, and the number of members attending each meeting must be at least two-thirds of the total number of members of the Supervisory Board. Minutes of meetings of the Supervisory Board must be detailed and clear. The minute-taker and members attending the meeting must sign the minutes, which shall be kept to determine the responsibilities of each member of the Supervisory Board.

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

#### **Article 41. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board**

Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board shall be governed by the following provisions:

1. Members of the Control 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 and other benefits and the annual operating budget of the Control Board.

2. Members of the Control Board shall be paid expenses for meals, accommodation, travel and the use of 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 Control 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.

### **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, DIRECTOR 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 42. Responsibility for honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, the Director and other managers must disclose relevant interests in accordance with the Law on Enterprises and other relevant laws. Such persons may not use business opportunities of the Company for their own benefit or for the benefit of any other person.



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 and such entities or related persons of such subjects according to the provisions of 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 may not vote on transactions that bring benefits to such member or related persons of such member 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 Control Board, Directors, other managers and related persons of these entities shall not use or disclose to others internal information to perform 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 entities shall not be invalidated in the following cases:

a) For transactions with a value of less than or equal to of the total value of assets recorded in the latest financial statements, important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors and members of the Control Board, Directors and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;

b) For a transaction with a value of more than 20% or a transaction resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 20% or more of the total value of assets recorded in the latest financial statement, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, members of the Supervisory Board, Directors and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.

#### **Article 43. Liability for Damage and Compensation**

1. Members of the Board of Directors, members of the Control Board, Directors and other executives who violate their obligations and responsibilities honestly and prudently and fail to fulfill their obligations shall be responsible for the damages caused by their acts of violation.

2. The Company shall compensate persons who have been, are or may become a related party in complaints, lawsuits and prosecutions (including civil and administrative cases and non-lawsuits initiated by the Company) if such persons have been or are members of the Board



of Directors, members of the Supervisory Board, Directors, other executives, employees or representatives authorized by the Company who have been or are performing duties as authorized by the Company, acting honestly and prudently in the interests of the Company on the basis of compliance with the law and without evidence confirming that such person has breached his or her responsibilities.

3. Compensation expenses include costs for judgments, fines and payables incurred in reality (including fees for hiring lawyers) when settling these cases within the framework permitted by law. The company may purchase insurance for these people to avoid the above liabilities.

## **XI. RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS**

### **Article 44. Right to inspect books and records**

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

a) Ordinary shareholders have the right to review, inspect and extract information on names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information; and review, inspect, extract or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) A shareholder or group of shareholders holding 05% or more of the total ordinary shares has the right to review, inspect and extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except documents relating to the Company's trade secrets and business secrets.

2. In case the authorized representative of the shareholder and the group of shareholders requests to look up the books and dossiers, 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, members of the Control Board, Directors and other executives have the right to look up the Company's register of shareholders, the list of shareholders, books and other records of the Company for purposes related to their positions provided that such information must be kept confidential.

4. The company must keep the company's charter and amendments to the charter, enterprise registration certificates, regulations, documents proving asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings 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.



## **XII. EMPLOYEES AND TRADE UNIONS**

### **Article 45. Workers and trade unions**

1. The Director must formulate and submit to the Board of Directors for approval plans relating to recruitment and dismissal of employees; salaries; social insurance; benefits; commendation and discipline applicable to employees and executives of the enterprise.

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

## **XIII. PROFIT DISTRIBUTION**

### **Article 46. Profit distribution**

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

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

3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the agency that implements this decision. According to the provisions of law, the Board of Directors may decide to pay interim dividends if it considers that this payment is in line with the profitability of the Company.

4. In case dividends or other amounts related to a type of 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.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision 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.

6. Other matters related to profit distribution shall comply with the provisions of law.

## **XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME**

### **Article 47. Bank Account**

1. The company opens accounts at Vietnamese banks or at branches of 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 overseas bank account in accordance with the provisions of the law.

3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at the banks in which the Company opens accounts.

#### **Article 48. Fiscal Year**

The Company's fiscal year starts on January 1 of each year and ends on December 31 of each year. The first fiscal year commences from the date of issuance of the Enterprise Registration Certificate and ends on December 31 immediately following the date of issuance of such Business Registration Certificate.

#### **Article 49. Accounting regime**

1. The accounting regime used by the company is the enterprise accounting regime or a specific accounting regime promulgated and approved by a competent agency.

2. The company shall make accounting books in Vietnamese and keep 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 shall use the accounting currency unit 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.

### **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE OBLIGATIONS**

#### **Article 50. Annual, semi-annual and quarterly financial statements**

1. The Company must prepare annual financial statements, and such annual financial statements must be audited in accordance with law. The Company shall disclose the audited annual financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state authorities.

2. Annual financial statements must include all reports, appendices and explanations in accordance with the law on enterprise 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 51. Annual Report**

The Company must prepare and disclose an annual report in accordance with the law on securities and the securities market.



## **XVI. CORPORATE AUDIT**

### **Article 52. Audit**

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to select one of them to audit the Company's financial statements for the following fiscal year on terms and conditions as agreed.

2. The audit report is attached to the Company's annual financial statements.

3. Independent auditors who audit the Company's financial statements may attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders and express opinions at the General Meeting on matters related to the audit of financial statements of the Company.

## **XVII. THE COMPANY'S RELATIONSHIP WITH ITS AFFILIATED UNITS, SUBSIDIARIES, ASSOCIATED COMPANIES AND VOLUNTARY PARTICIPATING COMPANIES**

### **Article 53. Capital invested by the Company in other enterprises**

The capital invested by the Company in other enterprises is the following types of capital:

1. Capital in cash, the value of land use rights or land rents, the value of tangible or intangible assets owned by the Company which are invested or contributed capital to other enterprises by the Company.

2. Capital borrowed by the Company for investment.

3. Dividends divided by companies investing in or contributing capital in other enterprises shall be used for reinvestment in such enterprises.

4. Other types of capital.

### **Article 54. Rights and obligations of the Company in managing investment capital in other enterprises**

1. The Company's Board of Directors shall exercise the following rights and obligations of the owner with respect to a single-member limited liability subsidiary; of co-owners holding dominant shares, contributed capital for limited liability subsidiaries with two or more members, joint-stock companies, joint-venture companies; of co-owners who do not hold dominant shares or contributed capital for associated companies in accordance with the provisions of law applicable to such companies.

2. The Company's rights and obligations in managing investment capital in other

enterprises shall be exercised by the Company's Board of Directors, including but not limited to the following contents:

a) Decision on investment and capital contribution; increase or decrease of investment capital and contributed capital in accordance with relevant laws and the Charter of the enterprise with contributed capital of the Company;

b) Decision:

- Appointing, changing, dismissing the authorized representative or representative of the Company's contributed capital; recommend them to run for the Board of Directors, the Members' Council, the Control Board, and the Controllers in subsidiaries of which the Company holds 100% of the charter capital, companies with shares or contributed capital of the Company in accordance with the company's Charter and relevant laws in Vietnam and abroad;

- Decisions on commendation, discipline and responsibility allowances for representatives of the Company's contributed capital participating in the Board of Directors, the Board of Members, the Control Board, Controllers of subsidiaries in which the Company holds 100% of charter capital, subsidiaries with shares, etc the dominant contributed capital of the Company and its associated companies;

- Decide on salaries, allowances, bonuses and other benefits for representatives of contributed capital, unless such persons have received salaries from enterprises with contributed capital of the Company in accordance with law.

c) Assign tasks and request representatives of the Company's contributed capital in companies with shares or contributed capital of the Company to:

- Orienting the company to implement the objectives assigned by the Company and the Company's business coordination plan;

- Periodic or irregular reports on the financial situation, business results and other contents of the company with the Company's contributed capital;

- Report on important issues of the company with shares and contributed capital of the company for guidance before voting;

- Report on the use of shares, contributed capital, markets, and technological know-how to serve the Company's development orientation and objectives.

d) Settle proposals of representatives of the company's contributed capital in other enterprises;

đ) Collecting profits and bearing risks from capital contributions in other enterprises. The capital collected, including profits, is decided by the Company to be used to serve the Company's business objectives. In case of reorganization of the company, the management of this contributed capital shall comply with the provisions of the Law on Enterprises and the company's charter;



e) Supervise and inspect the use of the Company's contributed capital and take responsibility for the efficiency of use, preservation and development of the Company's contributed capital;

g) Inspect and supervise the activities of representatives, detect shortcomings and weaknesses of representatives in order to prevent and rectify them in time.

**Article 55. Criteria and conditions for representatives of the company's contributed capital in other enterprises**

1. The representative of the company's contributed capital in another enterprise must fully meet the following criteria and conditions:

a) Being a Vietnamese citizen, permanently residing in Vietnam and a person of the Company;

b) Having good moral qualities and good health to undertake tasks;

c) Understand the law and have a sense of law observance;

d) Having a professional qualification at the university level or higher in economics, enterprise finance or the main business field of the enterprise with the company's investment capital; have business capacity and organize enterprise management. For persons who directly manage the company's contributed capital in joint venture enterprises with foreign countries or overseas companies, they must have sufficient foreign language proficiency to work directly with foreigners in the enterprise without the need for interpretation;

dd) Not being a parent, spouse, child, brother or sister of a member of the Company's Board of Directors, a member of the Board of Directors and a Director of an enterprise with the Company's contributed capital in which such person is assigned as the representative of the contributed capital;

e) Failing to have a relationship of capital contribution to establish an enterprise, lend capital, sign a purchase and sale contract with an enterprise with contributed capital of the company that such person is appointed to directly manage.

2. Representatives participating in the candidacy for managerial and executive positions at enterprises with contributed capital of the Company must fully meet the criteria and conditions prescribed by law and the Charter of such enterprise.

**Article 56. Rights and obligations of representatives of the Company's contributed capital in other enterprises**

1. To perform the tasks and exercise the powers of shareholders, capital contributors and joint venture parties in companies with shares or contributed capital of the company. In case the company holds dominant shares or contributed capital of another company, the representative of the contributed capital shall use the controlling right to orient this company according to the company's strategy and objectives.

2. Participate in the candidacy or nomination of the company's representative to the

management and administration apparatus of the company receiving contributed capital in accordance with the provisions of the company's charter and the company's guidance.

3. Implement the regime of reporting to the Company on the implementation of the business coordination plan, the company's business results and the efficiency of using the Company's contributed capital.

In case of failing to comply with the reporting regime as prescribed, abusing the right to represent the contributed capital, and being irresponsible to cause damage to the Company, they must be responsible for material compensation in accordance with the provisions of law.

4. To consult the Board of Directors of the Company before voting at the General Meeting of Shareholders, at the meeting of the Board of Directors or the Board of Members of the company with the Company's contributed capital on the development strategy, long-term and annual business plan; key personnel; amending and supplementing the Charter; increase or decrease of charter capital; divide income; sale of property; mobilizing capital of great value requires the vote of shareholders or capital contributors. In case many persons and representatives of the Company participate in the Board of Directors or the Members' Council of the company receiving contributed capital, the person with the main responsibility appointed by the Company must preside over the discussion, agree and seek opinions on important issues of the company with the Company's contributed capital before voting.

5. To take responsibility before the Company's Board of Directors for the efficiency of the use of the Company's contributed capital at the company to which they are appointed as representatives.

#### **Article 57. Salary, bonuses and benefits of representatives**

1. Salaries, allowances, bonuses and benefits of representatives of the Company's contributed capital in other enterprises shall be paid by the Company or such enterprise in accordance with the provisions of the enterprise's charter.

2. Representatives of the company's capital interests in other enterprises may not enjoy salaries, allowances, bonuses and other regimes at the same time in both places.

### **XVIII. SEAL OF THE ENTERPRISE**

#### **Article 58. 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.

### **XIX. DISSOLUTION OF THE COMPANY**



### **Article 59. Dissolution of the company**

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

- a) The operation duration stated in the company's charter expires without a decision on extension;
- b) According to resolutions or decisions of the General Meeting of Shareholders;
- c) The company no longer has the minimum number of members as prescribed by the Law on Enterprises for a period of 06 consecutive months without carrying out procedures for changing the type of enterprise;
- d) 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 60. Extension of Operation**

1. The Board of Directors shall convene 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 61. Liquidation**

1. At least 06 months before the end of the Company's operation term or after the decision on dissolution of 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 01 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. Proceeds from 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 debts of the Company;

dd) The remaining amount after payment of all debts from items (a) to (d) above shall be divided among shareholders. Preferred shares are prioritized for prepayment.

## **XX. SETTLEMENT OF INTERNAL DISPUTES**

### **Article 62. Internal Dispute Resolution**

1. In case of disputes or complaints related to the Company's operations, rights and obligations of shareholders as prescribed in the Law on Enterprises, the company's charter, other legal provisions or agreements between:

a) Shareholders with the Company;

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

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes related to 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 07 working days from the date the dispute arises. In case of disputes involving the Board of Directors or the Chairman of the Board of Directors, any party may request Petrosetco to appoint an independent expert to act as a mediator for 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 take the dispute to arbitration or the Court.

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

## **XXI. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER**

### **Article 63. Company Charter**

1. The amendment and supplementation of the company's charter must be considered and approved by the General Meeting of Shareholders by voting at the meeting or collecting written opinions.

2. In case there are provisions related to the company's operation that are not mentioned in the company's charter or in case there are new legal provisions that are different from the provisions in the company's charter, such legal provisions shall be applied to regulate the company's operations.





## XXII. EFFECTIVE DATE

### Article 64. Effective Date

1. The company's charter consists of XXII sections, 64 articles unanimously approved by the Board of Directors pursuant to the authorization granted by the Annual General Meeting of Shareholders 2026 of Petroleum General Distribution Services Joint Stock Company dated April 15, 2026.

2. The Charter shall be made in 03 copies of the same value, (01) copy shall be sent to Petroleum General Services Joint Stock Corporation, 01 (one) copy shall be sent to the Vietnam Securities Depository and Clearing Corporation, 01 (one) copy shall be kept at the Company's head office.

3. The company's charter is unique and official of the Company.

4. Copies or extracts of the company's charter are valid when signed by the Chairman of the Board of Directors or the legal representative or at least 1/2 (one-half) of the total number of members of the Board of Directors.



VU TIEN DUONG