

*Thanh Hoa, June 05<sup>th</sup>, 2026*

**UNUSUAL INFORMATION DISCLOSURE**

***To: Hanoi Stock Exchange***

1. Name of the organization: PTSC Thanh Hoa Technical Services Company
- Stock code: PSN
- Address: No. 268 Tran Nhat Duat Street, Truc Lam Ward, Nghi Son Town, Thanh Hoa Province.
- Tel.: 02373.900.333      Fax: 02373.900.222
- E-mail: [Ptsc Thanh Hoa@ptsc.com.vn](mailto:Ptsc Thanh Hoa@ptsc.com.vn)

2. Disclosed information:

Full text of the Company Charter amended and supplemented under Resolution No. 2110/NQ-TH-ĐHĐCĐ dated 05 June 2026 of the 2026 Annual General Meeting of Shareholders.

3. **This information was published** on the Company's website on June 05, 2026, at the following link: [www.ptsc Thanh Hoa.com.vn](http://www.ptsc Thanh Hoa.com.vn) (section: *Shareholder News*).

We hereby certify that the disclosed information is true and we shall take full legal responsibility for the content of this disclosure.

**\* Attached document:**

- Full text of the amended and supplemented Company Charter

**Authorized Representative  
Information Disclosure Officer**



**Nguyen Thanh Thuan**

ENGLISH TRANSLATION



# CHARTER

## PTSC THANH HOA TECHNICAL SERVICES COMPANY

Thanh Hoa – June, 2026



## TABLE OF CONTENTS

PREAMBLE.....	3
I. DEFINITIONS OF TERMS IN THE CHARTER.....	3
Article 1. Interpretation of terms.....	3
II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES AND TERM OF OPERATION .....	3
Article 2. Name, form, head office, branches, representative offices and term of operation.....	3
Article 3. Legal representative of the Company.....	4
III. OBJECTIVES, BUSINESS SCOPE AND ACTIVITIES .....	4
Article 4. Objectives of the Company .....	4
Article 5. Business scope and operation.....	8
IV. CHARTER CAPITAL AND SHARES .....	8
Article 6. Charter capital and shares.....	8
Article 7. Share certificates .....	8
Article 8. Other securities certificates .....	9
Article 9. Transfer of shares .....	9
Article 10. Redemption/forfeiture of shares.....	9
V. ORGANIZATIONAL, GOVERNANCE AND CONTROL STRUCTURE.....	10
Article 11. Organizational, governance and control structure.....	10
VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS .....	10
Article 12. Rights of shareholders.....	10
Article 13. Obligations of shareholders.....	11
Article 14. General Meeting of Shareholders.....	12
Article 15. Rights and obligations of the General Meeting of Shareholders.....	13
Article 16. Authorization to attend General Meetings of Shareholders .....	15
Article 17. Changes to rights.....	15
Article 18. Convening General Meetings of Shareholders, agenda and notice.....	16
Article 19. Conditions for conducting General Meetings of Shareholders .....	17
Article 20. Procedures for conducting and voting at General Meetings of Shareholders .....	17
Article 21. Conditions for adoption of resolutions of the General Meeting of Shareholders ..	19
Article 22. Authority and procedures for written consultation with shareholders .....	20
Article 23. Resolutions and minutes of General Meetings of Shareholders.....	21
Article 24. Request for cancellation of decisions of the General Meeting of Shareholders ....	22
VII. BOARD OF DIRECTORS .....	22
Article 25. Nomination and candidacy for members of the Board of Directors .....	22
Article 26. Composition and term of office of members of the Board of Directors .....	23
Article 27. Rights and obligations of the Board of Directors.....	24
Article 28. Remuneration, bonuses and other benefits of Board members .....	25
Article 29. Chairman of the Board of Directors .....	26
Article 30. Meetings of the Board of Directors.....	27
Article 31. Committees under the Board of Directors.....	28
Article 32. Person in charge of corporate governance and Company Secretary .....	29
VIII. DIRECTOR AND OTHER EXECUTIVES .....	29
Article 33. Management apparatus.....	29
Article 34. Company executives.....	29
Article 35. Appointment, dismissal, duties and powers of the Director .....	30
IX. BOARD OF SUPERVISORS .....	30
Article 36. Nomination and candidacy for Supervisors .....	30
Article 37. Composition and term of office of Supervisors .....	31
Article 38. Rights and obligations of the Board of Supervisors.....	31

Article 39. Salary, remuneration, bonuses and other benefits of Supervisors.....	32
Article 40. Head of the Board of Supervisors .....	32
Article 41. Meetings of the Board of Supervisors.....	33
X. RESPONSIBILITIES OF BOARD MEMBERS, SUPERVISORS, DIRECTOR AND OTHER EXECUTIVES .....	33
Article 42. Duty of care.....	33
Article 43. Duty of loyalty and avoidance of conflicts of interest .....	33
Article 44. Liability for damage and indemnification .....	34
XI. RIGHT TO INSPECT BOOKS AND RECORDS .....	34
Article 45. Right to inspect books and records .....	34
XII. ORGANIZATIONS, EMPLOYEES AND TRADE UNION .....	35
Article 46. Employees and trade union .....	35
XIII. PROFIT DISTRIBUTION .....	35
Article 47. Profit distribution .....	35
XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM .....	35
Article 48. Bank accounts .....	36
Article 49. Fiscal year .....	36
Article 50. Accounting regime .....	36
XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE RESPONSIBILITIES .....	36
Article 51. Annual, semi-annual and quarterly financial statements.....	36
Article 52. Annual report.....	36
XVI. COMPANY AUDIT .....	36
Article 53. Audit.....	36
XVII. SEAL.....	37
Article 54. Seal .....	37
XVIII. DISSOLUTION OF THE COMPANY .....	37
Article 55. Dissolution of the Company.....	37
Article 56. Liquidation .....	37
XIX. SETTLEMENT OF INTERNAL DISPUTES .....	38
Article 57. Settlement of internal disputes .....	38
XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER.....	38
Article 58. Amendments and supplements to the Charter.....	38
XXI. EFFECTIVE DATE .....	39
Article 59. Effective date.....	39

## **PREAMBLE**

This Charter of PTSC Thanh Hoa Technical Services Company (hereinafter referred to as the “Company”) constitutes the legal basis for all operations of PTSC Thanh Hoa Technical Services Company.

This Charter was approved under the resolution of the General Meeting of Shareholders officially held on June 5, 2026.

## **I. DEFINITIONS OF TERMS IN THE CHARTER**

### **Article 1. Interpretation of terms**

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

- a. “Charter capital” means the total par value of all classes of shares subscribed for and paid by shareholders as specified in Article 6 of this Charter;
- b. “Voting capital” means share capital whose owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- c. “Law on Enterprises” means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on 17 June 2020 and its amendments and supplements, if any;
- d. “Law on Securities” means Law on Securities No. 54/2019/QH14 adopted by the National Assembly on 26 November 2019 and its amendments and supplements, if any;
- e. “Date of establishment” means the date on which the Company was first issued the Enterprise Registration Certificate;
- f. “Company Executive” means the Director, Deputy Directors, Chief Accountant and other executives approved by the Board of Directors or appointed under the Company’s internal management regulations;
- g. “Company Manager” means the Chairman of the Board of Directors, members of the Board of Directors, the Director and individuals holding other managerial positions under the Company’s internal management regulations;
- h. “Related person” means an individual or organization as defined in Clause 23 Article 4 of the Law on Enterprises and Clause 46 Article 4 of the Law on Securities;
- i. “Shareholder” means an individual or organization holding at least one share of the Company;
- j. “Term of operation” means the operational term of the Company as specified in Clause 5 Article 2 of this Charter;
- k. “Stock Exchange” means the Vietnam Stock Exchange and its subsidiaries;
- l. “Vietnam” means the Socialist Republic of Vietnam.

2. In this Charter, references to one or more provisions or other documents shall include amendments or replacement documents thereof.

3. Headings of chapters and articles in this Charter are used for ease of reference and shall not affect the interpretation of the contents of this Charter.

## **II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES AND TERM OF OPERATION OF THE COMPANY**

### **Article 2. Name, form, head office, branches, representative offices and term of operation of the Company**

1. Name of the Company:

- Vietnamese name: CÔNG TY CỔ PHẦN DỊCH VỤ KỸ THUẬT PTSC THANH HÓA
- English name: PTSC THANH HOA TECHNICAL SERVICES COMPANY
- Trading name: PTSC THANH HÓA

2. The Company is a joint stock company with legal personality in accordance with Vietnamese law.

3. Registered head office of the Company:

- Address: No. 268 Tran Nhat Duat Street, Truc Lam Ward, Thanh Hoa Province.
- Telephone: 02373.900333
- Fax: 02373.900222
- Email: ptscthanhhhoa@ptsc.com.vn
- Website: www.ptscthanhhhoa.com.vn

4. The Company may establish branches and representative offices within its business areas to achieve its operational objectives, in accordance with decisions of the Board of Directors and within the scope permitted by law.

5. Unless the Company terminates its operation before expiry under Clause 2 Article 55 of this Charter or in other cases prescribed by law, the term of operation of the Company shall commence from the date of issuance of the Enterprise Registration Certificate by the competent State authority and shall be indefinite.

6. The Company is a subsidiary of Petrovietnam Technical Services Corporation (“the Corporation”). The Company has the rights and obligations of a member enterprise of the Corporation in accordance with the Corporation’s regulations and applicable laws. The Corporation has the rights and obligations of the parent company and shareholder toward the Company in accordance with law.

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

The Company has one (01) legal representative. The Director is the legal representative of the Company.

Specific rights and obligations of the legal representative of the Company shall comply with applicable law and this Charter.

**III. OBJECTIVES, BUSINESS SCOPE AND ACTIVITIES OF THE COMPANY**

**Article 4. Objectives of the Company**

1. The business lines of the Company are as follows:

No.	Business line	Code
1	Other supporting service activities related to transportation: provision of supplies, equipment and food for the petroleum industry; shipping agency services; load testing, launching, heavy lifting and weighing services; customs clearance services; transportation services for domestic and foreign employees and experts; ship supply services; ship chartering and ship brokerage services.	5229 (Principal)

No.	Business line	Code
2	Management consultancy activities: project management consultancy, preparation and appraisal of investment projects; consultancy for construction and installation packages.	7020
3	Architectural and relevant technical consultancy activities: machinery and equipment design; engineering design and consultancy services for civil engineering, pipeline engineering and transport architecture projects; supervision of installation of electrical equipment, transmission lines and transformer stations from 110kV to 500kV; consultancy, investment project preparation, design and construction supervision of electrical works, power lines and transformer stations up to 35kV; survey, design, construction planning and equipment installation for industrial, civil, chemical and petroleum facilities; design of ventilation, heating and air-conditioning systems for industrial facilities; fire prevention and fighting system design; investment and development consultancy for industrial, civil, chemical and petroleum works; construction supervision consultancy; appraisal of investment reports, technical design dossiers, cost estimates, total estimates and environmental impact assessment reports in industrial, civil, chemical and petroleum sectors; warranty and maintenance consultancy for equipment in industrial, civil, chemical and petroleum sectors.	7110
4	Specialized design activities.	7410
5	Other remaining business support service activities not elsewhere classified: management, operation and commercial exploitation of ports and petroleum technical service bases, port service business; domestic and international multimodal transport business; provision of specialized petroleum labor; mechanical fabrication, repair and maintenance; provision of non-destructive testing, pre-weld and post-weld heat treatment services; transportation of petroleum products; import and export of machinery and equipment; provision of logistics services; management of investment projects for civil, industrial, transport, irrigation and technical infrastructure works; import and export of construction materials and equipment; import and export of goods traded by the Company; purchase and processing of forest products and other wood products (excluding forest products prohibited by the State); import and export of fertilizer, agricultural chemicals, woodchips, other wood products, clinker, coal and ores (excluding pesticides and chemicals prohibited by the State); oil spill prevention and response; fabrication, installation, commissioning, operation, repair and maintenance of mechanical works; dredging and maintenance of marine channels, turning basins and seaports.	8299
6	Construction of residential buildings.	4101
7	Construction of railway works.	4211



No.	Business line	Code
8	Construction of non-residential buildings.	4102
9	Support activities for crude oil and natural gas extraction: management and operation services for service vessels and vessels transporting oil and gas products.	0910
10	Agents, brokers and auction of goods: shipping agency, maritime brokerage, tugboat/standby vessel/rescue vessel/service vessel business; air ticket agency.	4610
11	Construction of road works.	4212
12	Construction of other civil engineering works: industrial, irrigation and technical infrastructure works.	4299
13	Leasing of machinery, equipment and other tangible goods without operator: leasing of machinery and equipment.	7730
14	Road freight transport.	4933
15	Inland water freight transport.	5022
16	Warehousing and storage of goods.	5210
17	Wholesale of other machinery, equipment and spare parts.	4659
18	Wholesale of electronic and telecommunications equipment and components.	4652
19	Other specialized construction activities.	4390
20	Rental and leasing of motor vehicles.	7710
21	Labor supply and management: domestic and overseas labor supply and management; domestic and overseas seafarer supply.	7830
22	Repair of machinery and equipment.	3312
23	Repair of electrical equipment.	3314
24	Installation of industrial machinery and equipment.	3320
25	Service activities directly supporting water transport.	5222
26	Water exploitation, treatment and supply: supply of domestic and industrial water.	3600
27	Collection of non-hazardous waste.	3811
28	Collection of hazardous waste.	3812
29	Other accommodation establishments: room leasing services.	5590
30	Beverage serving services.	5630
31	Restaurants and mobile food service activities.	5610
32	Wholesale of construction materials and installation equipment.	4663
33	Wholesale of food.	4632
34	Wholesale of beverages.	4633
35	Retail sale of food in specialized stores.	4722
36	Retail sale of food grains in specialized stores.	4721
37	Retail sale of beverages in specialized stores.	4723
38	Other passenger land transport.	4932
39	Real estate business, land use rights owned, used or leased.	6810
40	Short-term accommodation services: hotel and guest-house services.	5510
41	Wholesale of solid, liquid and gaseous fuels and related products:	4661

No.	Business line	Code
	wholesale of solid, liquid and gaseous fuels and related products; trading of gasoline and oil.	
42	Other specialized wholesale not elsewhere classified: trading of urea fertilizer and agricultural chemicals; trading of woodchips, clinker, coal and ores.	4669
43	Cargo handling: transportation, loading and unloading, preservation, tallying and delivery/receipt of goods.	5224
44	Other professional, scientific and technological activities not elsewhere classified: technical inspection services for occupational safety.	7490
45	Combined support services: provision of diving, survey and underwater construction services.	8110
46	Recycling of scrap: ship demolition.	3830
47	Construction of hydraulic works: waterways, ports and river works.	4291

2. The objectives of the Company are:

- To earn profits for the benefit of shareholders;
- To develop the Company strongly and sustainably;
- To contribute to the State budget;
- To contribute to the development of the community and society and to environmental protection.

#### **Article 5. Business scope and operation**

The Company is permitted to conduct business activities in the business lines specified in this Charter that have been registered or notified as changes to enterprise registration with the business registration authority and published on the National Business Registration Portal.

### **IV. CHARTER CAPITAL AND SHARES**

#### **Article 6. Charter capital and shares**

1. The charter capital of the Company is VND 400,000,000,000 (in words: Four hundred billion Vietnamese dong). The total charter capital of the Company is divided into 40,000,000 shares with a par value of VND 10,000 per share.
2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with law.
3. The shares of the Company on the date of approval of this Charter are ordinary shares. Rights and obligations of shareholders holding each class of shares are provided in Articles 12 and 13 of this Charter.
4. The Company may issue other classes of preferred shares upon approval by the General Meeting of Shareholders and in accordance with law.
5. Ordinary shares must be offered on a pre-emptive basis to existing shareholders in proportion to their ordinary shareholding ratio in the Company, unless otherwise decided by the General Meeting of Shareholders. Shares not fully subscribed for by shareholders shall be decided by the Board of Directors, which may distribute such shares to

shareholders and other persons on terms not more favorable than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders.

6. The Company may purchase shares issued by itself in the manners prescribed in this Charter and applicable law.

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

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

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.

2. A share is a type of security certifying the lawful rights and interests of its owner in a portion of the share capital of the issuing organization. A share certificate must contain all contents prescribed in Clause 1 Article 121 of the Law on Enterprises.

3. Within thirty (30) days from the date of submission of a complete dossier requesting transfer of share ownership in accordance with the Company's regulations, or within thirty (30) days from full payment for shares in accordance with the Company's share issuance plan, the owner of such shares shall be issued share certificates. Shareholders are not required to pay the Company the printing costs of share certificates.

4. If a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be re-issued a share certificate at his/her request. The request must include: (a) information on the lost, damaged or destroyed share certificate; and (b) an undertaking to be responsible for any disputes arising from the re-issuance of the new share certificate.

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

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the seal of the Company.

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

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

2. Shares not fully paid for may not be transferred and shall not enjoy relevant rights such as the right to receive dividends, the right to receive shares issued to increase share capital from owners' equity, the right to purchase newly offered shares and other rights prescribed by law.

#### **Article 10. Redemption/forfeiture of shares**

1. If a shareholder fails to pay in full and on time the amount payable for shares subscribed for, the Board of Directors shall notify and may require such shareholder to pay the outstanding amount and be liable corresponding to the total par value of subscribed shares for financial obligations of the Company arising due to such failure to pay in full.

2. The payment notice must specify the new payment deadline (at least seven (07) days from the date of sending the notice), place of payment and state that if payment is not made as required, the unpaid shares shall be forfeited.

3. The Board of Directors may forfeit shares not fully and timely paid for if the requirements in the notice are not fulfilled.

4. Forfeited shares shall be deemed shares entitled to be offered for sale as provided in Clause 3 Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale or redistribution of such shares on such terms and in such manner as it considers appropriate.

5. A shareholder whose shares are forfeited must relinquish shareholder status in respect of such shares but remains liable for all relevant amounts plus interest at a rate not exceeding the 12-month lending rate of Joint Stock Commercial Bank for Foreign Trade of Vietnam at the time of forfeiture as decided by the Board of Directors from the date of forfeiture until payment. The Board of Directors has full authority to enforce payment of the full share value at the time of forfeiture.

6. Notice of forfeiture shall be sent to the holder of the forfeited shares before the forfeiture. The forfeiture remains effective notwithstanding any error or omission in sending the notice.

7. The Board of Directors has the right to decide on forfeiture of shares in respect of shareholders who fail to fully perform undertakings specified in each issuance.

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

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

The Company's organizational, governance and control structure comprises: (1) the General Meeting of Shareholders; (2) the Board of Directors; (3) the Board of Supervisors; and (4) the Director.

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

### **Article 12. Rights of shareholders**

1. Ordinary shareholders have the following rights: to attend and speak at General Meetings of Shareholders and exercise voting rights directly, through authorized representatives, by remote voting, electronic voting or other appropriate forms announced by the Company before the meeting; each ordinary share carries one vote; to receive dividends at the rate decided by the General Meeting of Shareholders; to have priority to purchase new shares in proportion to their ordinary shareholding; to freely transfer shares except as otherwise provided in the Law on Enterprises and relevant laws; to inspect, look up and extract information on names and contact addresses in the list of shareholders entitled to vote and request correction of inaccurate information; to inspect, look up, extract or copy this Charter, minutes and resolutions of the General Meeting of Shareholders; upon dissolution or bankruptcy of the Company, to receive residual assets in proportion to their shareholding; to request the Company to repurchase shares in cases prescribed in Article 132 of the Law on Enterprises; to be treated equally; to access periodic and ad hoc information disclosed by the Company; to have lawful rights and interests protected and to request suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises; and other rights prescribed by law and this Charter.

2. A shareholder or group of shareholders holding at least 5% of the total ordinary shares has the right to request the Board of Directors to convene a General Meeting of Shareholders; to inspect, look up and extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of

Supervisors, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relating to trade secrets and business secrets of the Company; to request the Board of Supervisors to inspect specific matters related to management and administration of the Company when necessary; to propose matters for inclusion in the agenda of the General Meeting of Shareholders; and other rights prescribed by law and this Charter.

3. A shareholder or group of shareholders holding at least 10% of the total ordinary shares has the right to nominate candidates to the Board of Directors or the Board of Supervisors in accordance with Articles 25 and 36 of this Charter and Clause 5 Article 115 of the Law on Enterprises.

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

Ordinary shareholders have the following obligations: to pay in full and on time for the shares subscribed for; not to withdraw contributed capital in the form of ordinary shares from the Company in any form except where the shares are repurchased by the Company or another person; to comply with the Charter and internal regulations of the Company; to comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; to keep confidential information provided by the Company and use it only to exercise and protect their lawful rights and interests; to attend General Meetings of Shareholders and exercise voting rights directly, by authorization, online, by electronic voting, by mail, fax, email or other forms prescribed by the Company; to be personally liable when acting in the name of the Company in violation of law, for self-interest or the interests of others, or by paying undue debts amid potential financial risk to the Company; and to fulfill other obligations prescribed by law.

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

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The annual General Meeting of Shareholders shall be held once a year within four (04) months from the end of the fiscal year. The Board of Directors may extend the annual meeting where necessary, but not beyond six (06) months from the end of the fiscal year. Extraordinary meetings may be held in addition to annual meetings. The meeting venue shall be the place where the chairperson attends and must be within the territory of Vietnam.

2. The Board of Directors convenes the annual General Meeting of Shareholders and selects an appropriate venue. The annual General Meeting of Shareholders decides matters prescribed by law and this Charter, especially approval of annual financial statements. If the audit report on the annual financial statements contains material qualifications, adverse opinion or disclaimer of opinion, the Company must invite a representative of the approved audit organization auditing the financial statements to attend the annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders where it considers necessary for the interests of the Company; the remaining number of Board members or Supervisors is below the statutory minimum; upon request of a shareholder or group of shareholders under Clause 2 Article 12 of this Charter; upon request of the Board of Supervisors; or in other cases prescribed by law and this Charter.

4. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the number of remaining members falls below the minimum or from receipt of a valid request. If the Board of Directors fails to do so, the Board of Supervisors shall convene the meeting within the next thirty (30) days. If the Board of Supervisors also fails to convene the meeting, the shareholder or group of shareholders specified in Clause 2 Article 12 may convene the meeting on behalf of the Company in accordance with the Law on Enterprises. The Company shall reimburse reasonable expenses for convening and conducting the meeting, excluding shareholders' personal expenses for attendance.

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

1. The General Meeting of Shareholders has the rights and obligations to approve the development orientation of the Company; decide classes and total number of shares of each class to be offered for sale and annual dividends; decide issuance of bonds in accordance with law; decide the number of Board members and Supervisors; elect, dismiss and remove Board members and Supervisors; decide investments or sale of assets valued at 35% or more of total assets recorded in the latest financial statements; amend and supplement this Charter; approve annual financial statements; decide repurchase of more than 10% of total sold shares of each class; review and handle violations by Board members and Supervisors causing damage to the Company and shareholders; decide reorganization and dissolution of the Company; decide the budget or total remuneration, bonuses and other benefits for the Board of Directors and Board of Supervisors; approve internal governance regulations and operating regulations of the Board of Directors and Board of Supervisors; approve the list of approved audit firms and decide on an approved audit firm to inspect the Company's operations and dismiss approved auditors when necessary; approve contracts and transactions with persons specified in Clauses 1 and 3 Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total assets recorded in the latest audited financial statements; approve borrowing, lending or asset sale transactions exceeding 10% of total assets with a shareholder holding 51% or more of voting shares or its related persons; authorize the Board of Directors to decide matters within its authority when necessary; and exercise other rights and obligations prescribed by law and this Charter.

2. The annual General Meeting of Shareholders discusses and approves the annual business plan; audited annual financial statements; report of the Board of Directors on governance and performance of the Board and each Board member; report of the Board of Supervisors on business results of the Company and performance of the Board of Directors and Director; self-assessment report of the Board of Supervisors and each Supervisor; dividend per share of each class; number of Board members and Supervisors; election, dismissal and removal of Board members and Supervisors; budget or total remuneration, bonuses and other benefits for the Board of Directors and Board of Supervisors; list of approved audit firms; amendments to the Charter; classes and quantity of new shares to be issued; division, separation, consolidation, merger or conversion of the Company; reorganization and dissolution/liquidation and appointment of liquidators; repurchase of more than 10% of total sold shares of each class; transactions specified in Clause 4 Article 293 of Decree No. 155/2020/ND-CP; and other matters prescribed by law and this Charter.

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

#### **Article 16. Authorization to attend General Meetings of Shareholders**

Shareholders and authorized representatives of institutional shareholders may attend meetings directly, authorize one or more individuals or organizations to attend, or attend through the forms specified in Clause 3 Article 144 of the Law on Enterprises. Authorization must be in writing in accordance with civil law and state the authorizing shareholder, authorized person, number of authorized shares, scope, term and signatures. The authorized person must submit the authorization document upon registration for the meeting; in case of sub-authorization, the original authorization must also be presented unless already registered with the Company. Voting cards of authorized attendees remain valid within the authorization scope even if the authorizer dies, loses or has restricted civil act capacity, revokes the appointment or revokes the authorization, unless the Company receives notice of such event before the meeting opens or is reconvened.

#### **Article 17. Changes to rights**

Changes or cancellation of special rights attached to a class of preferred shares shall be effective when approved by shareholders representing at least 65% of total votes of attending shareholders. A resolution adversely changing rights and obligations of holders of a class of preferred shares is adopted only if approved by preferred shareholders of the same class attending the meeting and holding at least 75% of total preferred shares of that class, or by written consent of holders of at least 75% of such shares. Separate meetings of holders of a class of preferred shares are valid when attended by at least two shareholders or their proxies holding at least one-third of the par value of issued shares of that class; if not, a reconvened meeting within thirty (30) days is valid regardless of number of attendees or shares. Procedures for such meetings follow Articles 19, 20 and 21 of this Charter. Unless issuance terms provide otherwise, special rights attached to preferred shares are not changed by issuance of additional shares of the same class.

#### **Article 18. Convening General Meetings of Shareholders, agenda and notice**

The Board of Directors convenes annual and extraordinary General Meetings of Shareholders. The convener must prepare the list of shareholders eligible to attend and vote, agenda, contents, documents, draft resolutions, time and venue, notices and other matters serving the meeting. The list of shareholders entitled to attend must be prepared no more than ten (10) days before sending notices, and the Company must disclose information on record date at least twenty (20) days before the last registration date. Notices must be sent to all shareholders in a manner ensuring delivery to their contact addresses and published on the Company website, the State Securities Commission and the Stock Exchange, and where necessary in newspapers. Notices must be sent at least twenty-one (21) days before the meeting opening. Meeting agenda and documents must be sent or posted on the Company website; if not enclosed, the notice must specify the link to all meeting documents, including agenda, documents, candidate list and information, voting cards and draft resolutions. Shareholders/groups under Clause 2 Article 12 may propose agenda items at least three (03) working days before the opening. The convener may refuse only in cases specified by law and must respond in writing no

80  
C  
C  
HV  
I  
THA  
LAN

later than two (02) working days before the meeting, otherwise valid proposals must be included subject to approval by the General Meeting.

#### **Article 19. Conditions for conducting General Meetings of Shareholders**

A General Meeting of Shareholders may proceed when attending shareholders represent more than 50% of total voting shares. If the first meeting lacks quorum, a second notice shall be sent within thirty (30) days from the intended first meeting date and the second meeting may proceed when attending shareholders represent at least 33% of total voting shares. If the second meeting lacks quorum, a third notice shall be sent within twenty (20) days from the intended second meeting date and the third meeting may proceed regardless of the total voting shares represented by attending shareholders.

#### **Article 20. Procedures for conducting and voting at General Meetings of Shareholders**

Before opening the meeting, the Company must register shareholders until all attending eligible shareholders are registered and issue each voting shareholder or proxy a voting card showing registration number, name, proxy name and number of votes. The General Meeting discusses and votes on each agenda item by votes in favor, against or no opinion as administered by the Chairperson. Collection and counting of votes shall be conducted after completion of voting on the final agenda item, and results shall be announced before closing. The General Meeting elects vote counters or supervisors at the Chairperson's proposal. Late-arriving shareholders may register and then participate and vote; previously voted matters remain valid. The Chairman of the Board of Directors chairs meetings convened by the Board or authorizes another Board member. If unavailable, the remaining Board members elect a chairperson by majority; failing that, the Head of the Board of Supervisors presides over the election of a chairperson by the General Meeting. The chairperson appoints secretary/secretaries, and the General Meeting elects vote counters. The agenda must be approved at the opening session and specify the time for each item. The chairperson may take necessary and reasonable measures to conduct the meeting orderly, in accordance with the approved agenda and reflecting the majority will; may request lawful security checks and assistance to maintain order. The chairperson may postpone a duly convened meeting for no more than three (03) working days or change the venue only in cases provided by this Charter. If postponement or suspension is contrary to the Charter, the General Meeting may elect another chairperson, and all resolutions adopted shall be valid. If technology is applied for online meetings, the Company must ensure shareholders can attend and vote electronically in accordance with the Law on Enterprises and Decree No. 155/2020/ND-CP.

#### **Article 21. Conditions for adoption of resolutions of the General Meeting of Shareholders**

Resolutions on the class and total number of shares of each class; changes to business lines and sectors; changes to the management structure; investment projects or sale of assets valued at 35% or more of total assets recorded in the latest financial statements; and reorganization or dissolution of the Company are adopted when approved by shareholders representing at least 65% of total votes of all shareholders attending and voting, except as otherwise prescribed in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises. Other resolutions are adopted when approved by shareholders holding more

than 50% of total votes of all shareholders attending and voting, except as otherwise provided. Election of Board members and Supervisors must comply with Clause 3 Article 148 of the Law on Enterprises and the Company's internal governance regulations. Resolutions adopted by 100% of total voting shares are lawful and effective even if procedures for convening or adoption violate the Law on Enterprises or this Charter.

**Article 22. Authority and procedures for written consultation with shareholders**

The Board of Directors may collect shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders when necessary for the interests of the Company. The Board must prepare opinion forms, draft resolutions and explanatory documents and send them to all voting shareholders at least fifteen (15) days before the deadline for return. Opinion forms must state the Company name, head office and enterprise code; purpose; shareholder information and votes; matters requiring opinions; voting options; deadline; and signature of the Chairman of the Board. Completed forms must bear signatures of individual shareholders or legal representatives/authorized representatives of institutional shareholders. Forms may be returned by sealed mail, fax or email and must remain confidential until vote counting. Late, opened or prematurely disclosed forms are invalid; forms not returned are deemed non-participating. The Board counts votes and prepares minutes in the presence of the Board of Supervisors or a non-managerial shareholder. Minutes must include required information, votes, matters passed and signatures, and responsible persons are jointly liable for truthfulness and accuracy. Minutes and resolutions must be sent to shareholders within fifteen (15) days or posted on the website within twenty-four (24) hours after vote counting. Returned forms, minutes, resolutions and relevant documents must be kept at the Company's head office. Written resolutions are adopted when approved by shareholders owning more than 50% of total voting shares and have the same validity as resolutions adopted at a meeting.

**Article 23. Resolutions and minutes of General Meetings of Shareholders**

General Meetings of Shareholders must be recorded in minutes and may be audio-recorded or stored electronically. Minutes must be made in Vietnamese and may additionally be made in a foreign language, containing the Company name, head office and enterprise code; time and venue; agenda and contents; names of chairperson and secretary; summary of proceedings and opinions; number of shareholders and votes attending; voting results for each issue including method, valid/invalid votes, votes in favor/against/no opinion and ratios; matters adopted and approval ratios; and signatures of the chairperson and secretary. If the chairperson or secretary refuses to sign, the minutes remain valid if signed by all other attending Board members and contain all required contents, clearly recording the refusal. Minutes must be completed and approved before the meeting ends. Vietnamese and foreign-language minutes have equal legal validity; in case of discrepancy, the Vietnamese version prevails. Resolutions, minutes, attendance lists, powers of attorney, attachments and related meeting materials must be disclosed and retained at the head office in accordance with securities information disclosure regulations.

**Article 24. Request for cancellation of decisions of the General Meeting of Shareholders**

Within ninety (90) days from receipt of a resolution or minutes of a General Meeting of Shareholders or minutes of written vote counting, shareholders or groups under Clause 2 Article 12 may request a court or arbitration tribunal to consider cancellation of all or part of the resolution where procedures for convening, written consultation or adoption seriously violate the Law on Enterprises and this Charter, except the case specified in Clause 4 Article 21, or where the resolution content violates law or this Charter.

## **VII. BOARD OF DIRECTORS**

### **Article 25. Nomination and candidacy for members of the Board of Directors**

Shareholders or groups holding at least 10% of total ordinary shares may nominate candidates to the Board of Directors. Holding ratios from 10% to below 20%, 20% to below 30%, 30% to below 40%, 40% to below 50%, 50% to below 60%, 60% to below 70%, 70% to 80%, and 80% to below 90% entitle nomination of up to one (01), two (02), three (03), four (04), five (05), six (06), seven (07) and eight (08) candidates respectively. Information on identified candidates must be disclosed on the Company website at least ten (10) days before the meeting, including full name, date of birth, professional qualifications, work history, other managerial positions, interests related to the Company and related parties, nominating shareholder/group and other information. Candidates must undertake in writing that disclosed personal information is truthful and accurate and that, if elected, they will perform duties honestly, prudently and in the best interests of the Company. If candidates are insufficient, the incumbent Board may introduce additional candidates or organize nominations under the internal governance regulations, and the mechanism must be clearly disclosed before voting. Board members must meet standards and conditions prescribed in Clauses 1 and 2 Article 155 of the Law on Enterprises and this Charter.

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

The Board of Directors has five (05) members. The term of office of Board members is five (05) years and members may be re-elected for an unlimited number of terms. An individual may not serve as an independent Board member for more than two (02) consecutive terms. If all Board members end their term at the same time, they shall continue serving until new members are elected and take over. A Board member ceases to be a member when dismissed by the General Meeting of Shareholders for failure to meet standards and conditions under Article 155 of the Law on Enterprises, resignation accepted, mental disorder supported by professional evidence, false personal information as a candidate, or other cases prescribed by law and this Charter; or when removed for failure to participate in Board activities for six (06) consecutive months except force majeure, criminal conviction, or other cases prescribed by law and this Charter. Election of Board members must be disclosed under securities disclosure regulations. Board members are not required to be shareholders.

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

The Board of Directors is the management body of the Company and has full authority on behalf of the Company to decide and perform the Company's rights and obligations, except those within the authority of the General Meeting of Shareholders. The Board decides strategies, medium-term development plans and annual business plans; recommends share classes and total shares for offering; decides sale of unissued shares



and other capital raising; decides share and bond prices; decides share repurchase within its authority; decides investment plans and projects within legal limits; decides market, marketing and technology development solutions; approves contracts and transactions valued at 35% or more of total assets recorded in the latest financial statements except those under the authority of the General Meeting; elects, dismisses and removes the Chairman; appoints, removes, rewards, disciplines and decides salaries and regimes for the Director, Deputy Directors, Chief Accountant, department heads, representative office heads and other managers as proposed by the Director; supervises and directs the Director and other managers; decides organizational structure and internal management regulations, establishment of branches/representative offices and capital contribution/share purchase in other enterprises; approves programs and documents for General Meetings and convenes meetings or written consultations; submits audited annual financial statements; recommends dividends and decides payment procedures or loss handling; recommends reorganization, dissolution or bankruptcy; issues Board operating regulations, internal governance regulations after approval by the General Meeting and information disclosure regulations; signs and terminates contracts with the Director; and exercises other rights and obligations prescribed by law and this Charter. The Board must approve branch or representative office establishment, Company contracts within statutory scope, borrowings and security/guarantee/indemnity obligations, investments outside or exceeding annual plans and budgets, purchase or sale of shares/capital contributions in other enterprises, valuation of non-cash assets contributed to the Company, repurchase/forfeiture of not more than 10% of each class of sold shares in twelve months, repurchase/forfeiture prices, and other matters it considers requiring approval. The Board reports its performance to the General Meeting under Article 280 of Decree No. 155/2020/ND-CP and may delegate work to managers and subordinate staff unless otherwise provided by law or this Charter.

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

The Company may pay remuneration and bonuses to Board members based on business results and efficiency. Work remuneration is calculated based on necessary working days and daily rates; the Board estimates remuneration for each member by consensus, and the total remuneration and bonuses are decided by the annual General Meeting of Shareholders. Remuneration is included in business expenses, presented separately in annual financial statements and reported to the annual General Meeting. Board members holding executive positions, serving on committees or performing work outside normal duties may receive additional compensation as decided by the Board. Board members are entitled to reimbursement of reasonable travel, accommodation and other expenses incurred in performing duties, including attendance at meetings. The Company may purchase liability insurance for Board members upon approval by the General Meeting, excluding liabilities arising from violations of law and this Charter.

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

The Chairman is elected, dismissed and removed by the Board from among Board members and may not concurrently serve as Director. The Chairman prepares programs and plans of the Board; prepares agendas, contents and documents for meetings; convenes, chairs and presides over Board meetings; organizes adoption of Board

resolutions and decisions; supervises implementation; chairs General Meetings of Shareholders; and performs other rights and obligations prescribed by law and this Charter. If the Chairman resigns or is dismissed/removed, the Board must elect a replacement within ten (10) days. If absent or unable to perform duties, the Chairman must authorize another member in writing. If there is no authorized person or the Chairman dies, is missing, detained, imprisoned, subject to compulsory administrative measures, absconds, has restricted or lost civil act capacity, has difficulty in cognition or behavior control, or is prohibited by a court from holding office, the remaining members elect one of them as Chairman by majority until a new decision is made.

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

The Chairman shall be elected at the first Board meeting within seven (07) working days after completion of Board election, convened and chaired by the member with the highest number or ratio of votes. The Board meets at least quarterly and may meet extraordinarily. The Chairman convenes meetings upon request of the Board of Supervisors, Director, at least two-thirds of managers being Deputy Directors/Chief Accountant, at least two Board members, or the independent auditor of the financial statements. Requests must be in writing and state purposes and matters for discussion and decision. The Chairman must convene the meeting within seven (07) working days; otherwise he/she is liable for damage and the requester may convene the meeting. Meetings may be held at the head office or elsewhere in Vietnam or abroad as decided by the Chairman with Board consent. Notices and materials must be sent at least three (03) working days before the meeting, except urgent cases. Supervisors receive notices and materials and may attend and discuss but not vote. Meetings are valid with at least three-fourths (3/4) of members attending; a second meeting may be convened within seven (07) days and is valid with more than one-half (1/2) of members attending. Members may attend and vote directly, by authorized attendance subject to majority Board consent, online/electronically, or by ballot sent by mail, fax or email. Mail ballots must be sealed and delivered at least one hour before opening. Resolutions are adopted by majority of attending members; in case of tie, the Chairman's side prevails. Written resolutions are adopted by majority of voting Board members and have the same effect as meeting resolutions. Minutes must be sent to members and constitute authentic evidence unless objected to within ten (10) days; minutes may be bilingual and the Vietnamese version prevails in case of discrepancy.

### **Article 31. Committees under the Board of Directors**

The Board may establish committees for development policy, human resources, remuneration, internal audit, risk management and other matters. Committee membership is decided by the Board and must include at least three (03) persons being Board members and external members. Independent/non-executive Board members should constitute a majority, and one of them shall be appointed chairperson of the committee. Committee operations comply with Board regulations; committee resolutions are valid when approved by a majority of attending and voting members. Implementation of decisions of the Board or its committees must comply with law, this Charter and the internal governance regulations.

### **Article 32. Person in charge of corporate governance and Company Secretary**

The Board must appoint at least one (01) person in charge of corporate governance to support corporate governance. This person may concurrently act as Company Secretary under Clause 5 Article 156 of the Law on Enterprises and must not concurrently work for the approved audit organization auditing the Company's financial statements. Rights and obligations include advising the Board on General Meetings and shareholder relations; preparing meetings of the Board, Board of Supervisors and General Meeting; advising on meeting procedures and preparation of Board resolutions; attending meetings; providing financial information, copies of Board minutes and other information to Board members and Supervisors; supervising and reporting to the Board on information disclosure; acting as contact point for stakeholders; maintaining confidentiality; and other rights and obligations prescribed by law and this Charter. The Board may appoint a Company Secretary when necessary to support the Board and Chairman; rights and obligations of the Company Secretary comply with Clause 5 Article 156 of the Law on Enterprises.

## **VIII. DIRECTOR AND OTHER EXECUTIVES OF THE COMPANY**

### **Article 33. Management apparatus**

The Company's management system must ensure that the management apparatus is accountable to and subject to supervision and direction by the Board of Directors in the Company's day-to-day business. The Company has one (01) Director, Deputy Directors, one (01) Chief Accountant and other managerial positions appointed by the Board of Directors. Appointment, dismissal and removal of these positions must be approved by Board resolution.

### **Article 34. Company executives**

Upon proposal of the Director and approval by the Board of Directors, the Company may employ other executives in such number and with such standards as appropriate to the Company's structure and management regulations. Executives are responsible for supporting the Company in achieving its operational and organizational objectives. The Director is paid salary and bonuses as decided by the Board. Salaries of Company executives are included in business expenses, presented separately in annual financial statements and reported to the annual General Meeting.

### **Article 35. Appointment, dismissal, duties and powers of the Director**

The Board appoints one (01) Board member or hires another person as Director. The Director manages day-to-day business, is supervised by the Board and is accountable to the Board and law for assigned rights and obligations. The Director's term is five (05) years and may be renewed without limitation, subject to the labor contract, and must meet legal and Charter standards. The Director decides matters relating to day-to-day business outside Board authority; implements Board resolutions and decisions; implements business plans and investment plans; recommends organizational structure and internal management regulations; appoints, dismisses, removes, assigns and relieves managerial titles within authority excluding those under Board authority; decides salaries and benefits for employees and managers appointed by the Director; recruits employees; recommends dividend payment or loss handling; and exercises other rights and obligations under law, this Charter and Board resolutions/decisions. The Board may dismiss the Director when approved by a majority of voting Board members attending and appoint a replacement.

## **IX. BOARD OF SUPERVISORS**

### **Article 36. Nomination and candidacy for Supervisors**

Nomination and candidacy for Supervisors shall be conducted in the same manner as Clauses 1 and 2 Article 25 of this Charter. If candidates for the Board of Supervisors through nomination and candidacy are insufficient, the incumbent Board of Supervisors may introduce additional candidates or organize nominations under the internal governance regulations. Such mechanism must be clearly disclosed before the General Meeting votes to elect Supervisors.

### **Article 37. Composition and term of office of Supervisors**

The Company has three (03) Supervisors. The term of office of Supervisors is five (05) years and they may be re-elected without limitation. Where Supervisors' terms expire at the same time and new Supervisors have not yet been elected, outgoing Supervisors continue to exercise rights and obligations until new Supervisors are elected and take office. Supervisors must meet standards and conditions under Clause 1 Article 169 of the Law on Enterprises and this Charter and must not work in the accounting/finance department of the Company or be members/employees of the independent audit firm auditing the Company's financial statements in the preceding three (03) consecutive years. Supervisors are dismissed when no longer qualified, resign and are accepted, or in other cases prescribed by law and this Charter; and are removed for failure to complete assigned duties, failure to exercise rights and obligations for six (06) consecutive months except force majeure, repeated or serious breaches of Supervisor obligations, or other cases under General Meeting resolution.

### **Article 38. Rights and obligations of the Board of Supervisors**

The Board of Supervisors has rights and obligations under Article 170 of the Law on Enterprises and this Charter, including proposing the list of approved audit organizations to audit the Company's financial statements and deciding on approved audit organizations to inspect operations or dismiss approved auditors when necessary; being accountable to shareholders for supervisory activities; supervising the Company's financial situation and compliance with law by Board members, the Director and other managers; coordinating with the Board, Director and shareholders; notifying the Board in writing within forty-eight (48) hours upon detection of violations and requiring cessation and remedy; developing its operating regulations for approval by the General Meeting; reporting to the General Meeting under Article 290 of Decree No. 155/2020/ND-CP; accessing Company records and working places during working hours; requesting the Board, Board members, Director and other managers to provide complete, accurate and timely information and documents; and other rights and obligations prescribed by law and this Charter.

### **Article 39. Salary, remuneration, bonuses and other benefits of Supervisors**

Supervisors are paid salary, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting decides the total salary, remuneration, bonuses, other benefits and annual operating budget of the Board of Supervisors. Supervisors are reimbursed reasonable meals, accommodation, travel and independent consultancy expenses, provided that total remuneration and expenses do not exceed the approved annual operating budget unless otherwise decided by the General

Meeting. Salaries and operating expenses of the Board of Supervisors are included in business expenses, presented separately in annual financial statements and comply with tax and relevant laws.

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

The Head of the Board of Supervisors is elected by the Board of Supervisors from among Supervisors by majority and may be dismissed or removed by majority. More than one-half (1/2) of Supervisors must reside permanently in Vietnam. The Head must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration or a discipline related to the Company's business. The Head convenes meetings of the Board of Supervisors; requests the Board, Director and other executives to provide information for reporting to the Board of Supervisors; and prepares and signs reports of the Board of Supervisors after consulting the Board of Directors for submission to the General Meeting.

#### **Article 41. Meetings of the Board of Supervisors**

The Board of Supervisors must meet at least twice per year, with at least two-thirds (2/3) of Supervisors attending. Minutes must be detailed and clear, signed by the minute taker and attending Supervisors and retained to determine responsibility of each Supervisor. The Board of Supervisors may require Board members, the Director and representatives of the approved audit organization to attend and answer matters requiring clarification.

### **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, DIRECTOR AND OTHER EXECUTIVES OF THE COMPANY**

#### **Article 42. Duty of care**

Board members, Supervisors, the Director and other executives must perform their duties, including duties as members of Board committees, honestly and prudently in the interests of the Company.

#### **Article 43. Duty of loyalty and avoidance of conflicts of interest**

Board members, Supervisors, the Director and other managers must disclose related interests in accordance with the Law on Enterprises and relevant laws; may use information obtained by virtue of their positions only for the interests of the Company; must notify the Board and Board of Supervisors of transactions between the Company and their related persons; and the Company must disclose resolutions approving such transactions in accordance with securities disclosure laws. Board members may not vote on transactions that benefit themselves or their related persons. Board members, Supervisors, the Director, other managers and their related persons may not use or disclose internal information for related transactions. Transactions between the Company and one or more Board members, Supervisors, Director, other executives or their related persons are not invalid if, for transactions valued at 35% or less of total assets in the latest financial statements, key terms and interests have been reported to and approved by the Board by majority votes of disinterested Board members; or, for transactions exceeding 35% or leading to aggregate transaction value within 12 months from the first transaction reaching 35% or more, key terms and interests have been disclosed to shareholders and approved by votes of disinterested shareholders at the General Meeting.

#### **Article 44. Liability for damage and indemnification**

Board members, Supervisors, the Director and other executives who breach duties of honesty and prudence or fail to fulfill obligations are liable for damage caused by such breaches. The Company shall indemnify persons who are, were or may become parties to complaints, lawsuits or prosecutions, including civil and administrative matters and matters not initiated by the Company, if they are or were Board members, Supervisors, Director, other executives, employees or authorized representatives of the Company acting honestly and prudently in the interests of the Company, in compliance with law and without evidence of breach of duty. Indemnification costs include judgments, fines, actual payments and legal fees within the extent permitted by law. The Company may purchase insurance for such persons to avoid the above indemnification liabilities.

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

### **Article 45. Right to inspect books and records**

Ordinary shareholders have the right to inspect, look up and extract information on names and contact addresses in the list of voting shareholders, request correction of inaccurate information, and inspect, look up, extract or copy this Charter, minutes and resolutions of the General Meeting. Shareholders/groups under Clause 2 Article 12 may inspect and extract Board minutes, resolutions and decisions, mid-year and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to Board approval and other documents, except trade and business secrets. Authorized representatives requesting inspection must present authorization documents. Board members, Supervisors, the Director and other executives may inspect shareholder registers, lists, books and records for purposes related to their positions, subject to confidentiality. The Company must keep this Charter and amendments, Enterprise Registration Certificate, regulations, ownership documents, resolutions and minutes of the General Meeting and Board, reports of the Board and Board of Supervisors, annual financial statements, accounting books and other documents at the head office or another place notified to shareholders and the business registration authority. This Charter must be published on the Company website.

## **XII. ORGANIZATIONS, EMPLOYEES AND TRADE UNION**

### **Article 46. Employees and trade union**

The Director must prepare plans for Board approval on recruitment, termination, salaries, social insurance, welfare, reward and discipline for employees and executives. The Director must also prepare plans for Board approval on the Company's relations with the trade union in accordance with best management standards, practices and policies, this Charter, Company regulations and applicable laws.

## **XIII. PROFIT DISTRIBUTION**

### **Article 47. Profit distribution**

The General Meeting of Shareholders decides annual dividend rates and forms of dividend payment from retained earnings. The Company does not pay interest on dividends or payments related to any class of shares. The Board may recommend that the General Meeting approve payment of all or part of dividends in shares, and the Board implements such decision. Cash dividends must be paid in Vietnamese dong, directly or through banks based on bank account details provided by shareholders; if the Company

transfers funds in accordance with provided bank details but the shareholder does not receive them, the Company is not liable for such amount. Dividend payment for listed/registered shares may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation. Based on the Law on Enterprises and Law on Securities, the Board adopts a resolution/decision fixing a record date for shareholders or holders of other securities to receive cash or share dividends, notices or other documents. Other profit distribution matters comply with law.

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

##### **Article 48. Bank accounts**

The Company opens accounts at Vietnamese banks or branches of foreign banks licensed to operate in Vietnam. With prior approval of competent authorities where necessary, the Company may open overseas bank accounts in accordance with law. All payments and accounting transactions are conducted through Vietnamese dong or foreign currency accounts opened by the Company.

##### **Article 49. Fiscal year**

The fiscal year of the Company commences on 01 January and ends on 31 December each year. The first fiscal year commences on the date of issuance of the Enterprise Registration Certificate and ends on 31 December of the same year.

##### **Article 50. Accounting regime**

The accounting regime applied by the Company is the Vietnamese Accounting Standards/Regime (VAS) or the enterprise accounting regime prescribed by relevant law. The Company maintains accounting books in Vietnamese and keeps accounting records in accordance with accounting and relevant laws. Records must be accurate, updated, systematic and sufficient to evidence and explain Company transactions. The accounting currency is Vietnamese dong; where economic transactions mainly arise in a foreign currency, the Company may choose such foreign currency as accounting currency, be responsible before law and notify the direct tax authority.

#### **XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE RESPONSIBILITIES**

##### **Article 51. Annual, semi-annual and quarterly financial statements**

The Company must prepare annual financial statements, which must be audited in accordance with law. The Company discloses audited annual financial statements and submits them to competent state authorities in accordance with securities information disclosure regulations. Annual financial statements must include all reports, appendices and notes required by enterprise accounting law and must fairly and objectively reflect the Company's operations. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with securities information disclosure regulations and submit them to competent state authorities.

##### **Article 52. Annual report**

The Company must prepare and disclose an Annual Report in accordance with laws on securities and the securities market.

## **XVI. COMPANY AUDIT**

### **Article 53. Audit**

The General Meeting of Shareholders appoints an independent audit firm or approves a list of independent audit firms and authorizes the Board of Directors to select one of them to audit the Company's financial statements for the following fiscal year on terms agreed with the Board. The audit report shall be attached to the Company's annual financial statements. Independent auditors auditing the Company's financial statements may attend General Meetings of Shareholders, receive notices and information relating to such meetings, and express opinions at the meeting on matters related to the audit of the Company's financial statements.

## **XVII. SEAL**

### **Article 54. Seal**

The seal includes a physical seal made by a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions. The Board of Directors decides the type, quantity, form and contents of the seals of the Company, branches and representative offices. The Board of Directors and the Director use and manage seals in accordance with applicable law.

## **XVIII. DISSOLUTION OF THE COMPANY**

### **Article 55. Dissolution of the Company**

The Company may be dissolved pursuant to a resolution or decision of the General Meeting of Shareholders; upon revocation of the Enterprise Registration Certificate, unless otherwise provided by the Law on Tax Administration; or in other cases prescribed by law. Dissolution is decided by the General Meeting and implemented by the Board of Directors. The dissolution decision must be notified to or approved by competent authorities where required.

### **Article 56. Liquidation**

After a dissolution decision, the Board of Directors must establish a Liquidation Committee of three (03) members, including two (02) members appointed by the General Meeting and one (01) member appointed by the Board from an independent audit firm. The Liquidation Committee prepares its operating regulations. Members may be Company employees or independent experts. Liquidation expenses are prioritized for payment before other Company debts. The Liquidation Committee reports its establishment and commencement date to the business registration authority and thereafter represents the Company in all liquidation matters before courts and administrative authorities. Liquidation proceeds are paid in the following order: liquidation expenses; salary debts, severance allowances, social insurance and other employee benefits under collective bargaining agreements and labor contracts; tax debts; other Company debts; and the remainder to shareholders, with preferred shares paid first.

## **XIX. SETTLEMENT OF INTERNAL DISPUTES**

### **Article 57. Settlement of internal disputes**

Where disputes or complaints arise in relation to Company operations or shareholders' rights and obligations under the Law on Enterprises, this Charter, other laws or agreements between shareholders and the Company, or between shareholders and the Board of Directors, Board of Supervisors, Director or other executives, the parties shall endeavor to resolve them through negotiation and mediation. Except for disputes involving the Board or Chairman, the Chairman presides over dispute resolution and requires each party to present relevant information within ten (10) working days from occurrence of the dispute. If the dispute involves the Board or Chairman, any party may request appointment of an independent expert as mediator. If no mediation decision is reached within six (06) weeks from commencement of mediation or the mediator's decision is not accepted, any party may submit the dispute to economic arbitration or economic court. Each party bears its own negotiation and mediation costs; court costs are paid according to the court's judgment.

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

### **Article 58. Amendments and supplements to the Charter**

Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders. Where law contains provisions relating to the Company's operations not mentioned in this Charter, or where new legal provisions differ from this Charter, such legal provisions shall apply to govern the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 59. Effective date**

This Charter consists of 21 chapters and 59 articles and was unanimously approved by the General Meeting of Shareholders of PTSC Thanh Hoa Technical Services Company on June 5, 2026 at the 2026 Annual General Meeting of Shareholders, which accepted the full effect of this Charter. This Charter is made in ten (10) counterparts of equal validity and must be kept at the Company's head office. This Charter is the sole and official Charter of the Company. Copies or extracts of this Charter are valid when bearing the signature of the Chairman of the Board of Directors or at least one-half (1/2) of the total Board members.

Full name and signature of the legal representative of the Company:

**LEGAL REPRESENTATIVE  
DIRECTOR  
(Signed)**

**Pham Hung Phuong**

