

No.: 091 -2025/PTX-NQ-HDQT

Công Ty Cổ Phần Vận
Tài Và Dịch Vụ
Petrolimex Nghệ Tĩnh



PETROLIMEX

Vinh City, March 31st, 2025

Digitally signed by Công Ty Cổ Phần Vận Tài
Và Dịch Vụ Petrolimex Nghệ Tĩnh
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RESOLUTION

2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and Law No. 03/2022/QH15, passed by the National Assembly on January 11, 2022, along with related guiding documents;
- Pursuant to the Charter on the organization and operation of Petrolimex Nghe Tinh Transportation and Services Joint Stock Company;
- Pursuant to the minutes of the 2025 Annual General Meeting of Shareholders dated April 19, 2023.

The 2025 Annual General Meeting of Shareholders (“AGM”) of Petrolimex Nghe Tinh Transportation and Services Joint Stock Company unanimously resolves and votes to approve the following contents:

RESOLVED

ARTICLE 1: The 2025 Annual General Meeting of Shareholders of Petrolimex Nghe Tinh Transportation and Services Joint Stock Company has unanimously approved the following contents:

1. Report on the activities of the Board of Directors in 2024 and the strategic direction for 2025.
2. Report of the Executive Board about business performance in 2024 and plans for 2025

Key Performance Targets for 2025:

No.	Criteria	Unit of measurement	Plan 2025	Comparison with actual 2024
1	Core business performance metrics			
1.1	Transport volume	M ³ km	68,000,000	102%
1.2	Petroleum sales volume	M ³	76,750	84%
1.3	Other product sales volume			
A	Lubricants	Thousand	114	100%



		liters		
B	Liquefied petroleum gas (lpg)	Tons	471	114%
C	Laundry detergent	Cans	6,900	100%
D	Insurance revenue	Milion VNS	1,300	102%
L4	Driver training and licensing	Students	8,370	91%
	Category B1, B2, C Students	Students	3,570	89%
	Category A1 Students	Students	4,800	92%
2	Total revenue	Billion VND	1,602,697	82%
3	Total expenses	Billion VND	1,584,197	82%
4	Profit before tax	Billion VND	18,500	79%
5	Profit after tax	Billion VND	15,501	79%
8	Total Investment Value for the Period	Billion VND	23,641	79%
9	Total workforce	People	451	100%

3. Report on the activities of the Supervisory Board in 2024.
4. Submission No. -2025/PTX-TT-HDQT about Approving on the 2024 audited financial statements.
5. Submission No. -2025/PTX-TT-HDQT about selecting the auditing firm for the 2025 financial statements.

The General Meeting of Shareholders authorizes the Board of Directors to select one of the following auditing firms:

- Công ty TNHH Hãng kiểm toán AASC (AASC).
 - An Viet Auditing Company Limited (An Viet);
 - CPA Vietnam Auditing Company Limited (CPA Vietnam);
 - Nam Viet Financial Consulting, Accounting, and Auditing Services Company Limited (AASCN);
 - AASC Auditing Firm Company Limited (AASC).
6. Submission No. -2025/PTX-TT-HDQT the 2024 profit distribution plan
 - 6.1. *Dividend payment for 2024*
 - Dividend payout ratio: 24% of charter capital
 - Payment method: Cash dividend

- Total dividend amount for 2024: VND 15,437,887,200 accounting for 78.7% of the company's total profit after tax in 2024.
 - Dividend per share: VND 2,400/share
- 6.2. *Allocation to bonus and welfare funds:*
- Total allocation for the bonus and welfare funds: VND 1,939,224,402 representing 9.9% of the company's total profit after tax in 2024.
- 6.3. *Allocation to the management bonus fund:*
- Total allocation for the management bonus fund: VND 660,743,320 accounting for 3.4% of the company's total profit after tax in 2024.
- 6.4. *Allocation to the research and development fund:*
- Total allocation for the research and development fund: VND 1,568,509,124 accounting for 8% of the company's total profit after tax in 2024
7. Report No. -2025/PTX-BC-HDQT about the settlement of remuneration and allowances for Board of Directors' members and Supervisory Board's members in 2024
- The total salary and remuneration fund for the Board of Directors in 2024 is 2,647,300,000 VND.
 - The total salary and remuneration fund for the Supervisory Board in 2024 is 865,260,000 VND
8. Submission No. -2025/PTX-TT-HDQT about salary and remuneration plans for Board of Directors' members and Supervisory Board's members in 2025:
- The total salary and remuneration fund for the Board of Directors in 2025 is estimated at VND 2,417,100,000.
 - The total salary and remuneration fund for the Supervisory Board in 2025 is estimated at VND 790,020,000.
9. Submission No. -2025/PTX-TT-HDQT about approving of contracts and transactions with related parties
10. Submission No. -2025/PTX-TT-HDQT on the dismissal of the Board of Directors member for the 2021-2026 term for Mrs. Nguyen Thi Thanh Tam
11. Submission No. -2025/PTX-TT-HDQT on the amendment of the Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors of Petrolimex Nghe Tinh Transportation and Services Joint Stock Company.

ARTICLE 2: Implementation

The General Meeting of Shareholders authorizes the Board of Directors to implement the contents approved in this Resolution and to carry out the necessary procedures in accordance with legal regulations.

This Resolution was approved at the 2025 Annual General Meeting of Shareholders and takes effect from March 31, 2025.



All shareholders, the Board of Directors, the Executive Board, the Supervisory Board, and all relevant organizations and individuals are responsible for executing this Resolution

Recipients:

- Company shareholders;
- Petrolimex Transportation Corporation (for reporting purposes);
- To be archived by the BODs, Supervisory Board, Executive Board, website, and Administrative Office.

ON BEHALF OF THE GENERAL MEETING

OF SHAREHOLDERS
CHAIRMAN



Hoang Cong Thanh

Vinh, March 31, 2025

No: 090 -2025/PTSNT-BB-ĐHĐCĐ



MEETING MINUTES
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
PETROLIMEX NGHE TINH TRANSPORTATION AND SERVICES JOINT STOCK
COMPANY

Company Name: PetrolimexNgheTinh Transportation and Service Joint Stock Company
Address: Hamlet 13, Nghi Kim Commune, Vinh City, Nghe An Province
Business Registration Certificate: 2900428497 registered for the 25th change issued by Nghe An Department of Planning and Investment on November 15, 2024
Meeting time: Starts at 8:00 AM, March 31, 2025
Meeting location: Huong Sen Hall, 2nd floor, Vinh Plaza Hotel, No. 3, Mai Hac De Street, QuanBau Ward, Vinh City, Nghe An
Agenda and contents: According to the 2025 Annual General Meeting of Shareholders Agenda approved by the General Meeting of Shareholders.
Organizational form: Live meeting
Participants All shareholders whose names are on the shareholder list closed on February 28, 2025 of Vietnam Securities Depository and Clearing Corporation (VSDC).
Chairman of the Meeting: Mr. Hoang Cong Thanh- Chairman of the Board of Directors
Secretary of the Meeting: Mr. Nguyen Anh Tuan - Secretary of the Board of Directors
Number of attendees attending: 70 shareholders and authorized representatives attended the meeting, representing 4,777,493 shares, accounting for 73% of the total voting shares of the Company.

A. PARTICIPANTS

The Meeting participants include:

Board of Directors

- Mr. Hoang Cong Thanh - Chairman of the Board of Directors
- Mr. Manh Xuan Hung - Member of Board of Directors and Director
- Mr. Dao Ngoc Tien - Member of Board of Directors and Deputy Director
- Mr. Vo Anh Tuan - Independent Member of Board of Directors

Board of Control

- Mr. Tran Anh Tuan - Head of Supervisory Board
- Mr. Thai Van Linh - Member of the Board of Supervisors
- Mr. Nguyen Tri Dung - Member of the Board of Supervisors

B. MEETING OPENING PROCEDURES

- **The Organizing Committee proceeds to register attendees to attend the Meeting;**
- **Report on the verification of shareholder eligibility:** Mr. Nguyen Anh Nam informed

through the report on checking the qualifications of shareholders to attend the 2025 Annual General Meeting of Shareholders;

At 08:00 , there were 70Shareholders attending the meeting represented 4,777,493voting shares, accounting for 73 % of the total number of votes of all shareholders of the Company.

Pursuant to the provisions of current law and the Company Charter, the 2025 Annual General Meeting of Shareholders of the Joint Stock CompanyPetrolimexNgheTinh Transportation and Services is valid and qualified to proceed.

Mr. Nguyen Anh Nam - Head of Information Technology Department on behalf of the Organizing Committee presented the Regulations on operation and voting of the Meeting.

The Meeting voted by raising cards to approve the Regulations on operation and voting with 100% approval.

- **Opening the Meeting, electing the Presidium, Secretariat and Vote Counting Committee:**

Mr. Nguyen Tri Dung, on behalf of the Meeting Organizing Committee, delivered the opening speech. The expected list of candidates for the Presidium, Secretariat and Vote Counting Committee is as follows:

- *Presidium:*
 - + Mr. Hoang Cong Thanh - Chairman of the Board of Directors - Chairman of the Meeting
 - + Mr. Manh Xuan Hung - Member of Board of Directors, Director of the Company.
- *Secretary of the Meeting:*
 - + Mr. Nguyen Anh Tuan - Head of Department

- + Ms. Ha Thi ThuyLinh - Board member
- *Vote Counting Committee:*
 - + Mr. Nguyen Anh Nam - Head of Department
 - + Mr. Pham Huy Hoang - Board member
 - + Mr. Le KeHoa - Board member.

The General Meeting of Shareholders voted by raising cards, approving the list of the Presidium, Secretariat, and Vote Counting Committee with a 100% voting rate.

Under the direction of the Presidium, the 2025 Annual General Meeting of ShareholdersPetrolimexNgheTinh Transportation and Service Joint Stock Company conducts the Agenda.

C. MEETING PROCESS:

I. Through the MeetingAgenda:

Mr. Manh Xuan Hung - Member of the Board of Directors, Director of the Company approved the Agenda of the 2025 Annual General Meeting of Shareholders of PetrolimexNgheTinh Transportation and Services Joint Stock Company.

The Meeting voted by raising cards to approve the MeetingAgenda with 100% approval.

II. Reports and submissions at the Meeting:

- Mr. Hoang Cong Thanh - Chairman of the Board of Directors presented the Board of Directors' report on activities in 2024; directions and tasks in 2025.
- Mr. Manh Xuan Hung - Member of the Board of Directors, Director of the Company presented the Report on business performance in 2024 and business plan in 2025.
- Mr. Tran Anh Tuan - Head of the Company's Supervisory Board presented the Supervisory Board's performance report in 2024; Submission about selecting the auditing firm for the 2025 financial statements.
- Mr. Nguyen DuyKhanh - Chief Accountant presented the Submission about approving on the 2024 audited financial statements; approval of the 2024 profit distribution report.
- Mr. Tran Thanh Son - Deputy Director of the Company presented the Report on the settlement of remuneration and allowances for Board of Directors' members and Supervisory Board's members in 2024; payment plan for 2025.
- Mr. Dao Ngoc Tien - Member of the Board of Directors, Deputy Director of the Company presented the Submission about approving of contracts and transactions with related parties.
- Mr. Hoang Cong Thanh - Chairman of the Board of Directors presented the Submission on the dismissal of the Board of Directors member for the 2021-2026 term for Mrs. Nguyen Thi Thanh Tam.
- Mr. Manh Xuan Hung - Director of the Company presented the Submission on the amendment of the Charter, Internal Regulations on Corporate Governance,

and the Operating Regulations of the Board of Directors of PetrolimexNgheTinh Transportation and Services Joint Stock Company.

III. CONFERENCE DISCUSSION:

After listening to the presentation of the contents of the Reports and Submissionss for approval at the General Meeting, the shareholders highly agreed with the agenda presented at the General Meeting.

IV. VOTING

Immediately after the presentation of Reports, Submissionss and discussions at the Meeting, Mr. Hoang Cong Thanh - Chairman of the Meeting conducted the voting by directly voting into the ballot box at the Meeting.

The Meeting voted to approve each content of the Reports and Submissionss presented on the Voting Form. The Shareholders' voting forms were collected and put into the ballot box.

The Vote Counting Committee conducts the counting of votes according to each content.

At the time of voting at 11:30 a.m, 70 shareholders and authorized representatives attended the meeting, representing 4,777,493 shares, equal to 73% of the total number of voting shares.

V. VOTING RESULTS

Detailed vote counting results are as follows:

1. Content 01: Approval of the Report on the activities of the Board of Directors in 2024 and strategic directions for 2025

- Total number of valid ballots: 70, representing 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending, of which:
- Approval ballots: 70, representing: 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending.
- Disapproval ballot: 0 represents: 0 votes, accounting for: 0 % of the total number of votes of shareholders attending.
- No opinion ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.

Conclusion: Thus, content 01 was approved with 100% of the total votes of shareholders attending the meeting and voting.

2. Content 02: Approval of the Report of the Executive Board about business performance in 2024 and plans for 2025

- Total number of valid ballots: 70, representing 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending, of which:
- Total number of votes in favor: 70, representing: 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending.

- Disapproval ballot: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of absent ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.

Conclusion: Thus, content 02 was approved with 100% of the total votes of shareholders attending the meeting and voting.

3. Content 03: Approval of the Report on the activities of the Supervisory Board in 2024;

- Total number of valid ballots: 70, representing 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending, of which:
- Total number of votes in favor: 70, representing: 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending.
- Disapproval ballot: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of absent ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.

Conclusion: Thus, content 03 was approved with 100% of the total votes of shareholders attending the meeting and voting.

4. Content 4: Approval of the Submissions to approve the 2024 audited financial statements

- Total number of valid ballots: 70, representing 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending, of which:
- Total number of votes in favor: 70, representing: 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending.
- Disapproval ballot: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.

Conclusion: Thus, content 04 was approved with 100% of the total votes of shareholders attending the meeting and voting.

5. Content 05: Approval of the selecting the auditing firm for the 2025 financial statements

- Total number of valid ballots: 70, representing 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending, of which:
- Total number of votes in favor: 70, representing: 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending.
- Disapproval ballot: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.

Conclusion: Thus, content 05 was approved with 100% of the total votes of shareholders attending the meeting and voting.

6. Content 06: Approval of the the 2024 profit distribution plan

- Total number of valid ballots: 70, representing 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending, of which:
- Total number of votes in favor: 70, representing: 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending.
- Disapproval ballot: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of absent ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0 % of the total number of votes of shareholders attending.

Conclusion: Thus, content 06 was approved with 100% of the total votes of shareholders attending the meeting and voting.

7. Content 07: Approval of the settlement of remuneration and allowances for Board of Directors' members and Supervisory Board's members in 2024

- Total number of valid ballots: 70, representing 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending, of which:
- Total number of votes in favor: 70, representing: 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending.
- Disapproval ballot: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of absent ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.

Conclusion: Thus, content 07 was approved with 100% of the total votes of shareholders attending the meeting and voting.

8. Content 08: Approval of the salary and remuneration plans for Board of Directors' members and Supervisory Board's members in 2025

- Total number of valid ballots: 70, representing 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending, of which:
- Total number of votes in favor: 70, representing: 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending.
- Disapproval ballot: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.

Conclusion: Thus, content 08 was approved with 100% of the total votes of shareholders attending the meeting and voting.

9. Content 09: Approval of the dismissal of the Board of Directors member for the 2021-2026 term for Mrs. Nguyen Thi Thanh Tam

- Total number of valid ballots: 70, representing 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending, of which:
- Total number of votes in favor: 70, representing: 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending.
- Disapproval ballot: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.

Conclusion: Thus, content 09 was approved with 100% of the total votes of shareholders attending the meeting and voting.

10. Content 10: Approval of the amendment of the Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors of PetrolimexNgheTinh Transportation and Services Joint Stock Company

- Total number of valid ballots: 70, representing 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending, of which:
- Total number of votes in favor: 70, representing: 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending.
- Disapproval ballot: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.

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- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.

Conclusion: Thus, content 10 was approved with 100% of the total votes of shareholders attending the meeting and voting.

11. Content 11: Approval of the of contracts and transactions with related parties

- Total number of valid ballots: 70, representing 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending, of which:
- Total number of votes in favor: 70, representing: 4,777,493 votes, accounting for: 100% of the total number of votes of shareholders attending.
- Disapproval ballot: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.
- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending.

Conclusion: Thus, content 11 was approved with 100% of the total votes of shareholders attending the meeting and voting.

VI. APPROVAL OF DRAFT MINUTES AND RESOLUTIONS OF THE MEETING

1. Mr. Nguyen Anh Tuan - Secretary of the Meeting presented to the Meeting the content of the Draft Minutes and Resolution of the 2025 Annual General Meeting of Shareholders of PetrolimexNgheTinh Transportation and Services Joint Stock Company.
2. After voting, the Meeting unanimously approved the Minutes and Resolution of the 2025 Annual General Meeting of Shareholders.
3. Mr. Hoang Cong Thanh - Chairman of the Meeting declared the Meeting closed.

Wishing you, attendees and shareholders, good health, happiness and success.
Thank you very much!

SECRETARY OF THE MEETING

NGUYEN ANH TUAN

CHAIRMAN OF THE MEETING



HOANG CONG THANH

**PETROLIMEX TRANSPORTATION SERVICES CORPORATION
PETROLIMEX NGHE TINH TRANSPORTATION AND SERVICE JOINT
STOCK COMPANY**

DRAFT



PETROLIMEX

CHARTER

**PETROLIMEX NGHE TINH TRANSPORTATION
AND SERVICE JOINT STOCK COMPANY**

Vinh City, March 31st, 2025



TABLE OF CONTENTS

CHAPTER I. DEFINITIONS	4
Article 1. Definitions	4
CHAPTER II. COMPANY NAME, LEGAL FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, OPERATIONAL DURATION, AND LEGAL REPRESENTATIVE	5
Article 2. Company Name, Legal Form, Headquarters, Branches, Representative Offices, and Operational Duration	5
Article 3. The Company's legal representatives	6
CHAPTER III. TARGET, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY	6
Article 4. Targets of the Company	6
Article 5. Scope of business and operation of the Company	7
CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS	8
Article 6. Charter capital, shares, founding shareholders	8
Article 7. Shares certificates	8
Article 8. Other securities certificates	9
Article 9. Transfer of shares	9
Article 10. Withdrawal of shares	9
CHAPTER V. ORGANIZATIONAL STRUCTURE, ADMINISTRATION AND CONTROL.....	10
Article 11. Organizational structure, administration, and control.....	10
CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS.....	10
Article 12. Rights of shareholders.....	10
Article 13. Obligations of shareholders	12
Article 14. General Meeting of Shareholders	13
Article 15. Rights and obligations of the General Meeting of Shareholders	14
Article 16. Authorizing participation in General Meeting of Shareholders.....	16
Article 17. Changes of rights	17
Article 18. Convening, agenda and invitations to the General Meeting of Shareholders	17
Article 19. Conditions for opening the General Meeting of Shareholders	19
Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders	19
Article 21. Approval of Resolutions of the General Meeting of Shareholders.....	21

PTS Nghe Tinh Company's Charter

Article 22. Authority and procedures for carrying out questionnaire survey for ratification of resolutions of the General Meeting of Shareholders	22
Article 23. Resolutions and minutes of meetings of the General Meeting of Shareholders	24
Article 24. Requesting cancellation of a resolution of the General Meeting of Shareholders	25
CHAPTER VII. BOARD OF DIRECTORS	25
Article 25. Nomination and self-nomination of members of the Board of Directors	25
Article 26. Composition and Term of the Board of Directors	26
Article 27. Powers and Responsibilities of the Board of Directors	27
Article 28. Remunerations, bonuses and other benefits of members of the Board of Directors	30
Article 29. President of the Board of Directors.....	30
Article 30. Meetings of the Board of Directors.....	31
Article 33. Subcommittees of the Board of Directors.....	34
Article 32. Person in charge of company administration.....	34
CHAPTER VIII. THE GENERAL DIRECTOR AND OTHER EXECUTIVES..	35
Article 33. Organization of the management apparatus	35
Article 34. The Company's executives	35
Article 35. Designation, dismissal, duties and entitlements of the Director.....	36
CHAPTER IX. BOARD OF SUPERVISORS.....	38
Article 36. Nomination and self-nomination of members of the Board of Supervisors	38
Article 37. Supervisors.....	38
Article 38. Board of Supervisors.....	39
Article 39. Salaries, remunerations, bonuses and other benefits of members of the Board of Controllers.....	40
CHAPTER X. RESPONSIBILITIES OF MEMBER OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER EXECUTIVES	41
Article 40. Responsibility of prudence.....	41
Article 41. Responsibility to be honest and avoid conflicts of interest.....	41
Article 42. Liability and compensation	42
CHAPTER XI. RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY	43
Article 43. Right to inspect books and records	43
CHAPTER XII. EMPLOYEES AND TRADE UNION	44

PTS Nghe Tinh Company's Charter

Article 44. Employees and trade union	44
CHAPTER XIII. PROFIT DISTRIBUTION	44
Article 45. Profit distribution	44
CHAPTER XIV. BANK ACCOUNT, RESERVE FUND, FISCAL YEAR AND ACCOUNTING SYSTEM.....	45
Article 46. Bank account.....	45
Article 47. Fiscal year	45
Article 48. Accounting system.....	45
CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE	45
Article 49. Annual, six-month and quarterly reports	45
Article 50. Annual report	46
CHAPTER XVI. AUDITING OF THE COMPANY	46
Article 51. Auditing.....	46
CHAPTER XVII. THE COMPANY'S SEAL.....	46
Article 52. The Company's seals	46
CHAPTER XVIII. DISSOLUTION OF THE COMPANY	47
Article 53. Dissolution of the Company	47
Article 54. Extension of operating period.....	47
Article 55. Liquidation	47
CHAPTER XIX. SETTLEMENT OF INTERNAL DISPUTES.....	48
Article 56. Settlement of internal disputes.....	48
CHAPTER XX. REVISING THE COMPANY'S CHARTER.....	48
Article 57. Charter of the Company	48
CHAPTER XXI. EFFECTIVE DATE.....	49
Article 58. Effective date	49

INTRODUCTION

This Charter was approved by resolution of the General Meeting of Shareholders at the meeting held on March 31, 2025.

CHAPTER I. DEFINITIONS

Article 1. Definitions

1. For the purpose of this Charter, the terms below are construed as follows:
 - a. *Charter capital* means the total face value of shares that have been sold or subscribed upon establishment of the Company as prescribed in Article 6 of this Charter;
 - b. *Voting capital* means the share capital that bestows upon the holders the right to vote on the issues within the jurisdiction of the General Meeting of Shareholder;
 - c. *The Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 ratified by National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - d. *The Law on Securities* means the Law on Securities No. 54/2019/QH14 ratified by National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - e. *Establishment date* means the day on which the Company's first Certificate of Enterprise Registration (Certificate of Business Registration and equivalent documents) is issued;
 - f. *Executives* include the Director, Deputy Director, chief accountant and other executives prescribed by the Company's Charter;
 - g. *Managers* include the President of the Board of Directors, members of the Board of Directors, the Director and persons holding other managerial positions prescribed by the Company's Charter;
 - h. *Related persons* are the organizations and individuals defined in Clause 23 Article 4 of the Law on Enterprises, Clause 34 Article 6 of the Law on Securities;
 - i. *Shareholder* means an individual or organization that owns at least one share of the Company;
 - j. *Major shareholder* is defined in Clause 9 Article 6 of the Law on Securities;
 - k. *Operating period* is the period specified in Article 2 of this Charter and may be extended if approved by the General Meeting of Shareholders;
 - l. *Vietnam* means the Socialist Republic of Vietnam;
 - m. *Company* is Petrolimex Nghe Tinh Transportation and Service Joint Stock Company;
 - n. *Address* means the registered headquarters address for an organization or the permanent address, workplace, or another address of an individual registered with the Company as their contact address.
 - o. *Stock Exchanges* include Vietnam Exchange (VNX) and its subsidiary companies.

p. Approved auditing organisation means an independent auditing organisation in the list of auditing organisations approved by the State Securities Commission to provide audits in accordance with provisions of this Law and relevant laws on independent audits.

2. The references in this Charter also include their amendments or replacements;

3. The titles (Sections and Articles of this Charter) are meant to facilitate readers and do not affect the contents of this Charter;

CHAPTER II. COMPANY NAME, LEGAL FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, OPERATIONAL DURATION, AND LEGAL REPRESENTATIVE

Article 2. Company Name, Legal Form, Headquarters, Branches, Representative Offices, and Operational Duration

1. Name of the Company

- Vietnamese name: Công ty Cổ phần Vận tải và Dịch vụ Petrolimex Nghệ Tĩnh.
- Foreign language name: Petrolimex Nghe Tinh Transportation and Service Joint Stock Company.
- Abbreviated name: PTS Nghệ Tĩnh
- Logo of the Company:



PETROLIMEX

2. The Company is a joint stock company, which is a juridical person and is conformable with applicable regulations of law of Vietnam.

3. The registered headquarters of the Company is as follows:

- Head office address: Hamlet 13, Nghi Kim Commune, Vinh City, Nghe An Province
- Phone number: (0383) 851530
- Fax: (0383) 851886
- [E-mail]: ptsnghetinh@gmail.com
- Website: www.ptsnghetinh.petrolimex.com.vn

4. The Company may establish branches and representative offices to pursue its targets in accordance with decisions of the Board of Directors and the law.

5. Unless the Company is shut down before the expiration of the period specified in Clause 2 Article 59 or extends the operating period as prescribed in Article 53 of this Charter, the Company's operating period shall be indefinite from the establishment date.

Article 3. The Company's legal representatives

1. The Company has two (02) legal representatives, including:
 - a. Chairman of the Board of Directors
 - b. Director.
2. Rights and obligations of the legal representatives

The legal representative of the Company shall exercise the responsibilities, rights, and obligations of the legal representative as stipulated in this Charter, Article 12, and Article 13 of the Law on Enterprises.

CHAPTER III. TARGET, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 4. Targets of the Company

1. The Company's business lines:
 - Petroleum transportation business;
 - Trading petroleum and petrochemical products of Vietnam National Petroleum Group;
 - Import and export of materials, specialized transportation equipment, and other goods;
 - Technical services, major repairs, refurbishment, and upgrading of motor vehicles;
 - Driver training services;
 - Repair, maintenance, and installation of specialized petroleum equipment;
 - Insurance brokerage agency business;
 - Retailing motor fuel at business outlets;
 - Suburbs and city centre passenger transportation;
 - Inland waterway cargo transportation;
 - Wholesale of construction materials and installation equipment;
 - Wholesale of other household goods, including books and office supplies;
 - Short-term accommodation services;
 - Restaurants and mobile food service activities;
 - Warehousing and storage services;
 - Rental of motor vehicles, including driving practice cars;
 - Transport-related support services;
 - Jana detergent business;
 - Other professional, scientific, and technological activities not classified elsewhere;

In detail:

- Environmental impact assessment reports, environmental protection commitments, and sustainable development plans;
- Environmental sampling, monitoring, and supervision;
- Physical, chemical, and microbiological analysis and testing services;
- Consultancy for groundwater and surface water exploitation projects, wastewater discharge plans, agricultural, and rural development projects;
- Water and environmental treatment services, research, application, and technology transfer in the water and environmental sectors;
- Sociological surveys, resettlement compensation planning,
 - Tour operation services;
 - Activities of consulting centers, agencies for labor introduction and brokerage;
 - Trade promotion and introduction services;
 - Import and export of goods;
 - Afforestation and forest care;
 - In addition to the above business lines, the Company may expand its business activities to meet development needs over time, in accordance with legal regulations and this Charter.

2. The Company's operating targets:

- Mobilizing capital from society, including individuals, economic organizations, and social organizations both domestically and internationally, to invest in technological innovation, create jobs, and develop the Company.
- Enabling employees within the Company to become shareholders and co-owners, changing management methods, fostering motivation to enhance business efficiency, increase State assets, improve employee income, and contribute to national economic growth.

Article 5. Scope of business and operation of the Company

1. The Company is authorized to plan and conduct all business activities as stipulated in the Business Registration Certificate and this Charter, conformable with regulations of law, and to take appropriate measures to achieve its objectives.

2. The Company may engage in other business sectors and industries permitted by law and approved by the General Meeting of Shareholders.

3. If the Company operates in conditional business sectors, it must satisfy the necessary business conditions specified in the Law on Investment and relevant laws must be fulfilled.

CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's Charter capital is 58.476.850.000 VND (in words: fifty-eight billion, four hundred seventy-six million, eight hundred fifty thousand VND).

The Company's Charter capital is divided into 5.847.685 shares with a nominal value of 10,000 VND/share.

2. The Company's Charter capital may be changed if approved by the General Meeting of Shareholders and conformable with regulations of law.

3. The Company's shares on the ratification date of this Charter include ordinary shares. The rights and obligations of shareholders holding each type of these shares are specified in Article 12 and Article 13 of this Charter.

4. The Company may issue other preference shares after it is approved by the General Meeting of Shareholders and it is conformable with regulations of law.

5. Names, addresses, holdings and other information about the founding shareholders prescribed by the Law on Enterprises and mentioned in Appendix hereof, which is part of this Charter.

6. Ordinary shares shall be offered first to existing shareholders in proportion to their holdings of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The unsubscribed shares shall be decided by the Board of Directors. The Board of Directors may distribute these shares to other shareholders and persons with no more favorable conditions than those of the shares offered to existing shareholders, except in cases where shares are sold through a stock exchange via auction.

7. The Company may repurchase its own shares following the methods specified in this Charter and applicable laws. Repurchased shares shall be considered treasury shares, which the Board of Directors may resell in compliance with the Law on Securities, relevant regulations, and this Charter.

8. The Company may issue other types of shares upon written approval by the General Meeting of Shareholders and in compliance with legal regulations.

Article 7. Shares certificates

1. Shareholders of the Company shall be issued with share certificates which specify their holdings and types of shares being held.

2. The share certificate is a type of securities that certify the holder's lawful rights and interests to part of the share capital of the issuer. A share certificate shall contain all information specified in Clause 1 Article 121 of the Law on Enterprises.

3. Within 30 days from the submission of the satisfactory application for transfer of ownership of shares as prescribed by the Company, or within 2 months from the day on which the shares are fully paid for under the Company's share issuance plan (or another time limit specified in the issuance clauses), the holder of the shares shall be

issued with the share certificate and is not required to pay the cost of printing the share certificate to the Company.

4. In case only a portion of the shares in a share certificate is transferred, the original certificate shall be canceled, and a new certificate reflecting the remaining shares shall be issued free of charge.

5. In case the share certificate is lost, destroyed, or damaged, the shareholder shall be reissued with another share certificate by the Company on request, provided that the shareholder present proof of share ownership and cover all related costs incurred by the Company. The shareholder's request must include the following:

- a. Information about the lost, damaged, or destroyed share certificate. In the case of a lost certificate, the shareholder must declare that all reasonable efforts have been made to locate the share certificate and, if found, the shareholder will return the old certificate to the Company for cancellation;
- b. Declaration to take responsibility for any dispute that arises from the reissuance of the share certificate.

Article 8. Other securities certificates

Bond certificates and other securities certificates issued by the Company shall bear the signatures of the legal representatives and seal of the Company.

Article 9. Transfer of shares

1. All shares may be transferred freely unless otherwise prescribed by this Charter and the law. Shares that are listed and registered on Stock Exchanges/Securities Trading Centers may be transferred in accordance with regulations of law on securities and the securities market.

2. Shares that are not fully paid for must not be transferred and shall not receive relevant rights such as right to dividends, right to receive shares additionally issued to increase share capital from equity, right to buy new shares and other benefits prescribed by law.

Article 10. Withdrawal of shares

1. In case a shareholder fails to fully and punctually pay for the shares, the Board of Directors shall send a notice and is entitled to request the shareholder to pay the remaining amount, along with interest on the unpaid amount and any costs incurred by the Company caused by the failure to fully pay for the shares.

2. The notice shall specify the new deadline (at least seven(07) days from the noticing date), payment location and that the unpaid shares will be withdrawn if they are not paid for as requested

3. The Board of Directors is entitled to withdraw the shares that are not fully and punctually paid for if such a request is not fulfilled.

4. Withdrawn shares shall be considered authorized shares as prescribed in Clause 3 Article 112 of the Law on Enterprises. The Board of Directors may, directly or through a third party, sell or redistribute these shares under the conditions and methods considered appropriate by the Board of Directors.

5. The shareholder holding the withdrawn shares will no longer be shareholder of these shares but still has the liability in proportion to the total nominal value of the subscribed shares and accrued interest (not exceeding 15% per year) upon withdrawal under the decision of the Board of Directors for the period from the date of withdrawal to the date of payment. The Board of Directors has the full authority to enforce payment for the entire value of the share certificate at the time of withdrawal or may grant partial or full exemptions from the payment obligation.

6. The withdrawal notice shall be sent to the holder of withdrawn shares before the withdrawal time. The withdrawal shall be still carried out if the notice is erroneous or the notice is not successfully sent.

CHAPTER V. ORGANIZATIONAL STRUCTURE, ADMINISTRATION AND CONTROL

Article 11. Organizational structure, administration, and control

Organizational structure, administration and control of the Company include:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. Board of Controllers;
4. The Director.

CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Shareholders are the owners of the Company and shall have rights and obligations in proportion to the number and type of shares they hold. Shareholders shall only be liable for the Company's debts and other financial obligations to the extent of their contributed capital.

2. Ordinary shareholders have the right to:

a. Participate, comment in the General Meeting of Shareholders; exercise the right to vote directly or through authorized representatives or another method prescribed in Clause 2, Article 13 of the Company's Charter and Clause 3, Article 144 of the Law on Enterprises. Each ordinary share has one vote;

b. Receive dividends at the rate decided by the General Meeting of Shareholders;

c. Freely transfer shares to other persons, except in the cases specified in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and relevant laws;

d. Priority when buying new shares in proportion to each shareholder's holding of ordinary shares;

e. Access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves;

f. Access, examine and extract or copy the Company's Charter, minutes of meeting and resolutions of the General Meeting of Shareholders;

PTS Nghe Tinh Company's Charter

g. When the Company is dissolved or goes bankrupt, receive part of the remaining assets in proportion to their holdings in the Company after the Company has settled all debts (including obligations to the state, taxes, and fees) and made payments to shareholders holding other classes of shares in accordance with the law;

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

i. Equal treatment. Each share of the same type bestows its holder equal rights, obligations and interests. If the Company has preference shares, rights and obligations associated with these preference shares must be approved by the General Meeting of Shareholders and informed to the shareholders;

j. Access to periodic and extraordinary information disclosed by the Company as prescribed by law;

k. Have their lawful rights and interests protected; demand suspension, cancellation or resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

l. Other rights prescribed by law and the Company's Charter.

3. A shareholder or a group of shareholders holding at least 5% of the total ordinary shares shall have the following rights:

a. Nominate candidates for the Board of Directors or the Board of Controllers in accordance with the relevant provisions of Articles 25 and 36 of this Charter;

Common shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify other shareholders attending the meeting about their grouping before the commencement of the General Meeting of Shareholders.

Based on the number of members in the Board of Directors and the Supervisory Board, shareholders or groups of shareholders specified in this clause have the right to nominate one or more candidates, as determined by the General Meeting of Shareholders, for the Board of Directors and the Supervisory Board. If the number of candidates nominated by the shareholders or shareholder groups is lower than the number they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders;

b. Request the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises, or in cases where the Board of Directors commits a serious violation of shareholders' rights, breaches its managerial obligations, exceeds its authorized powers, or in other circumstances as prescribed in the Company's Charter;

c. Review, examine, and extract minutes and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions requiring approval by the Board of Directors, as well as other documents, except for those related to the company's trade secrets and business secrets;

d. Request the Board of Controllers to inspect specific issues relevant to the management and operation of the Company where necessary. The request must be made in writing and contain: full names, mailing addresses, nationalities, ID numbers of shareholders that are individuals; names, enterprise/organization ID numbers and headquarters addresses of shareholders that are organizations; quantity of shares and share subscription time of each shareholder, total shares of the group of shareholders and their holdings; the issues that need inspecting and purposes of inspection;

e. Propose inclusion of the issues in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues;

f. Other rights prescribed by law and the Company's Charter.

Article 13. Obligations of shareholders

Ordinary shareholders have the obligations to:

1. Comply with the Company's Charter and internal regulations; comply with decisions of the General Meeting of Shareholders and the Board of Directors;

2. Participate in the General Meeting of Shareholders and exercise the right to vote in the following manners:

a. Participate and vote in person at the meeting;

b. Authorize other organizations and individuals to participate and vote at the meeting;

c. Participate and vote at online meeting; cast electronic votes or in other electronic forms;

d. Send votes by mail, fax or email.

3. Fully and punctually pay for the subscribed shares.

4. Not withdraw the capital that has been contributed in the form of ordinary shares in any shape or form, unless these shares are repurchased by the Company or other persons. Otherwise, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.

5. Provide an accurate address when subscribing for shares.

6. Protect the confidential of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals.

7. Fulfill all other obligations as prescribed by applicable regulations of laws.

8. Take personal responsibility when committing any of the following acts in the name of the Company in any shape or form:

a. Violations of law;

b. Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;

c. Paying undue debts while the Company is facing financial risks.

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

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all voting shareholders and is the highest decision-making body of the Company. The General Meeting of Shareholders shall be conducted annually and within 04 months from the ending date of the fiscal year. Unless otherwise prescribed by the Company's Charter, the Board of Directors may delay the date of conducting the annual General Meeting of Shareholders but still within 06 months from the ending date of the fiscal year. Extraordinary General Meeting of Shareholders may be conducted in addition to annual General Meeting of Shareholders.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and choose a suitable location. The location of General Meeting of Shareholders is where the chairman participates in and must be within Vietnam's territory. The annual General Meeting of Shareholders shall decide the issues prescribed by law and the Company's Charter and consider approving the audited annual financial statement. In case the audit report contains unqualified opinions, adverse opinions or disclaimer of opinion, the Company shall invite representative of the accredited audit organization that audited the Company's financial statement to participate in the annual General Meeting of Shareholders. The invited representative of the audit organization has the responsibility to participate in the annual General Meeting of Shareholders.

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

a. It is considered necessary for the Company's interests by the Board of Directors;

b. The quarterly, semi-annual (06 months), or audited annual financial statements indicate that half (1/2) of the charter capital has been lost compared to the beginning of the period;

c. The remaining number of Board of Directors or Board of Controllers is smaller than the minimum number prescribed by law, or the number of Board of Directors has decreased by more than one-third (1/3) compared to the number stipulated in this Charter;

d. It is requested by the shareholder or group of shareholders prescribed in Clause 3 Article 12 of this Charter; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;

e. The Board of Controllers shall request the convening of a meeting if it has reasons to believe that members of the Board of Directors or senior executives have committed serious violations of their obligations or that the Board of Directors is acting or intends to act beyond its authorized scope;

f. Other cases prescribed by law and this Charter.

4. Convening the extraordinary General Meeting of Shareholders

a. The Board of Directors shall convene the General Meeting of Shareholders within 30 days from the day on which the number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Controllers falls below the minimum number mentioned in Point c Clause 3 of this Article, or from request mentioned in Point d and Point e Clause 3 of this Article;

b. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a Clause 4 of this Article, the Board of Controllers shall convene the General Meeting of Shareholders instead of the Board of Directors within the next 30 days as prescribed in Clause 3 Article 140 of the Law on Enterprises;

c. In case the Board of Controllers fails to convene the General Meeting of Shareholders as prescribed in Point b Clause 4 of this Article, the shareholder or group of shareholders mentioned in Point d Clause 3 of this Article is entitled to request the Company's representatives to convene the General Meeting of Shareholders within the next 30 days as prescribed in Clause 4 Article 140 of the Law on Enterprises;

In this case, the requesting shareholder or group of shareholders may request the business registration authority to supervise the process of convening, conducting and decision-making of the General Meeting of Shareholders. The costs of convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include the costs incurred by the shareholders during their participation in the General Meeting of Shareholders, including lodging and travel costs.

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

1. The General Meeting of Shareholders has following rights and obligations:
 - a. Approve the Company's development orientations;
 - b. Decide the types of authorized shares and quantity of each type; decide annual dividends of each type of shares;
 - c. Elect, dismiss and discharge members of the Board of Directors and members of the Board of Controllers;
 - d. Decide investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;
 - e. Decide revisions to the Company's Charter;
 - f. Approve annual financial statements;
 - g. Decide repurchase of over 10% of shares of each type;
 - h. Consider taking actions against violations committed by members of the Board of Directors and members of the Board of Controllers if they cause damage to the Company and its shareholders;
 - i. Decide re-organization and dissolution of the Company;
 - j. Decide the budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Controllers;

PTS Nghe Tinh Company's Charter

- k. Approve internal regulations on company administration, operation of the Board of Directors and the Board of Controllers;
 - l. Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;
 - m. Other rights and obligations prescribed by law.
2. The annual General Meeting of Shareholders shall discuss and approve the following issues:
- a. The audited annual financial statement;
 - b. The report of the Board of Directors on administration and performance of the Board of Directors and each of its members;
 - c. The report of the Board of Controllers on the Company's business performance, performance of the Board of Directors, the Director. The self-assessment report on performance of the Board of Controllers and its members;
 - d. The Company's annual business plan;
 - e. The budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Controllers;
 - f. Internal regulations on company administration, operation of the Board of Directors and the Board of Controllers;
 - g. Approval for the list of accredited audit organizations; whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary.
 - h. Dividend per share of each type;
 - i. The quantity of members of the Board of Directors and the Board of Controllers;
 - j. Election, dismissal and discharge of members of the Board of Directors and members of the Board of Controllers;
 - k. Revisions to the Company's Charter;
 - l. Types and quantity of additional shares of each type and transfer of shares by founders within the first 03 years after the establishment date;
 - m. Division, consolidation, merger or conversion of the Company;
 - n. Re-organization and dissolution (liquidation) of the Company and appointment of the liquidator;
 - o. Investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;
 - p. Conclusion of contracts and transactions with the entities specified in Clause 1 Article 167 of the Law on Enterprises that are worth at least 35% of the Company's total assets written in the latest financial statement;
 - q. Repurchase of over 10% of shares of each type;

r. Transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;

s. Other issues prescribed by law and this Charter.

3. Shareholders shall not participate in voting in the following cases:

a. Approving contracts specified in Clause 2 of this Article when such shareholder or a related person of that shareholder is a party to the contract;

b. The repurchase of shares owned by such shareholder or a related person of that shareholder, except where the repurchase is conducted in proportion to the ownership ratio of all shareholders or through order matching transactions on the Stock Exchange or a public tender offer in accordance with the law;

4. All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the General Meeting of Shareholders.

Article 16. Authorizing participation in General Meeting of Shareholders

1. Shareholders and authorized representatives of shareholders that are organizations may directly participate or authorize one or some other organizations and individuals to participate in the General Meeting of Shareholders in one of the manners specified in Clause 2 Article 12 of this Charter. If there is more than one authorized representative, the number of shares and corresponding voting rights assigned to each representative must be clearly specified. In cases where the shareholder does not specify the number of shares allocated to each authorized representative, the shares shall be evenly distributed among all authorized representatives

2. The authorization shall be made into written documents. Authorization documents shall specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope, authorization period, signatures of the authorizing party and the authorized party, specifically:

a. If an individual shareholder is the principal, the authorization document must be signed by such shareholder and the person authorized to attend the meeting;

b. If an organization shareholder is the principal, the authorization document must be signed by the authorized representative, the legal representative of the shareholder and the person authorized to attend the meeting;

c. In other cases, the authorization document must be signed by the legal representative of the shareholder and of the person authorized to attend the meeting.

The authorized person of the General Meeting of Shareholders must submit the authorization document to the chairman or the Shareholder's Eligibility Verification Committee before entering the meeting room.

3. In case a lawyer on behalf of the principal signs a written appointment of a representative, the appointment of such representative in this case shall be deemed to be effective only if such written appointment is presented together with the power of attorney authorizing the lawyer or with a valid copy of such power of attorney (if it was not registered with Company).

4. Except for the case stipulated in Clause 3 Article 16 hereof, the voting slip of the person authorized to attend the meeting within the scope of authorization shall remain effective in any one of the following cases:

- a. The principal dies, or his/her capacity for civil acts is lost or is restricted;
- b. The principal has rescinded the appointment of authorization;
- c. The principal has rescinded the authority of the person conducting the authorization.

This shall not apply in a case where the Company receives a notice of one of the above cases at least forty-eight (48h) hours prior to the time of opening of the General Meeting of Shareholders or prior to the time the meeting is reconvened

Article 17. Changes of rights

1. The change or cancellation of special rights associated with a certain type of preference shares is effective when it is voted for by a number of shareholders that represent at least 65% of the votes. The General Meeting of Shareholders's resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% of preference shares of the same type, or approved by a number of preference shareholders that hold at least 75% of preference shares of the same type in case of questionnaire survey.

2. A meeting of shareholders holding a type of preference shares for approving the aforementioned change of right shall only be carried out when it is participated in by at least two (02) shareholders (or their authorized representatives) that hold at least one-third (1/3) of the nominal value of these shares. If the number of participating shareholders is not adequate, another meeting shall be carried out within 30 days regardless of the number of participating shareholders of that type of shares (or their authorized representatives) and the quantity of their shares. During the meeting, shareholders of that type of shares may, directly or through their representatives, request a ballot. Each share of that type has the same number of votes in such a meeting.

3. Procedures for carrying out such a meeting are similar to those specified in Articles 19 and 20 of this Charter.

4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type.

Article 18. Convening, agenda and invitations to the General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders; or the General Meeting of Shareholders shall be convened in the cases specified in point b, or point c of Clause 4 Article 14 of this Charter.

2. The person who convenes the General Meeting of Shareholders shall perform the following tasks:

PTS Nghe Tinh Company's Charter

a. Compile the list of shareholders eligible to participate in and vote at the General Meeting of Shareholders. This list shall be compiled within 10 days before the day on which the invitation to the General Meeting of Shareholders is sent. The Company shall announce the compilation of this list at least 20 days before the deadline for registration;

b. Prepare the meeting agenda and contents;

c. Prepare meeting documents;

d. Draft the resolution of the General Meeting of Shareholders according to the meeting contents;

e. Determine the meeting time and location;

f. Make an announcement and send invitations to all shareholders that are eligible to participate in the General Meeting of Shareholders;

g. Perform other tasks serving the general meeting.

3. The invitations to the General Meeting of Shareholders shall be sent to mailing addresses of all shareholders by express mail and posted on the websites of the Company, SSC and the Stock Exchange where the Company's shares are listed or registered. The person that convenes the General Meeting of Shareholders shall send invitations to all shareholders on the list of shareholders eligible to participate in the General Meeting of Shareholders at least twenty-one (21) days before the opening date of the General Meeting of Shareholders (from the day on which the invitation is validly sent, postage paid or placed in the mailbox). The agenda of the General Meeting of Shareholders and documents relevant to the issues to be voted on at the General Meeting of Shareholders shall be sent to the shareholders and/or posted on the Company's website. In case these documents are not enclosed with the invitations, the invitations must contain the URL for these documents, including:

a. The meeting agenda and documents to be used during the meeting;

b. The list of and detailed information about all candidates for members of the Board of Directors and members of the Board of Controllers (in case of election thereof);

c. Votes;

d. Draft resolution on each issue mentioned in the meeting agenda.

4. The shareholder or group of shareholders mentioned in Clause 3 Article 12 of this Charter is entitled to propose inclusion of other issues to the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date of the General Meeting of Shareholders. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues.

5. The person who convenes the General Meeting of Shareholders is entitled to reject the proposal mentioned in Clause 4 of this Article in any of the following cases:

a. The proposal is sent against the regulations of Clause 4 of this Article, or is incomplete, or incorrect in content;

b. The proposing shareholder or group of shareholders is holding less than 5% of total ordinary shares when the proposal is made as prescribed in Clause 3 Article 12 of this Charter;

c. The proposed issue is outside the jurisdiction of the General Meeting of Shareholders;

d. Other cases prescribed by law and this Charter.

6. The person who convenes the General Meeting of Shareholders shall accept and include the proposed issues mentioned in Clause 4 of this Article to the intended meeting agenda, except in the cases specified in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if approved by the General Meeting of Shareholders

Article 19. Conditions for opening the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be carried out when it is participated in by a number of shareholders that represent over 50% of the voting shares.

2. Where a meeting convened cannot take place because the required quorum is not satisfied within thirty (30) minutes from the stipulated time of opening the meeting, the invitations to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be opened when it is participated in by a number of shareholders that represent at least 33% of the voting shares.

3. Where a meeting convened for a second time cannot take place because the required quorum is not satisfied within thirty (30) minutes from the stipulated time of opening the meeting, the invitations to the third meeting shall be sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be opened regardless of the number of participating shareholders, shall be deemed valid and shall have the authority to decide on all matters scheduled for approval at the first General Meeting of Shareholders.

Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

1. Before opening the General Meeting of Shareholders, the Company shall complete the procedures for shareholder registration, and continue the registration process until all shareholders that are eligible to participate have completed their registration.

2. The Company shall issue to each voting shareholder or their authorized representative a vote card which has a registration number and full name of the shareholder or the authorized representative, and the number of votes of the shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Votes include affirmative votes, negative votes and abstentions. Affirmative votes shall be collected first, negative votes later. Affirmative votes and negative votes shall be counted. The vote counting result shall be announced by the chair right before the meeting is closed. The General Meeting of Shareholders shall elect vote counters or vote counting supervisors at the request of the chair. The number of members of the vote

counting board shall be decided by the General Meeting of Shareholders at the request of the chair.

3. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The chair does not have the responsibility to suspend the meeting and the effect of the decisions voted on before their presence shall remain unchanged.

4. The Chairman of the Board of Directors shall preside over the meetings convened by the Board or may authorize another Board member to do so. In case the Chairman is absent or temporarily unable to perform their duties, the remaining Board members shall elect one among them to preside over the meeting based on the majority principle. If no presiding officer is elected, the Head of the Supervisory Board shall oversee the process for the General Meeting of Shareholders to elect a chairperson from among the attendees, with the candidate receiving the highest number of votes assuming the role.

In other cases, the person who signs the meeting convocation shall oversee the process for the General Meeting of Shareholders to elect a chairperson, with the individual receiving the highest number of votes being appointed as the presiding officer.

The presiding officer shall appoint one or more individuals to serve as the meeting secretary.

The General Meeting of Shareholders shall elect one or more individuals to the vote-counting committee based on the recommendation of the presiding officer. The meeting agenda and contents shall be approved by the General Meeting of Shareholders during the opening session. The agenda shall specify the time of each issue.

5. The chair is entitled to implement necessary and reasonable measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants.

6. The chair of the General Meeting may postpone the meeting upon consensus or at the request of the General Meeting of Shareholders, provided that the required quorum has been met as prescribed by Clause 8, Article 146 of the Law on Enterprises.

7. The person who convenes the General Meeting of Shareholders has the rights to request all participants to undergo inspection or other lawful and reasonable security measures; request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chair's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.

8. The person who convenes the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:

- a. Arrange seats at the meeting location;
- b. Ensure safety of the participants;
- c. Enable shareholders to participate in (or continue to participate in) the General Meeting of Shareholders. The person who convenes the General Meeting of Shareholders has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.

9. In cases where the General Meeting of Shareholders applies the aforementioned measures, The person who convenes the General Meeting of Shareholders when determining the venue, may:

a. Announce that the meeting will be held at the location specified in the notice, with the chair present at that location (“Main Meeting Venue”);

b. Arrange and facilitate participation for shareholders or authorized representatives who are unable to attend in person under this provision, or for those wishing to attend from a location different from the Main Meeting Venue, ensuring their simultaneous participation in the meeting

The notice of the meeting is not required to specify the detailed organizational measures taken under this provision.

10. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by expressing approval, disapproval, or no opinion. The voting results shall be announced by the chairperson immediately before the conclusion of the meeting.

11. The chair is entitled to delay the meeting after an adequate number of participants have registered for up to three(03) days from the initial meeting date. The General Meeting of Shareholders may only be delayed or relocated in the following cases:

a. The current location does not have adequate convenient seats for all participants;

b. Communications equipment is not sufficient for discussion and voting by participating shareholders;

c. The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.

12. In case the chair delay or suspend the General Meeting of Shareholders against the regulations of Clause 11 of this Article, the General Meeting of Shareholders shall elect another participant as the chair, who will chair the meeting until the end; all resolutions ratified at that meeting shall be effective.

13. The Company must hold the General Meeting of Shareholders at least once (01) per year. The Annual General Meeting of Shareholders shall not be conducted in the form of collecting written opinions.

14. In case of an online meeting, the Company shall ensure that participating shareholders are able to vote electronically or other electronically forms as prescribed by Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31, 2020, elaborating some Articles of the Law on Securities.

Article 21. Approval of Resolutions of the General Meeting of Shareholders

1. Resolutions on the following issues shall be issued if they receive at least 65% affirmative votes from participating shareholders, except for the cases specified in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises:

a. Types of shares and quantity of each type;

- b. Change of business lines;
- c. Changes to the Company's organizational structure;
- d. Investment projects or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement, unless another ratio or value is prescribed by the Company's Charter;
- e. Re-organization, dissolution of the Company.

2. Resolutions shall be adopted when they receive approval from shareholders holding more than 50% of the total voting shares of all attended and voted shareholders at the meeting, except in cases stipulated in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

3. The election of members of the Board of Directors and the Supervisory Board must be conducted using the cumulative voting method. Under this method, each shareholder has a total number of votes equal to the number of shares they own multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board. Shareholders have the right to allocate all or part of their total votes to one or multiple candidates. Elected members of the Board of Directors or Supervisors shall be determined based on the highest number of votes, starting with the candidate who receives the most votes, until the required number of members, as stipulated in the company's charter, is reached. If two (02) or more candidates receive the same number of votes for the final position on the Board of Directors or the Supervisory Board, a re-election will be conducted among the tied candidates or selection will be made based on criteria specified in the election regulations.

4. A resolution of the General Meeting of Shareholders that is voted for by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and ratifying the resolution are not conformable with the Law on Enterprises and the Company's Charter.

Article 22. Authority and procedures for carrying out questionnaire survey for ratification of resolutions of the General Meeting of Shareholders

The authority and procedures for ratifying resolutions of the General Meeting of Shareholders by questionnaire survey:

1. The Board of Directors is entitled to carry out a questionnaire survey to ratify resolutions of the General Meeting of Shareholders when it is considered necessary for the Company's interests, except for the following cases:

- c. Decide revisions to the Company's Charter;
- d. Approve the Company's development orientations;
- e. Decide the types of authorized shares and quantity of each type;
- f. Elect, dismiss and discharge members of the Board of Directors and members of the Board of Controllers;
- g. Decide investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement, unless another ratio or value is prescribed by the Company's Charter;

PTS Nghe Tinh Company's Charter

- h. Approve annual financial statements;
- i. Decide re-organization and dissolution of the Company.

2. The Board of Directors shall prepare and send the questionnaires, draft resolutions of the General Meeting of Shareholders, explanatory documents to the voting shareholders at least 10 days before the deadline for submission of the questionnaires. The requirements and procedures for sending the questionnaires and accompanying documents shall be carried out in accordance with Clause 3 Article 18 of this Charter.

3. A questionnaire shall contain the following information:

- a. The enterprise's name, headquarters address, identification number, place of business registration;

- b. Purposes of the survey;

- c. Full name, mailing address, nationality, ID number of the shareholder that is an individual; name, enterprise/organization ID number and headquarters address of the shareholder that is an organization or full name, mailing address, nationality, ID number of the representative of the shareholder that is an organization; quantity of shares of each type and the number of votes of the shareholder;

- d. The issues being voted on;

- e. Voting options for each issue, including affirmative, negative and abstentions;

- f. The deadline for submitting the completed voting form to the Company;

- g. Full name and signature of the Chairman of the Board of Directors;

4. The completed voting form must bear the signature of the shareholder if an individual, the legal representative of the shareholder if an organization, or the authorized representative of the organization's legal representative.

5. Shareholders may send their completed questionnaires to the Company by mail, fax or email as follows:

- a. By Mail: The questionnaire shall be put into a sealed envelope, which must not be opened before vote counting;

- b. By fax or email: Questionnaires that are sent by fax or email must be kept confidential until vote counting time;

- c. The questionnaires that are sent to the Company after the deadline or that are opened (for those sent by mail) or revealed (for those sent by fax or email) shall be invalidated. The shareholders that do not submit their questionnaires shall be considered not voting.

6. The Board of Directors shall count the votes and prepare the vote counting records in the presence of the Board of Controllers or shareholders that are not holding managerial positions in the Company. The vote counting record shall contain the following information:

- a. The enterprise's name, headquarters address, identification number;

- b. The purposes and issues voted on;

- c. The quantity of shareholders and cast votes, including the quantity of valid and invalid votes, vote sending methods and the list of shareholders that have cast their votes;
- d. Quantity of affirmative votes, negative votes and abstentions on each issue;
- e. Ratified issues and ratio of affirmative votes;
- f. Full name and signature of the President of the Board of Directors, the vote supervisor and vote counter.

Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting records and any damage caused by the decisions that are ratified because of inaccurate vote counting.

7. The vote counting minutes and resolutions must be published on the Company's website, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading within 24 hours from the time vote counting is completed.

8. The completed questionnaires, vote counting record, ratified resolutions and documents enclosed with questionnaires shall be retained at the Company's headquarters.

9. A resolution shall be ratified by questionnaire survey if it received at least 50% affirmative votes from voting shareholders and has the same value as those ratified at the General Meeting of Shareholders.

Article 23. Resolutions and minutes of meetings of the General Meeting of Shareholders

1. Minutes of all General Meeting of Shareholders shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:

- a. The enterprise's name, headquarters address, identification number;
- b. Time and location of the General Meeting of Shareholders;
- c. Agenda and contents of the meeting;
- d. Full names of the chairman and secretaries;
- e. Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;
- f. The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that participated in the meeting, their holdings and votes;
- g. Total votes on each issue, voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes and abstentions; corresponding ratios of these votes to total number of votes of participating shareholders;
- h. Ratified issues and ratios of affirmative votes;
- i. Full name and signatures of the chairman and secretaries. In case the chairman or a secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate

information prescribed in this Clause. The minutes shall specify that the chairman or secretary refuses to sign it;

j. The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.

2. The General Meeting of Shareholders minutes shall be completed and ratified before the meeting ends. The chairman and secretaries or other persons that sign the minutes shall be jointly responsible for its truthfulness and accuracy.

3. The minutes of the General Meeting of Shareholders must be published on the Company's website, the State Securities Commission, and the Stock Exchange within twenty-four (24) hours.

4. The minutes of the General Meeting of Shareholders serve as conclusive evidence of the matters conducted at the meeting unless an objection to the contents is duly raised within ten (10) days from the date of publication.

5. The minutes of the General Meeting of Shareholders, the annex listing registered attending shareholders with their signatures, proxies for attendance, and related documents shall be retained at the Company's headquarters.

Article 24. Requesting cancellation of a resolution of the General Meeting of Shareholders

Within ninety (90) days from the receipt of the resolution or minutes of the General Meeting of Shareholders or the vote counting record, the shareholder or group of shareholders specified in Clause 4 Article 12 of this Charter is entitled to request the court or arbitral tribunal to consider cancelling all or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and decision-making of the General Meeting of Shareholders seriously violate the Law on Enterprises and the Company's Charter, except in the cases specified in Clause 4 Article 21 of this Charter.

2. The contents of the resolution violate regulations of law or this Charter.

In the event that a resolution of the General Meeting of Shareholders is annulled by a court or arbitration decision, the convener of the annulled General Meeting of Shareholders may consider reorganizing the meeting within thirty (30) days in accordance with the procedures and formalities prescribed by the Law on Enterprises and this Charter.

CHAPTER VII. BOARD OF DIRECTORS

Article 25. Nomination and self-nomination of members of the Board of Directors

1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an

honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:

- a. Full name, date of birth;
- b. Educational background;
- c. Qualifications;
- d. Work experience;
- e. Companies where the candidate currently holds a position as a Board member or other management positions;
- f. Evaluation report on the candidate's contributions to the Company, if the candidate is currently a member of the Board of Directors of the Company;
- g. Interests relevant to the Company and the Company's related parties(if any);
- h. Name(s) of the shareholder or group of shareholders nominating the candidate (if any);
- i. Other information (if any).

2. Shareholders holding voting shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.

3. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company's Charter, company administration regulations and regulations on operation of the Board of Directors. This must be announced before the General Meeting of Shareholders starts to vote for members of the Board of Directors as prescribed by law.

4. Members of the Board of Directors shall satisfy the standards and conditions specified in Clause 1 and Clause 2 Article 155 of the Law on Enterprises, this Charter, Internal Regulations on Corporate Administration and Regulation on Operation of the Board of Directors.

Article 26. Composition and Term of the Board of Directors

1. The maximum number of members of the Board of Directors is five (05). The term of office for a Board member shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

2. Composition of the Board of Directors:

At least one third (1/3) of the members of the Board of Directors of the Company shall be non-executive members. The total number of independent members of the Board of Directors must include at least one (01) independent member.

An independent member of the Board of Directors may not serve on the Board for more than two (02) consecutive terms.

3. The status as a member of the Board of Directors shall be terminated in the following cases:

a. Such member is ineligible to be a member of the Board of Directors in accordance with the Article 15 of the Law on Enterprises or is prohibited from being a member of a Board of Directors by law;

b. Such member sends a written resignation to the head office of the Company and receiving approval;

c. Such member suffers a mental disorder and the other members of the Board of Directors have professional evidence that such person has lost the capacity for civil acts;

d. Such member did not attend any meeting of the Board of Directors for a consecutive period of six (06) months without the consent of the Board of Directors, and the Board of Directors decides that the position of such member is vacated; except in cases of force majeure;

e. Such member is dismissed by a decision of the General Meeting of Shareholders;

f. Provide false personal information to the Company as a candidate for the Board of Directors;

g. Other cases stipulated by the laws and this Charter.

4. The appointment of members of the Board of Directors must be disclosed in accordance with the Law on Securities and securities market.

5. Members of the Board of Directors are not required to hold shares in the Company.

Article 27. Powers and Responsibilities of the Board of Directors

1. The Board of Directors is the body managing the Company and shall have full authority to make decisions in the name of the Company, on the performance of rights and duties of the Company which do not fall within the authority of the General Meeting of Shareholders.

2. The powers and responsibilities of the Board of Directors shall be determined by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and responsibilities:

a. Decide the strategy, medium-term development and annual business plans of the Company;

b. Determine operational objectives based on the strategic goals approved by the General Meeting of Shareholders;

PTS Nghe Tinh Company's Charter

c. Elect, dismiss, discharge the President of the Board of Directors; designate, discharge, conclude and terminate contracts with the Director and other key managers prescribed by the Company's Charter; decide salaries, remunerations, bonuses and other benefits of these managers; authorize representatives to participate in the Board of Members or General Meeting of Shareholders of other companies; decide their remunerations and other benefits;

d. Supervise the Director and other managers operating everyday business of the Company;

e. Resolve claims of the Company against executives and making decisions to select representatives of the Company to resolve issues relating to legal proceedings against such executives;

f. Decide the organizational structure, rules and regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;

g. Propose re-organization, dissolution of the Company;

h. Decide promulgation of operation regulations of the Board of Directors, internal regulations on company administration after they are ratified by the General Meeting of Shareholders; decide promulgation of operating regulations of the Audit Committee affiliated to the Board of Directors, regulations on information disclosure;

i. Approve the agenda and documents serving the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect comments for the General Meeting of Shareholders to ratify its resolutions;

j. Propose dividends; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;

k. Propose types of authorized shares and quantity of each type;

l. Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;

m. Propose the issuance of convertible bonds and bonds with warrants;

n. Decide selling prices for shares and bonds of the Company in cases where authorization is granted by the General Meeting of Shareholders;

o. Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;

p. Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;

q. Decide solutions for market development, marketing and technology;

r. Approve contracts for purchase, sale, borrowing, lending, and other transactions valued at 35% or more of the total asset value recorded in the Company's most recent financial statement, except for contracts and transactions under the authority of the General Meeting of Shareholders pursuant to Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises, after obtaining approval from the General Meeting of Shareholders;

s. Submit audited annual financial statements to the General Meeting of Shareholders;

t. Report to the General Meeting of Shareholders on the appointment of the Director by the Board of Directors;

u. Resolve claims of the Company against managers and making decisions to select representatives of the Company to resolve issues relating to legal proceedings against such managers;

v. A member of the Board of Directors has the right to request the Director, Deputy Directors, managerial officers, employees of the Company, and the Company's units to provide documents and information regarding the financial situation and business operations of the Company's units.

3. The following matters must be approved by the Board of Directors:

a. Establishment of branches or representative offices of the Company;

b. Establishment of subsidiaries of the Company;

c. Within the scope of Clause 2 Article 153 of the Law on Enterprises and except for the case stipulated in Clause 2 Article 138 and Clause 3 Article 167 of the Law on Enterprises in which the approval of the General Meeting of Shareholders is required, the Board of Directors shall from time to time make decisions on the performance, amendment or cancellation of contracts of the Company;

d. Appointment and removal of any person authorized by the Company to act as a commercial representative or lawyer of the Company;

e. Borrowing and implementation of mortgages, warranties, guarantees and payment of compensation of the Company within the approval authority of the Board of Directors or after approval by the General Meeting of Shareholders;

f. Investments not included in the business plans and investments exceeding 2% of the Company's equity or 10% of the annual business budgets as approved;

g. Purchase or sale of shares or capital contributions in other companies established in Vietnam or overseas;

h. Purchase or recovery of no more than 10% of shares of each class has been offered for sale within twelve (12) months;

i. Decision on purchase price or on recovery of shares of the Company;

j. Other business matters or transactions that must be approved by the Board of Directors within its scope of power and authority subject to its decision.

4. The Board of Directors must report its activities to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law. Specifically, the report must cover the Board's supervision of the Director and other management personnel during the financial year. If the Board of Directors fails to submit this report to the General Meeting of Shareholders, the Company's annual financial statements will be considered invalid and not approved by the Board of Directors

5. Unless otherwise stipulated by law and the Charter, the Board of Directors may authorize lower level staff and managers to deal with work on behalf of the Company.

Article 28. Remunerations, bonuses and other benefits of members of the Board of Directors

1. The company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance. Members of the Board of Directors (excluding alternate authorized representatives) shall be entitled to remuneration for their work in their capacity as members of the Board of Directors. The total remunerations and bonuses for the Board of Directors shall be decided by the annual General Meeting of Shareholders. The remunerations shall be distributed to members of the Board of Directors as agreed within the Board of Directors or shall be distributed amongst all members equally if the Board of Directors fails to reach an agreement.

2. The total amount of money paid to each member of the Board of Directors comprising remuneration, expenses, commission, right to purchase shares and other benefits conferred by the Company, its subsidiaries and affiliates and other companies in which a member of the Board of Directors is the capital contribution representative must be disclosed in detail in the annual report of the Company. Remunerations of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual General Meeting of Shareholders.

3. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.

4. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the General Meeting of Shareholders, the Board of Directors or its subcommittees.

Article 29. President of the Board of Directors

1. The President of the Board of Directors shall be elected among the members of the Board of Directors by the Board of Directors and dismissed by the Board of Directors. In case the President of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new President within ten (10 days) from the resignation or dismissal date.

2. The President of the Board of Directors must not concurrently hold the position of Director.

3. Rights and obligations of the President of the Board of Directors:

- a) Formulate operating plans and programs of the Board of Directors;
- b) Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;

- c) Organize the ratification of resolutions and decisions of the Board of Directors;
- d) Supervise the process of implementation of resolutions and decisions of the Board of Directors;
- e) Chairman the General Meeting of Shareholders;
- f) Other rights and obligations prescribed by the Law on Enterprises and the Company's Charter.

4. The Chairman of the Board of Directors must send the annual financial statements, the reports about operations of the Company, the auditor's reports and the inspection reports of the Board of Directors to shareholders at the General Meeting of Shareholders.

5. In case the President of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the President of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the President of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of President of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The President of the Board of Directors shall be elected during the first meeting of the Board of Directors within seven(07) working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose one (01) person to convene the Board of Directors.

2. The Board of Directors shall have at least one (01) meeting per quarter and may have ad hoc meetings.

3. The Chairman of the Board of Directors must convene regular and extraordinary Board meetings, setting the agenda, time, and venue at least three (03) business days before the meeting. The Chairman may call a meeting when deemed necessary but must hold at least one (01) meeting per quarter.

4. The Chairman of the Board of Directors must convene a Board meeting without unreasonable delay if one of the following parties submits a written request specifying the purpose of the meeting and the matters to be discussed within the authority of the Board of Directors:

- a. Board of Controllers;
- b. The Company's Director or at least five (05) other managers;
- c. Independent members of the Board of Directors;
- d. At least two (02) members of the Board of Directors.

5. The Chairman of the Board of Directors must convene a Board meeting within seven (07) working days from the date of receiving the request specified in Clause 4 of this Article. If the meeting is not convened as requested, the Chairman of the Board shall be held accountable for any damages incurred by the Company; those who requested the meeting, as specified in Clause 4 of this Article, shall have the right to convene the Board meeting in place of the Chairman.

6. At the requests of the independent auditors, the Chairman of the Board of Directors must convene meetings of the Board of Directors to discuss the auditor's report and the situation of the Company.

7. Meetings of the Board of Directors shall be held at the registered address of the Company or other venues in Vietnam or foreign countries, subject to the decision of the Chairman of the Board of Directors and the agreement of the Board of Directors.

8. All meetings must be conducted on the basis of the notices sent to members of the Board of Directors at least three (03) days before the meetings are organized, provided that members of the Board of Directors may refuse in writing the notices of invitation to the meeting and such refusal may be retroactively effective. The notices on the Board of Directors' meetings must be made in writing in Vietnamese language and contain the meeting agenda, time and venue, which must be sent together with necessary documents on issues to be discussed and voted on at the Board of Directors' meetings as well as voting cards for the members who cannot attend the meetings

The meeting invitation shall be sent by post, fax, email, or other means, provided that they reach the mailing address of each member of the Board of Directors and the Controllers, which is registered with the Company.

9. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the members of the Supervisory Board in the same manner as to the members of the Board of Directors.

10. A meeting can proceed and adopt resolutions only when it is attended by at least three-fourths (3/4) of the total number of the members of the Board of Directors in person or via proxies (authorized representatives) if approved by the majority of the Board of Directors.

If the number of attending members is not sufficient, the second meeting shall be convened within seven (07) days from the initial meeting date. In this case, the meeting shall be held if it is attended by more than half (1/2) of the number of the members of Board of Directors.

11. A Board of Directors meeting may be organized in form of discussions among the Members of the Board of Directors, of whom all or some are indifferent places, provided that each member participating in the meeting can:

a. Hear every other participating member of the Board of Directors speaking at the meeting;

b. If such person wishes, he/she can speak to all other participating members simultaneously. The discussions among members can be effected directly through telephones or other communications means or through the combination of all those modes. According to this Charter, each member of the Board of

Directors participating in such a meeting shall be considered as being "present" at such meeting. A meeting organized according to this provision shall be considered as having occurred at the place where the largest group of Board of Directors members convenes or if there is no such group, the place where the meeting chairman is present shall be considered the venue where the meeting is organized.

The resolutions adopted at a via-telephone meeting properly organized and conducted shall take effect immediately after the end of the meeting, but must be confirmed with the signature in the minutes of every Board of Directors member participating in the meeting.

12. Members of the Board of Directors may submit their voting ballots to the meeting via mail, fax, or email. In the case of submission by mail, the voting ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the commencement of the meeting. The voting ballot shall only be opened in the presence of all meeting participants.

13. Voting

a. Except as prescribed in point b Clause 11 Article 30 of this Charter, every member of the Board of Directors or authorized person present at the Board of Directors' meeting in his/her personal capacity shall have one (01) vote;

b. A member of the Board of Directors must not vote on contracts, transactions or proposals in which such member or any of his/her Related persons has interests and such interests may conflict with the interests of the Company. A member of the Board of Directors shall not be counted into the quorum of a meeting regarding any resolution which such member is not entitled to vote on;

c. According to the provisions of Point d Clause 11 Article 30, in the event that an issue arises during the meeting concerning the interests or voting rights of a member of the Board of Directors and that member does not voluntarily relinquish their voting rights, the ruling of the chairman shall be final, unless the nature or extent of the involved Board member's interests has not been fully disclosed;

d. Any member of the Board of Directors who enjoys benefits from a contract prescribed in point a and b Clauses 5 Article 40 of this Charter shall be considered as having interest in such contract.

e. The Controllers have the right to attend Board of Directors meetings and participate in discussions but do not have voting rights.

14. Interest declaration. A member of the Board of Directors who directly or indirectly, benefits from a contract or transaction already signed or planned to be signed with the Company must declare the nature and contents of such benefits at the meeting when the Board of Directors considers for the first time the conclusion of this contract or transaction if by that time such member has already known that he/she has or shall have interests in the relevant transaction or contract; In case a member of the Board of Directors is unaware that they or their related persons have an interest at the time the contract or transaction is signed with the Company, the member may declare such interest at the next meeting of the Board of Directors held after such member becomes aware of his/her interests in the relevant transaction or contract.

15. The Board of Directors shall adopt resolutions and decisions by way of complying with the approval of the majority of the present members of the Board of Directors. If the number of votes in favor and the number of votes against are equal, the vote of the Chairman of the Board of Directors shall be the decisive one.

16. Written resolutions may be passed subject to the approval of the majority of the Board of Directors members having the voting right. Such resolutions are as effective and valid as the resolutions adopted by the members of the Board of Directors at meetings regularly convened and organized.

17. The Chairman of the Board of Directors shall have the responsibility to deliver the minutes of meetings of the Board of Directors to all members and these minutes must be considered as true evidence of the activities carried out at such meetings except when there appear objections to the contents of the minutes within ten (10) days as from the time they are sent out. The minutes must be made in Vietnamese and signed by the chairman and secretary of the meeting.

Article 33. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the Board of Directors with at least three (03) persons that are members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors shall make up a majority of the subcommittee and one of these member shall be designated as the chief of the subcommittee under a decision of the Board of Directors. The subcommittees shall operate in accordance with regulations of the Board of Directors. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.

2. The implementation of decisions of the Board of Directors or its subcommittees shall be conformable with applicable regulations of law, the Company's Charter and company administration regulations.

Article 32. Person in charge of company administration

1. The Board of Directors of the Company shall appoint at least one(01) person in charge of company administration, who will assist in administration works. The term of office of the person in charge of company administration is determined by the Board of Directors, with a maximum duration of five (05) years.

2. The person in charge of company administration must meet the following criteria:

- a. Have knowledge of the law;
- b. Shall not concurrently be employed by an approved auditing firm conducting audits of the Company's financial statements;
- c. Meet other qualifications as required by law, this Charter, and resolutions of the Board of Directors.

3. The Board of Directors may dismiss the person in charge of company administration when necessary, provided such dismissal complies with applicable labor

laws. The Board of Directors may appoint an assistant of the person in charge of company administration as deemed appropriate.

4. The person in charge of company administration has the following rights and obligations:

a. Provide consultancy for the Board of Directors in organizing the General Meeting of Shareholders and performance of relevant tasks between the Company and its shareholders;

b. Prepare for meetings of the Board of Directors, the Board of Controllers and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Controllers;

c. Provide consultancy on meeting procedures;

d. Participate in the meetings;

e. Provide consultancy on procedures for lawful issuance of resolutions of the Board of Directors;

f. Provide financial information, copies of minutes of meetings of the Board of Directors and other information for members of the Board of Directors and the Board of Controllers;

g. Supervise and report to the Board of Directors on the Company's information disclosure.

h. Protect confidentiality of in accordance with regulations of law and the Company's Charter;

i. Assist in contact between parties with relevant interests;

j. Other rights and obligations prescribed by law and the Company's Charter.

CHAPTER VIII. THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organization of the management apparatus

The Company's management apparatus shall be responsible to the Board of Directors, supervised and controlled by the Board of Directors in the Company's everyday business operation. The Company has a Director, Deputy Directors, a Chief Accountant and persons designated by the Board of Directors to hold other managerial positions. The designation and dismissal of these persons are subject to ratification by resolutions or decisions of the Board of Directors.

Article 34. The Company's executives

1. The Company's executives include the Director, Deputy Director, Chief Accountant and other executives prescribed by the Company's Charter.

2. When requested by the Director and approved by the Board of Directors, the Company may recruit other executives with the quantity and qualifications conformable the organizational structure and management regulations of the Company prescribed by the Board of Directors. Executives shall assist the Company in achieving its organizational and business objectives.

3. The Director shall receive salaries and bonuses, which are decided by the Board of Directors, while contracts with other executives shall be decided by the Board of Directors after consulting the Director.

4. Salaries of executives shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual General Meeting of Shareholders.

Article 35. Designation, dismissal, duties and entitlements of the Director.

1. The Board of Directors shall designate one (01) member of the Board of Directors or hires a person as the Director; sign a contract prescribing the wage level, remuneration, interests and other related term. The information about wage level, allowance and interests of the Director must be reported to the annual General Meeting of Shareholders and stated in the annual report of

2. The term of office of the Director shall not exceed five (05) years without term limit. The appointment may be terminated based on the provisions of the employment contract. The Director must not be a person banned by the law from holding this position and must meet the standards and conditions prescribed by law and the Company's Charter.

3. The Director has the following rights and obligations:

a. Execute the resolutions of the Board of Directors and the General Meeting of Shareholders, business plans and investment plans of the Company, which have been adopted by the Board of Directors and the General Meeting of Shareholders;

b. Decide the issues relevant to the Company's everyday business operation outside the jurisdiction of the Board of Directors, including representing the Company in signing financial and commercial contracts, organizing and managing the Company's daily business operations in accordance with best management practices;

c. Propose organizational structure and internal administration regulations of the Company;

d. Propose measures to enhance activities and management of the Company;

e. Propose the number and personnel for executive positions that the Company needs to recruit for the Board of Directors to appoint or dismiss in accordance with internal regulations and propose remuneration, salary, and other benefits for executives for the Board of Directors to decide;

f. Consult the Board of Directors in order to decide on the number of employees, wage and remuneration levels, interests, the appointment, dismissal and other terms related to their labor contracts;

g. On 25th of December each year, the Director shall submit to the Board of Directors for approval the detailed business plan for the next financial year on the basis of meeting the requirements of the corresponding budget and five (05)-year financial plans;

h. Prepare the Company's long-term, annual, quarterly, and monthly estimates (hereinafter referred to as estimates) for purposes of executing the Company's longterm,

PTS Nghe Tinh Company's Charter

annual, quarterly and annual management subject to the business plans. The annual estimates (including the estimated balance sheet, income statement and statement of cash flows) for each fiscal year must be submitted to the Board of Directors for approval and include the information specified in the regulations of the Company;

i. Has the right to refuse to implement decisions of the Board of Directors or the Chairman of the Board of Directors if such decisions are illegal or violate this Charter and must notify the Supervisory Board;

j. Decides on financial investment plans, procurement of equipment and facilities, and basic construction investment projects valued at less than 20% of the Company's equity within the plan approved by the Board of Directors. In special cases arising outside the plan, the Board of Directors must be informed before execution.

k. Decides on the procurement of equipment valued equal or less than 2% of the Company's equity beyond the annually approved plan and must report in writing to the Board of Directors at the next meeting.

l. Decides on the appointment, dismissal, removal, reward, discipline, salary level, or authorizes the branch director to carry out such decisions for all other positions in the Company;

m. Recruits, signs labor contracts based on the staffing plan approved by the Board of Directors, terminates employment, rewards, disciplines, and determines salaries and allowances for employees in the Company, except for positions appointed, dismissed, or removed by the Board of Directors or the Chairman of the Board of Directors;

n. Proposes the assignment of personnel for business trips and training abroad in accordance with legal regulations and the delegation of authority by the Board of Directors;

o. Reports on the Company's business operations and financial status at Board of Directors meetings; requests the Board of Directors to resolve issues beyond the Director's authority;

p. Represents the Board of Directors in managing all assets of the Company and is responsible for the Company's business operations in accordance with state financial management regulations and the delegation framework set by the Board of Directors;

q. Develops regulations on the allocation and use of funds from after-tax profits, submits regulations for approval by the Board of Directors, and reports annually on the allocation and use of these funds;

r. Represents the Company in filing lawsuits, defending its rights, or requesting prosecution in cases related to the Company's financial interests;

s. If the Director is not a member of the Board of Directors, they may attend Board meetings but do not have voting rights.

t. Other rights and obligations in accordance with provisions of the law, this Charter, internal regulations of the Company, resolutions of the Board of Directors, the labor contract signed with Company.

4. The Director shall be responsible before the Board of Directors and the General Meeting of Shareholders for the performance of his/her assigned tasks and exercise his/her delegated powers and must report thereon to these bodies when so requested.

5. The Board of Directors may dismiss the Director if the majority of voting members attending the meeting approve and appoint a new Director as a replacement.

CHAPTER IX. BOARD OF SUPERVISORS

Article 36. Nomination and self-nomination of members of the Board of Supervisors

1. The nomination and self-nomination of members of the Board of Supervisors shall comply with Clause 1 and Clause 2 Article 25 of this Charter.

2. In case the number of nominated and self-nominated candidates is smaller than the minimum number, the incumbent Board of Supervisors shall nominate more candidates or organize the nomination in accordance with the Company's Charter and Internal Regulations on Corporate Governance and Operation Regulations of the Supervisory Board. This must be announced before the General Meeting of Shareholders starts to vote for members of the Board of Supervisors as prescribed by law.

Article 37. Supervisors

1. The number of members of the Board of Supervisors must be three (03) persons. The term of a Supervisor is no more than 5 years and may be re-elected with an unlimited number of terms. The Board of Supervisors must have more than half of its members residing in Vietnam.

2. Supervisors must meet the standards and conditions according to the provisions of Clause 1 Article 169 of the Law on Enterprises, Company's Charter and do not fall within these issues:

- a. Work in accounting and finance department of the company;
- b. A member or employee of an independent auditing company that audits the financial statements of the company in the previous three (03) years.
- c. The Head of the Board of Supervisors, Supervisors must have a bachelor degree or more under majors of economic, finance, accounting, auditing, law, business administration and other majors related to the company's business activities.

3. Supervisors elect one (01) of them to act as the Head of the Board; election, dismissal, and removal are based on the majority rule. The Head of Board of Supervisors has the following rights and responsibilities:

- a. Convene a meeting of the Board of Supervisors;
- b. Request Board of Directors, Director and Other Executives to provide relevant information to report to the Board of Supervisors;
- c. Prepare and sign reports of the Board of Supervisors after consulting the Board of Directors to submit to the General Meeting of Shareholders.

4. Supervisors will be dismissed in the following cases:
 - a. No longer meet criteria and conditions to be a Supervisor according to the provisions of;
 - b. Failure to execute perform rights and obligations in six (06) consecutive months, unless under majeure force;
 - c. Hands in resignation letter which is accepted;
 - d. Other cases prescribed by law and this Charter.
5. Supervisors will be discharged in the following cases:
 - a. Failure to complete assigned tasks or work;
 - b. Commits multiple or serious violations against obligations of members of the Board of Supervisors prescribed by the Law on Enterprises and the Company's Charter;
 - c. According to resolutions of General Meeting of Shareholders;
 - d. Other cases prescribed by law and this Charter.

Article 38. Board of Supervisors

1. The Board of Supervisors shall have powers and obligations as prescribed in Article 170, Article 171 of The Enterprise Law, mainly the rights and responsibilities following:
 - a. Propose and recommend the General Meeting of Shareholders to agree on the list of auditing organizations approved to audit the Company's financial statements; decide on an approved audit organization to inspect the company's operations, dismiss an approved auditor when deemed necessary;
 - b. To be responsible to shareholders for supervising activities;
 - c. Supervise the company's financial situation, the legality in the activities of the members of the Board of Directors, General Manager and other managers, Ensure the cooperation within the Board of Directors, General Manager and Shareholders;
 - d. Send a written notice to the Board of Directors within 48 hours after discovery of violations against the law or the Company's Charter by a member of the Board of Directors, Director or another executive of the Company, and request the violator to stop committing the violations and take remedial measures;
 - e. Report to the General Meeting of Shareholders according to Article 290 of Decree No.155/2020/ND-CP dated December 31st, 2020 of The Government detailing the implementation of a number of articles of the Law on Securities;
 - f. Discuss the characteristics and scope of the audit with the independent auditor before the audit begins;
 - g. Obtain independent professional or legal advice and ensure the involvement of external experts with appropriate qualifications and experience in the Company's affairs if deemed necessary;
 - h. Review the annual, semi-annual, and quarterly financial statements before submitting to the Board of Directors;

i. Discuss difficulties and issues identified from interim or year-end audit results, as well as any matters the independent auditor wishes to address;

j. Review the management letter from the independent auditor and the Company's management responses;

k. Review the Company's report on internal control systems before approval by the Board of Directors;

l. Review the results of internal investigations and management responses;

m. Other rights and obligations as prescribed by the Law and this Charter.

2. Members of the Board of Directors, General Manager and other business executives must provide all information and documents related to the Company's operations at the request of the Board of Supervisors. The person in charge of corporate governance must ensure that all copies of financial information and other information provided to the Board members and copies of the Board meeting minutes must be provided to the members of the Board of Supervisors at the same time they are provided to the Board of Directors.

3. The Supervisory Board operates in accordance with its own Regulation after being approved by the General Meeting of Shareholders. The Supervisory Board must meet at least 02(two) time a year and the meetings are held when there are two thirds (2/3) or more of the Supervisors attending.

Meeting minutes of the Supervisory Board must be specific and clear. The person recording the minutes and the members of Supervisory Board attending must sign on the meeting minutes. The meeting minutes must be kept to determine the responsibilities of each member of the Board of Supervisors.

The Board of Supervisors has the right to request members of the Board of Directors, the Director, and representatives of the approved audit organization to attend and clarify relevant issues.

Article 39. Salaries, remunerations, bonuses and other benefits of members of the Board of Controllers

The salaries, remunerations, bonuses and other benefits of members of the Board of Supervisors shall comply with the regulations below:

1. Members of the Board of Controllers shall receive salaries, remunerations, bonuses and other benefits under the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall the reasonable costs of accommodation, travel and independent counseling services reimbursed. The total costs must not exceed the annual budget of the Board of Supervisors which has been approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating costs of the Board of Controllers shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement.

CHAPTER X. RESPONSIBILITIES OF MEMBER OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 40. Responsibility of prudence

Members of the Board of Directors, Director and other business executives are responsible for performing their duties, including duties as members of the Board of Directors' subcommittees, honestly and in a manner that is in the best interest of the Company.

Article 41. Responsibility to be honest and avoid conflicts of interest

1. Members of the Board of Directors, members Board of Supervisors, Director and other executives must disclose related interests in accordance with Article 159 of the Law on Enterprises and other legal regulations.

2. Members of the Board of Directors, members Board of Supervisors, Director and other executives must not utilize business opportunities that may benefit the Company for personal purposes; must not use information obtained through their positions for personal gain or to advance the interests of any other organization or individual.

3. Members of Board of Directors, members of Board of Supervisors, General Manager and other executives are obliged to notify in writing to the Board of Directors and Board of Supervisors of transactions between the company, its subsidiaries, companies in which the company holds control over fifty percent (50%) or more of the charter capital with the member itself or with the related persons of that member in accordance with the law. For these above transactions which are approved by the General Meeting of Shareholders or the Board of Directors, the public company must disclose information about these resolutions in accordance with the provisions of the Law on Securities on information disclosure.

4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to members of the Board of Directors, members of Board of Supervisors, the Director, other executives, or individuals and organizations related to these members, nor to legal entities in which these individuals have financial interests. Exceptions apply to public companies and organizations related to such members if they belong to the same corporate group or operate under a company group structure, including parent-subsidiary companies, economic groups, or as otherwise stipulated by specialized laws.

5. A contract or transaction between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the Director and other executives or their Related Persons or any other company, partner, society or organization, of which one or more members of the Board of Directors, members of Board of Supervisors, the Director, other executives or Related Persons are members or where they have relations in financial interests, shall not be invalidated, if:

a. For a contract with a value less than or equal to twenty percent (20%) of the total asset value recorded in the latest financial statements, the important elements on the contract or transaction as well as relations and interests of the members of the Board of Directors, members of the Board of Supervisors, the Director and other executives have

already been reported to the Board of Directors. At the same time, the Board of Directors has permitted the performance of such contract or transaction in an honest manner with the approval of majority of the Board of Directors members who have no relevant interests;

b. For a contract valued at over twenty percent (20%) of the total asset value recorded in the latest financial statements, the important elements of such contract or transaction as well as the relations and interests of the members of the Board of Directors, members the Board of Supervisors, the Director and other executives have already been announced to the Shareholders who have no relevant interests and are entitled to vote on that matter, and the Shareholders who have voted for this contract or transaction in an honest manner;

c. Such contract or transaction is considered by an independent consultancy organization to be fair and reasonable in all aspects and not detrimental to the interests of the Corporation at the time such transaction or contract is allowed for implementation, adopted or approved by the Board of Directors or the General Meeting of Shareholders;

Neither any member of the Board of Directors, nor any of the members of the Board of Supervisors or the Director or other executives or their Related Persons are allowed to use the confidential information of the Company or disclose such information to other persons for performance of related transactions.

6. Members of the Board of Directors shall not vote on transactions that provide benefits to themselves or their Related Persons, as stipulated by the Law on Enterprises and the Company's Charter.

Article 42. Liability and compensation

1. Responsibility for damage: Members of the Board of Directors, members of the Board of Supervisors, the Director, and other executives who breach the obligation to act honestly, or fail to fulfill their obligations with care, diligence and professionalism, shall be held responsible for the damage caused by their acts of violation.

2. Compensation: The company compensates people who have, are, or may become a party involved in complaints, lawsuits or prosecutions (including civil, administrative cases and are not lawsuit filed by the Company as the petitioner) if such person has been or is currently a member of the Board of Directors, member of the Board of Supervisors, General Manager or other executives, employees or a representative authorized by the company, or such person has been or is acting at the Company's request as a member of the Board of Directors, business executive, employee or authorized representative of the Company provided that such person has acted honestly, prudently and diligently for the sake of or does not conflict with the interests of the Company, on the basis of compliance with the law and without evidence to certify that the person has violated his or her responsibilities.

3. When performing functions, duties or tasks authorized by the Company, members of the Board of Directors, members of the Board of Supervisors, other executives, employees or authorized representatives of the Company are compensated by the Company when becoming a party involved in complaints, lawsuits, and prosecutions (except lawsuits filed by the Company as the petitioner) in the following cases:

a. Act honestly, prudently, diligently for the sake of and not conflict with the interests of the Company;

b. Comply with the law and without evidence confirming the failure of their responsibilities.

4. Compensated expenses include: expenses incurred (including attorneys' fees), judgment costs, fines, payables arise in practice or are considered to be reasonable when dealing with these cases to the extent permitted by law, in compliance with the law. The company reserves the right to purchase insurance for such persons to avoid the above-mentioned compensation liabilities.

CHAPTER XI. RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY

Article 43. Right to inspect books and records

1. Ordinary shareholders are entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the Company's Charter, minutes and resolutions of the General Meeting of Shareholders;

2. Shareholder or a group of shareholders mentioned in Clause 2 Article 25 of this Charter reserves the right directly or through a lawyer or authorized person to submit a written request to review, inspect, and extract minutes and resolutions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, transactions requiring Board approval, and other documents, except those related to the Company's trade secrets and business confidentiality, during working hours at the Company's headquarters. The request for inspection by a representing lawyer or other authorized representatives of the shareholders must be accompanied by a power of attorney of the shareholder that he or she represents or a notarized copy of the power of attorney.

3. Members of the Board of Directors, members of the Board of Supervisors, Director and other executives have the right to inspect the Company's shareholder register, list of shareholders and other books and records of the Company for the purposes related to their positions provided that this information is kept confidential.

4. The Company shall be required to keep this Charter and amendments to the Charter, Business Registration Certificate, regulations, documents proving property ownership, resolutions of the General Meeting of Shareholders, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and any other papers required by law at the head office or a different place provided that the shareholders and the business registration authority are informed of the location of these documents.

5. The Charter of the Company must be published on the website of the company.

CHAPTER XII. EMPLOYEES AND TRADE UNION

Article 44. Employees and trade union

1. The Director must plan for the Board of Directors to approve the issues related to recruitment, labor, forced dismissal, salaries, social insurance, benefits, rewards and disciplines for business executives and employees.

2. The Director must plan for the Board of Directors to approve issues related to the relationship of the Company with recognized trade unions in accordance with the best standards, practices and management policies, practices and policies prescribed in this Charter, the Company's regulations and applicable laws.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 45. Profit distribution

1. The General Meeting of Shareholders decides the level of dividend payment and the form of annual dividend payment from retained earnings of the Company.

2. The company does not pay interest on dividend payments or payments related to a class of shares.

3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or a part of dividends by shares and the Board of Directors is the agency to enforce this decision.

4. In case dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. The payment can be made directly or through banks based on the details of bank accounts provided by shareholders. In case the Company has transferred according to the bank details provided by a shareholder, but such shareholders do not receive the money, the Company shall not be responsible for the amount of money transferred to this shareholder. The payment of dividends for stocks listed/registered for trading at the Stock Exchange can be made via securities companies or Vietnam Securities Depository.

5. Pursuant to the Law on Enterprises, the Law on Securities, the Board of Directors approved the resolution to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or owners of other securities are entitled to receive dividends, interest rates, profit distribution, shares, notices or other documents

6. If approved by the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of common shares are entitled to receive dividends in the form of additional common shares instead of cash dividends. These additional shares distributed as dividends shall be recorded as fully paid shares, ensuring that their value is equivalent to the cash dividend amount.

7. Other issues relevant to profit distribution prescribed by law.

CHAPTER XIV. BANK ACCOUNT, RESERVE FUND, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 46. Bank account

1. The company shall open an account at a Vietnamese bank or foreign banks licensed to operate in Vietnam.
2. Subject to prior approval of the competent authority, in case of necessity, the company can open a bank account in a foreign country in accordance with the law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese or foreign accounts at banks where the Company opens accounts.

Article 47. Fiscal year

The Company's financial year begins on January 01 and ends on the December 31 of the same year. The first fiscal year begins from the date of issuance of the business registration certificate (or business license for conditional business lines) and ends on the December 31 of the same year.

Article 48. Accounting system

1. The accounting system used by the Company is Vietnam Accounting System (VAS), corporate accounting regulations or special accounting regulations promulgated and approved by the Ministry of Finance.
2. The Company's accounting records shall be written in Vietnamese. The Company shall keep accounting records according to the type of business activities that the Company participates in. These records must be accurate, up to date, systematic and sufficient to prove and explain the Company's transactions.
3. The company uses Vietnamese dong as the currency used in accounting. In case the Company has economic transactions mainly arising in a foreign currency, it may select such foreign currency as the accounting currency, take responsibility for that choice before law and notify the direct tax administration agency.

CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 49. Annual, six-month and quarterly reports

1. The company must prepare the annual financial statements according to regulations of the law as well as the regulations of the State Security Commission of Vietnam and reports must be audited according to regulations specified in Article 51 of this Charter. The Company must submit audited annual financial statements within ninety (90) days from the end of each fiscal year to competent authorities, State Securities Commission, Stock Exchanges and Business Registration Authority according to the law.
2. Audited annual financial statements must include the Income Statement which honestly and objectively reflect the situation of profits and losses of the Company in the fiscal year and the Balance Sheet which honestly and objectively reflect the situation of the Company's activities up to the time of preparation of the statement, Cash Flow Statements and notes to the financial statements. Aside from the parent company financial statements, the Company must prepare consolidated financial statements to

summarize the business operation of the Company and its subsidiaries at the end of every fiscal year.

3. The company must prepare and publish the reviewed six-month financial statements and quarterly financial statements (For listed companies/large-scale public companies) in accordance with the regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange where the company's shares are listed and submit to the relevant tax authority and the business registration authority in accordance with the provisions of the Law on Enterprises

4. The audited financial statements (including the auditor's opinion), quarterly and six-month reports of the Company must be published on the Company's website.

5. Related organizations and individuals are entitled to inspect or copy audited annual financial statements, review biannual financial statements and quarterly reports at the Company's head office during working hours and must pay a reasonable fee for their copy.

Article 50. Annual report

The Company must prepare and publish the Annual Report in accordance with the Law on Securities and Securities market.

CHAPTER XVI. AUDITING OF THE COMPANY

Article 51. Auditing

1. The Annual General Meeting of Shareholders shall appoint an auditing company that has been approved, legally operating in Vietnam and approved by the State Securities Commission to audit listed companies or shall approve the list of independent auditing companies and authorize the Board of Directors to choose one of the above units to conduct Company's audit activities for the next fiscal year based on the terms and conditions agreed with the Board of Directors. The Company must prepare and submit the annual financial statements to an independent auditing firm after the end of the fiscal year. The audit report shall be attached to the Company's annual financial statements

2. The independent auditing firm shall examine, verify, prepare the audit report, and submit it to the Board of Directors within two (02) months from the end of the fiscal year.

3. A copy of the audit report shall be attached with each annual financial statements of the Company.

4. Independent auditors that audit the Company's financial statements are entitled to participate in the General Meeting of Shareholders, receive notices and information relevant to the General Meeting of Shareholders, comment at the General Meeting of Shareholders on the issues relevant to the audit of the Company's financial statements

CHAPTER XVII. THE COMPANY'S SEAL

Article 52. The Company's seals

1. Seals include physical seals and digital signatures prescribed by regulations of Law on Electronic transactions.

2. The Board of Directors shall decide the type, quantity, form and content of the seals of the Company, which shall be engraved in accordance with the provisions of the law and the Company's Charter

3. The Board of Directors and the Director shall use and manage the seals in accordance with applicable regulations of law.

CHAPTER XVIII. DISSOLUTION OF THE COMPANY

Article 53. Dissolution of the Company

1. The Company may be dissolved or its operations terminated in the following cases:

a. The operating period specified in the Company's Charter expires without a decision on extension;

b. The dissolution is decided under a resolution or decision of the General Meeting of Shareholders;

c. The Certificate of Enterprise Registration is revoked, unless otherwise prescribed by the Law on Tax Administration;

d. Other cases prescribed by law.

2. Dissolution of the Company ahead of schedule (including extensions) shall be decided by the General Meeting of Shareholders and carried out by the Board of Directors. Such dissolution decision shall be announced and subject to approval by competent authorities (if mandatory) as per regulations.

Article 54. Extension of operating period

1. The Board of Directors shall convene the General Meeting of Shareholders at least seven (07) months before the expiry of the operating period for shareholders to vote on extension of the operating period of the Company at the request of the Board of Directors

2. The operating period shall be extended if approved by at least 65% of the total votes of shareholders with voting rights who are present in person or through an authorized representative at the General Meeting of Shareholders.

Article 55. Liquidation

1. At least six (06) months before the expiration of the Company's operational term or after a resolution for the Company's dissolution has been passed, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two members are appointed by the General Meeting of Shareholders and one member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected among the Company's employees or independent experts. All expenses related to the liquidation shall be given priority by the Company to pay before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the business registration authority on the date of establishment and the date of commencement of operation. From that time, the Liquidation Committee shall represent the Company in all work related to liquidation of the Company before the Court and administrative agencies.

3. Proceeds from the liquidation shall be paid in the following order:
 - a. Liquidation expenses;
 - b. Debts of Salary, severance allowance, social insurance and other benefits of employees under the collective labor agreements and signed labor contracts;
 - c. Taxes and payments of tax nature that the Company must pay to the State;
 - d. Other loans of the Company;
 - e. Balance remaining after payment of all debts from (a) to (d) above shall be distributed to the shareholders. Preference shares shall be paid first.

CHAPTER XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 56. Settlement of internal disputes

1. In case of any dispute or complaint related to the Company's operations or to the rights of shareholders arising from the Charter or any rights or obligations defined by the Law on Enterprises or by other laws or administrative regulations, between:

- a. Shareholders with the Company;
- b. Shareholders with the Board of Directors, Board of Supervisors, Director or other executives;

Related parties shall 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 preside over the resolution of the dispute and shall request each party to present practical elements related to the dispute within thirty (30) working days from the date the dispute arises. In case of disputes related to the Board of Directors or the Chairman of the Board of Directors, any party may request the Board of Supervisors to appoint an independent expert to act as an arbitrator for the dispute settlement process

2. In case the dispute cannot be settled through mediation within six (06) weeks or the mediator's decision is not accepted by the parties, either party may bring the case to court or arbitration

3. The parties shall pay the cost of negotiation and mediation. Cost of proceedings at court shall be paid under the court's judgment.

CHAPTER XX. REVISING THE COMPANY'S CHARTER

Article 57. Charter of the Company

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

2. In case there are legal provisions relating to the Company's activities that have not been mentioned in this Charter or in the case of new provisions of law which are different from those in this Charter, those laws will automatically apply and govern the operation of the Company

CHAPTER XXI. EFFECTIVE DATE

Article 58. Effective date

1. This Charter consists of 21 chapters and 58 articles, unanimously approved by the General Meeting of Shareholders of Petrolimex Nghe Tinh Transportation and Services Joint Stock Company on March 31, 2025, and collectively agreed upon for full enforcement.

2. This Charter is made in ten (10) copies with the same validity, of which:

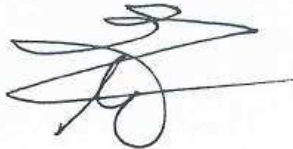
- a. One (01) copy to be submitted at the local State Notary Public;
- b. Five (05) copies to be registered at the government agencies according to the regulations of the People's Committee of the province or city;
- c. Four (04) copies to be stored at the Head Office of the Company;

3. This charter is unique and official of the Company

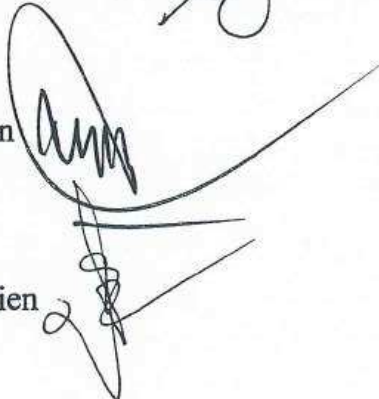
4. Copies or duplicates of the Charter of the Company only take effect when being signed by the Chairman of the Board of Directors or by at least 1/2 (one half) of the total number of members of the new Board of Directors.

5. The signature of the Company's legal representative and members of the Board of Directors./.

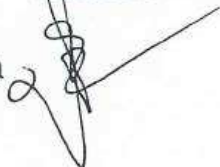
Mr. Manh Xuan Hung



Mr. Vo Anh Tuan



Mr. Dao Ngoc Tien



LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOARD OF
DIRECTORS



HOANG CONG THANH

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

**REGULATIONS ON OPERATION
OF THE BOARD OF DIRECTORS
PETROLIMEX NGHE TINH
TRANSPORTATION AND SERVICE JOINT STOCK COMPANY**

Vinh city, 2025

APPENDIX

Chapter I. GENERAL PROVISIONS.....	4
Article 1. Scope and regulated entities.....	4
Article 2. Operating principles.....	4
Chapter II. MEMBERS OF THE BOARD OF DIRECTORS.....	4
Article 3. Rights and obligations of members of the Board of Directors	4
Article 4. Rights to be provided with information of members of the Board of Directors	5
Article 5. Term and number of members of the Board of Directors	5
Article 6. Requirements to be satisfied by members of the Board of Directors	6
Article 7. The Chairman of the Board of Directors	7
Article 8. Dismissal, removal and addition of members of the Board of Directors ...	9
Article 9. Method for election, dismissal and discharge of members of the Board of Directors	10
Article 10. Announcement of election, dismissal and discharge of members of the Board of Directors	11
Chapter III. The BOARD OF DIRECTORS.....	11
Article 11. Rights and obligations of the Board of Directors	11
Article 12. Duties and entitlements of the Board of Directors in approving and concluding transaction contracts	13
Article 13. Responsibility of the Board of Directors to convene extraordinary General Meeting of Shareholders.....	14
Article 14. Subcommittees of the Board of Directors.....	15
Article 15. Material Assurance.....	16
Chapter IV. MEETINGS OF THE BOARD OF DIRECTORS	16
Article 16. Meetings of the Board of Directors.....	16
Article 17. Minutes of meetings of the Board of Directors	18
Chapter V. REPORTING AND DISCLOSURE OF INTERESTS	19
Article 18. Submission of annual reports.....	19
Article 19. Remunerations, bonuses and other benefits of members of the Board of Directors	20
Article 20. Disclosure of related interests	21

Chapter VI. RELATIONSHIPS OF THE BOARD OF DIRECTORS	21
Article 21. Relationship between members of the Board of Directors	21
Article 22. Relationship with the Executive Board.....	22
Article 23. Relationship with the Board of Controllers or Audit Committee	22
Chapter VII. IMPLEMENTATION PROVISIONS	22
Article 24. Effectiveness	22

**REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS
PETROLIMEX NGHE TINH TRANSPORTATION AND SERVICE JOINT
STOCK COMPANY**

*(issued under Resolution of the General Meeting of Shareholders No. ...-2025/PTX-
NQ-DHDCD dated March 31, 2025, of Petrolimex Nghe Tinh Transportation and
Service Joint Stock Company)*

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope and regulated entities

1. Scope: the Regulations on operation of the Board of Directors provide for the organizational structure, operating principles, rights and obligations of the Board of Directors and its members to ensure that its operations comply with the Law on Enterprises, the Company's Charter and relevant laws.

2. Regulated entity: Board of Directors and its members.

Article 2. Operating principles

The Board of Directors shall work on the collective principle. Each member of the Board of Directors shall be individually responsible for their assigned duties and jointly accountable to the General Meeting of Shareholders and the law for resolutions and decisions of the Board of Directors regarding the company's development. The Board of Directors assigns the Director the responsibility of organizing and executing the Board's resolutions and decisions.

CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have all the rights prescribed in the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents about the finance and business performance of the Company and its units.

2. Members of the Board of Directors have the obligations prescribed in Clause 27 the Company's Charter, Internal Regulations on Corporate Governance and the following obligations:

- a) Performing their duties in an honest and prudent manner for the best interests of the Company and its shareholders;
- b) Members of the Board of Directors assigned by the Chairman of the Board of Directors to be in charge of specific areas shall be responsible to the Board of Directors and the Chairman of the Board of Directors for the tasks within their assigned scope. Delegation of authority to others is not allowed.
- c) Members of the Board of Directors are responsible for reviewing and submitting issues within their assigned scope to the Board of Directors for

resolution. Members of the Board of Directors must allocate sufficient time to review the matters prepared for voting by the Board of Directors, make decisions on issues within the authority of the Board of Directors, carry out tasks authorized by the Chairman of the Board of Directors, and report work results to the Board of Directors at the nearest meeting

- d) Members of the Board of Directors are responsible for attending all regular and extraordinary meetings of the Board of Directors, discussing and voting on matters presented at the meetings or through written opinions.
- e) Members of the Board of Directors have the right to request the Board of Directors to review certain issues concerning the company.
- f) Promptly and fully reporting to the Board of Directors of the remunerations received from the subsidiaries, affiliated companies and other organizations;
- g) Reporting to the Board of Directors during the nearest meeting of transactions between the Company, subsidiary companies and other companies in which the company holds more than fifty percent (50%) of the charter capital with members of the Board of Directors and their related persons; transactions between the Company with companies where a member of the Board of Directors is a founding member or a manager within the past three (03) years before the transaction date.
- h) Disclosing information when conducting transactions involving the Company's shares in accordance with legal regulations.

3. Independent members of the Board of Directors shall prepare reports on the performance of the Board of Directors. Members of the Board of Directors may concurrently hold managerial positions in the company or other organizations, provided that they do not violate the Law on Enterprises and relevant legal regulations.

Article 4. Rights to be provided with information of members of the Board of Directors

1. Members of the Board of Directors have all the rights to request the Director, Deputy Director, other managers of the Company to provide information and documents about the finance and business performance of the Company and its units.

2. The managers shall fully and accurately provide the information and documents requested by the members of the Board of Directors. The procedures for requesting and providing information shall be regulated by the Company's Charter.

Article 5. Term and number of members of the Board of Directors

1. The Board of Directors consists of a maximum of 05 members: 01 Chairman of the Board and other members. The appointment, dismissal, and removal of members of the Board of Directors are stipulated in Article 26 of the Company's Charter.

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

elected as independent member of the Board of Directors of a company for up to 02 consecutive terms.

3. In case all members of the Board of Directors simultaneously reach the end of their term, they shall continue to serve as members until new members are elected and take over their duties, unless otherwise prescribed in the Company's Charter.

4. The Company's Charter shall specify the number, rights, obligations, organization and cooperation of independent members of Board of Directors.

Article 6. Requirements to be satisfied by members of the Board of Directors

1. A member of the Board of Directors must meet the following criteria and conditions:

- a) Not falling under the cases specified in Clause 2, Article 17 of the Enterprise Law;
- b) Possessing professional qualifications and experience in business management or in the company's field, industry, or business sector, and not necessarily being a shareholder of the company;
- c) A member of the Board of Directors of may concurrently hold the position of member of Board of Directors of another company;
- d) For state-owned enterprises as stipulated in Point b, Clause 1, Article 88 of the Law on Enterprises and subsidiaries of state-owned enterprises as stipulated in Clause 1, Article 88 of the Law on Enterprises, members of the Board of Directors must not be family members of the Director (General Director) and other managers of the company; or of the managers or persons authorized to appoint managers of the parent company.
- e) Members of the Board of Directors may not be Shareholders of the company

2. Independent members of the Board of Directors prescribed in Point b Clause 1 Article 137 of the Law on Enterprises must meet the following criteria and conditions:

- a) Must not be currently employed by the company, its parent company, or its subsidiaries; must not have worked for the company, its parent company, or its subsidiaries for at least three (03) consecutive years;
- b) Must not receive salaries or remuneration from the company, except for allowances granted to members of the Board of Directors as prescribed;
- c) Must not have a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological younger sibling who is a major shareholder of the company; must not be a manager of the company or its subsidiaries;
- d) Must not directly or indirectly own at least one percent (01%) of the total voting share of the company;
- e) Must not have been a member of the Board of Directors or the Board of Supervisors of the company for at least five (05) consecutive years prior,

except in cases of being continuously reappointed for two (02) consecutive terms;

3. A member of the Board of Directors shall no longer be qualified if they fail to meet the criteria prescribed in Clauses 1 and 2 of this Article or violate the provisions of Clause 3, Article 26 of the Company's Charter in the following cases

- a) Failing to meet the qualifications to be a member of the Board of Directors as prescribed by the Law on Enterprises or being legally prohibited from serving as a member of the Board of Directors;
- b) Submitting a resignation letter;
- c) Being replaced at the request of the shareholder or group of shareholders;
- d) Suffering from mental disorders, with other members of the Board of Directors providing professional evidence proving the loss of legal capacity;
- e) Failing to attend meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- f) Being removed pursuant to a resolution of the General Meeting of Shareholders;
- g) Providing personal information after submitting their candidacy for the Board of Directors;
- h) Other cases as prescribed by law and the Company's Charter.

4. Independent members of the Board of Directors shall inform the Board of Directors when they no longer meet the criteria and conditions stipulated in Clauses 1 and 2 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date, they fail to meet such criteria and conditions. The Board of Directors must report on the case of an independent member no longer meeting the criteria and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or supplementary independent member within six (06) months from the date of receiving the notification from the relevant independent Board member.

Article 7. The Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected among the members of the Board of Directors by the Board of Directors and dismissed by the Board of Directors.

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

3. Rights and obligations of the Chairman of the Board of Directors:

- a) Preparing operating programs and plans of the Board of Directors;
- b) Preparing the agenda and documents of meetings; convening, presiding and chairing meetings of the Board of Directors;
- c) Organizing the adoption of resolutions and decisions of the Board of Directors;

- d) Supervising the process of implementation of resolutions and decisions of the Board of Directors;
- e) Chairing the General Meeting of Shareholders;
- f) On behalf of the Board of Directors, signing resolutions of the Board of Directors, signing contracts under the authority of the Board of Directors, and approving contracts for authorization to the General Director for signing.
- g) Monitoring and supervising the implementation of decisions of the General Meeting of Shareholders and resolutions of the Board of Directors.
- h) Assigning members of the Board of Directors to evaluate and approve the types of contracts specified in Article 12 of this Regulation
- i) Deciding on the assignment of members of the Board of Directors and personnel under the management of the Board of Directors to work, study, or conduct surveys abroad.
- j) Authorizing in writing another member of the Board of Directors to direct the work of the Board of Directors when the Chairman is absent.
- k) The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors submits the annual financial statements, the Company's activity report, the audit report, and the supervisory report of the Board of Directors to shareholders at the General Meeting of Shareholders.
- l) Organizing the adoption of decisions of the General Meeting of Shareholders by means of written opinions:
 - Determining the issues to be voted on, the format, and the content of the voting ballots.
 - Organizing and sending voting ballots along with relevant documents to all shareholders entitled to attend the General Meeting of Shareholders.
 - Announcing the minutes of the voting results and the resolutions passed to all shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date of completion of the vote counting. If the Company has an official website, the publication of the vote counting minutes may be replaced by posting them on the Company's website within twenty-four (24) hours from the time of vote counting completion.

4. . In case the Chairman of the Board of Directors is absent or is not able to perform duties, another member is authorized in writing to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the Chairman of the Board of Directors is passed away, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the

remaining members shall elect one of them to hold the position of President of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

5. Where necessary, the Board of Directors may assign a Company's secretary, who has the following rights and obligations:

- a) Assisting in convening the General Meeting of Shareholders; take minutes of meetings;
- b) Assisting members of the Board of Directors in the performance of their rights and obligations;
- c) Assisting the Board of Directors in the application and implementation of corporate governance principles;
- d) Assisting the Company in development of relationships with shareholders, protection of their lawful rights and interests; provision and disclosure of information, and completion of administrative procedures;
- e) Other rights and obligations prescribed by the Company's Charter.

Article 8. Dismissal, removal and addition of members of the Board of Directors

1. A member of the Board of Directors will be dismissed by the General Meeting of Shareholders in the following cases:

- a) No longer meeting the criteria and conditions prescribed in Article 155 of the Law on Enterprises;
- b) Submitting a resignation letter that has been approved;
- c) Other cases specified in Law and the Company's Charter.

2. A member of the Board of Directors will be discharged by the General Meeting of Shareholders in the following cases:

- a) Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- b) Other cases specified in the Company's Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors, beyond the cases stipulated in Clauses 1 and 2 of this Article.

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

- a) The number of members of the Board of Directors decreases by more than one third of the number specified in the Company's Charter. In this case the Board of Directors shall convene the General Meeting of Shareholders within 60 days from the said date;
- b) The number of independent members of the Board of Directors falls below the minimum number specified in Point b Clause 1 Article 137 of the Law on Enterprises;

- c) Except in the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace the dismissed or removed member of the Board of Directors at the nearest meeting.

Article 9. Method for election, dismissal and discharge of members of the Board of Directors

1. The shareholder or group of shareholders that holds at least 5% of total ordinary shares is entitled to nominate candidates to the Board of Directors. Candidates shall be nominated as follows:

- a) The group of shareholders that nominate candidates to the Board of Directors must inform the participating shareholders of the meeting before the opening of the General Meeting of Shareholders;
- b) Shareholders holding voting shares have the right to accumulate their voting rights to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30%, a maximum of two (02) candidates; from 30% to less than 40%, a maximum of three (03) candidates; from 40% to less than 50%, a maximum of four (04) candidates; from 50% to less than 60%, a maximum of five (05) candidates; from 60% to less than 70%, a maximum of six (06) candidates; from 70% to 80%, a maximum of seven (07) candidates; and from 80% to less than 90%, a maximum of eight (08) candidates.

2. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company's Charter, company administration regulations and regulations on operation of the Board of Directors. This must be announced before the General Meeting of Shareholders starts to vote for members of the Board of Directors as prescribed by law.

3. The voting on members of the Board of Directors shall be carried out by cumulative voting. This means each shareholder has a number of votes that are equivalent to their shares multiplied by the number of members of the Board of Directors, and may cast all or some of the votes for one or some candidates. Elected members of the Board of Directors shall be chosen according to the number of votes received in descending order until the minimum number specified in the Company's Charter is reached. In case 02 or more candidates for the last member of the Board of Directors receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the Company's Charter.

4. The election, dismissal and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders by voting.

Article 10. Announcement of election, dismissal and discharge of members of the Board of Directors

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose relevant information about the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website, enabling shareholders to review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the honesty and accuracy of their disclosed personal information and must commit to performing their duties with integrity, diligence, and in the best interests of the Company if elected as a member of the Board of Directors. The disclosed information regarding candidates for the Board of Directors includes:

- a) Full name, date of birth;
- b) Qualifications;
- c) Work experience;
- d) Other managerial positions (including positions in the Board of Directors of other companies);
- e) Interests relevant to the Company and the Company's related parties;
- f) Other information (if any) specified in the Company's Charter;
- g) The public company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).

2. The results of the election, dismissal and discharge of members of the Board of Directors shall be announced in accordance with regulations on information disclosure.

CHAPTER III. THE BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the General Meeting of Shareholders.

2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the General Meeting of Shareholders. To be specific:

- a) Supervising and directing the Director and other managers in the daily business operations of the Company.
- b) The Board of Directors is the body with full authority to exercise the rights and obligations of the Company that do not fall under the authority of the General Meeting of Shareholders.

- c) The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically on its supervision of the Director and other executives during the financial year.
- d) The duties of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders in accordance with Clause 2, Article 153 of the Law on Enterprises and Clause 2, Article 27 of the Company's Charter.
- e) Deciding on the Company's development strategy and business development plans:
 - Deciding on the research of new technologies.
 - Deciding on market development.
- f) Consolidating the Company's organizational structure.
 - Electing, dismissing, or removing the Chairman of the Board of Directors; appointing, dismissing, signing, or terminating contracts with the Director or General Director and other key managers as stipulated by the Company's Charter; determining the salaries, remuneration, bonuses, and other benefits of these managers; appointing authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies and decide their remuneration and other benefits.;
 - Deciding the organizational structure and internal governance regulations of the Company; deciding on the establishment of subsidiaries, branches, and representative offices; and determining capital contributions and share purchases in other enterprises;
 - Proposing re-organization, dissolution of the Company; request bankruptcy of the Company;
 - Deciding on the promulgation of the operational regulations of the Board of Directors and internal regulations on corporate governance after they are approved by the General Meeting of Shareholders; deciding on the promulgation of the operating regulations of the Audit Committee under the Board of Directors and the Company's information disclosure regulations.
- g) Financial and Budgetary Matters: The Board of Directors has the authority over financial and budgetary matters as stipulated in Clause 2, Article 27 of the Company's Charter and the following authorities:
 - Approving the Company's financial mechanism in accordance with legal regulations and annual production conditions.
 - Determining the annual allocation to the development investment fund.
 - Determining the allocation to the financial reserve fund.
 - Determining the allocation to the severance allowance reserve fund.
 - Determining the allocation to the reward and welfare fund.
 - Deciding the offer price of the Company's shares and bonds.

- Proposing the types of shares and the total number of shares authorized for issuance.
 - Deciding the sale of unsold shares within the number of authorized shares of each type; deciding other forms of raising additional capital;
 - Deciding on the repurchase of shares as stipulated in Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - Deciding investment plans and investment projects within its jurisdictions and limits prescribed by law;
 - Proposing dividends; deciding the deadlines and procedures for paying dividends or settling losses incurred during business operation;
- h) Organization of the General Meeting of Shareholders
- Approving the agenda and materials for the General Meeting of Shareholders.
 - Convening the General Meeting of Shareholders.
 - Conducting procedures for obtaining written opinions from the General Meeting of Shareholders to pass resolutions.
 - Reporting to the General Meeting of Shareholders on the activities of the Board of Directors and the results of its supervision of the Director and other management personnel during the financial year.
- i) Other Duties
- Handling internal company complaints.
 - Mediating disputes between the company and its business partners.
 - Directly handle or authorize the resolution of lawsuits in which the company is a party..

Article 12. Duties and entitlements of the Board of Directors in approving and concluding transaction contracts

- a) The Board of Directors approves or directly signs the following types of contracts:
- Appointing and dismissing individuals authorized by the company to act as commercial representatives and legal counsel.
 - Loan agreements with domestic and international credit institutions.
 - Mortgage, pledge, and guarantee contracts.
 - Real estate-related contracts, including the purchase and sale of land and buildings, capital contributions using property ownership rights or land use rights, leasing and subleasing of land and buildings, and construction contracts.
 - Contracts for hiring auditing firms, legal service providers, and other service providers.
 - Providing written approval for economic and civil contracts entered into by the company with members of the Board of Directors, the Director, members of the Board of Supervisors, shareholders owning more than 10% of voting

shares, and contracts with their related persons as stipulated in Clause 1, Article 167 of the Law on Enterprises.

- Supervising contract execution to prevent invalid contracts that may cause damage to the company.
 - Approving the implementation plans for business contracts submitted by the Director.
 - Approving contracts for purchasing, selling, borrowing, lending, and other transactions valued at 35% or more of the company's total assets as recorded in the most recent financial statement, as well as contracts and transactions under the authority of the General Meeting of Shareholders pursuant to Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises.
- b) Approving contracts and transactions between the company and related persons
- The Board of Directors is entitled to approve any contract and transaction that is worth less than 35% of total assets or that leads to a total transaction value of less than 35% of total assets over 12 months from the occurrence of the first transaction according to the latest financial statement, or a smaller ratio or value prescribed by the Company, between the Company and any of the following entities:
 - Shareholders, authorized representatives of shareholders that hold over 10% of the Company's ordinary shares and their related persons;
 - Members of the Board of Directors, members of the Board of Controllers, the Director/General Director, other managers and their related persons;
 - Enterprises in which a member of the Board of Directors, a Supervisor, the Director or General Director, and other managers of the company are required to declare their interests as stipulated in Clause 2, Article 164 of the Law on Enterprises.
- c) The Company's representatives shall send notices to members of the Board of Directors and the Board of Supervisors when signing contracts and conducting transactions of the entities related to such contracts and transactions and enclose the draft contracts or transaction descriptions. The Board of Directors shall decide whether to approve the contract or transaction within 15 days from the receipt of the notice, unless another time limit is specified by the Company's Charter. Members of the Board of Directors having interests related to the parties to the contract or transaction must not vote.

Article 13. Responsibility of the Board of Directors to convene extraordinary General Meeting of Shareholders

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

- a) As deemed necessary by the Board of Directors for the benefit of the Company;
 - b) The remaining number of Board of Directors or Board of Controllers is smaller than the minimum number prescribed by law;
 - c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request for convening the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, bearing sufficient signatures of the relevant shareholders, or prepared in multiple copies with the collective signatures of the relevant shareholders;
 - d) At the request of the Board of Supervisors;
 - e) Other cases prescribed by law and the Company's Charter.
2. Convening the extraordinary General Meeting of Shareholders

The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date when the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors falls below the minimum required by the Company's Charter or upon receiving a request as stipulated in Points c and d, Clause 1 of this Article;

3. The person who convenes the extraordinary General Meeting of Shareholders shall perform the following tasks:

- a) Compiling a list of shareholders having the right to participate in the meeting;
- b) Providing information and settling complaints relevant to the list of shareholders;
- c) Preparing the meeting agenda and contents;
- d) Preparing meeting documents;
- e) Drafting the resolution of the extraordinary General Meeting of Shareholders according to the meeting contents; compiling a list of candidates and their details in case of election of members of the Board of Directors and the Board of Supervisors;
- f) Determining the meeting time and location;
- g) Sending invitations to the shareholders having the right to participate in the meeting in accordance with the Law on Enterprises;
- h) Other tasks serving the meeting.

Article 14. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the Board of Directors with at least [03 persons] that are members of the Board of Directors and external members. The subcommittees shall operate in accordance with

regulations of the Board of Directors. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.

2. The implementation of decisions by the Board of Directors or its subcommittees must comply with applicable laws, the Company's Charter, and the internal regulations on corporate governance.

Article 15. Material Assurance

1. The Board of Directors shall utilize the company's organizational structure, technical facilities, and seal to perform its management functions.

2. The company's office shall be responsible for receiving and forwarding documents from the Board of Directors, as well as documents from higher authorities that fall under the Board of Directors' responsibility, to the Chairman of the Board for approval and resolution.

3. Members of the Board of Directors may directly work with, question, and discuss matters with members of the Executive Board, subsidiary units, and affiliated units of the company to monitor the implementation of assigned tasks.

CHAPTER IV. MEETINGS OF THE BOARD OF DIRECTORS

Article 16. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case there is more than one member with the highest and equal number or percentage of votes, the members shall vote by majority principle to select one among them to convene the Board of Directors meeting.

2. The Chairman of the Board of Directors must convene regular and extraordinary meetings of the Board, set the agenda, and determine the time and location at least three (03) working days before the meeting. The Chairman may convene a meeting whenever deemed necessary but must hold at least one (01) meeting per quarter.

3. Extraordinary Meetings:

The Chairman of the Board of Directors must convene an extraordinary Board of Directors meeting without delay, unless there is a legitimate reason, upon a written request from any of the following entities, clearly stating the purpose of the meeting, the matters to be discussed within the authority of the Board of Directors, and providing the necessary documents to the members of the Board of Directors:

- a) The Board of Supervisors;
- b) The Director or at least five (05) other executives;
- c) Independent Board members;
- d) At least two (02) Board members;

e) Other cases (if any).

4. Timing for Convening Meetings of the Board of Directors:

a) Regular Meetings: The Chairman of the Board is responsible for assigning the Corporate Governance Officer to prepare the agenda, determine the time and venue, and notify Board members at least five (05) working days before the meeting. Notifications may be sent via written documents, fax, email, or telephone.

b) Extraordinary Meetings: An extraordinary Board meeting must be held within seven (07) working days from the date of receiving the request mentioned in Clause 3 of this Article.

5. The person convening the Board of Directors meeting:

The Chairman of the Board shall convene Board meetings. In the absence of the Chairman, the authorized person, as designated in writing by the Chairman, shall convene the meeting.

6. Venue of Board Meetings:

Meetings of the Board of Directors shall be held at the company's registered office or another location in Vietnam as decided by the person convening the meeting. The Board of Directors may also hold virtual meetings where members participate from different locations, provided that audiovisual communication allows all participants to hear and engage in discussions. Members of the Board of Directors attending virtual meetings have the same rights to discuss and vote as those attending in person. The meeting minutes must be signed or confirmed via written document or email by online participants, and such confirmations shall be considered valid. Members participating in virtual meetings are deemed present if their signatures, including electronic signatures, can be verified.

7. The invitation shall be enclosed with documents to be used at the meeting and votes. The invitation to the meeting of the Board of Directors may be a physical invitation, by phone, fax, email or other forms prescribed by the Company's Charter, ensuring it reaches the registered contact address of each member of the Board of Directors. Members of the Board of Directors are entitled to participate and discuss in meetings of the Board of Directors but must not vote.

8. The meeting of the Board of Directors shall be opened when it is participated in by three fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within [07 days] from the intended date of the first meeting. The second meeting shall be opened when it is participated in by more than half of the members of the Board of Directors.

The Chairperson of the Board meeting shall be the Chairman of the Board of Directors or a person authorized in writing by the Chairman. If the Chairman is absent

and has not authorized anyone, the attending members of the Board of Directors shall elect one member to chair the meeting.

9. A Board member is considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote on their behalf as prescribed in Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic means;
- d) Sending their voting ballot to the meeting via mail, fax, or email.

10. Voting at the Board of Directors' Meeting:

- a) The Board of Directors shall adopt decisions and pass resolutions based on the majority approval of the attending Board members. In case of an equal number of votes for and against, the vote of the Chairman of the Board of Directors shall be the deciding vote.
- b) Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on their behalf if approved by the majority of the Board members.
- c) Only members of the Board of Directors or their authorized representatives have the right to vote. Observers and guests are not allowed to vote.
- d) When voting on matters related to economic or civil contracts in which a participating member of the Board of Directors is a contracting party or has a related party involved in the contract, that member shall not vote and shall not be counted among the present members when determining the voting ratio.

11. Absent Board members may send their voting ballots via written document, fax, or email to the meeting of the Board of Directors at least one (01) hour before the meeting starts. The voting ballots shall only be opened in the presence of all attendees.

12. Approval of Board Resolutions by Written Opinions: If necessary, the Chairman of the Board of Directors may conduct a meeting of the Board of Directors by informing the meeting agenda and voting ballots in writing. After collecting the votes, the Secretary shall prepare a vote-counting report for submission to the Chairman for approval of the resolution

Article 17. Minutes of meetings of the Board of Directors

1. The Person in charge of Corporate Governance shall act as the secretary and record the full content of the Board of Directors' meeting in the minutes book.

2. The chairperson and the secretary shall be jointly responsible for the accuracy and truthfulness of the Board of Directors meeting minutes. Board meetings must be recorded in minutes and may be audio-recorded, video-recorded, or stored in other electronic forms.

3. The Board of Directors meeting minutes shall be prepared in Vietnamese, with the possibility of an additional version in a foreign language, and must bear the signatures of the chairperson and the secretary.

The minutes must include the following contents:

- a) The enterprise's name, headquarters address, identification number;
- b) The meeting time and location;
- c) Full name of every participating member and their authorized participants; full names of absent members and reasons;
- d) Purposes, agenda and contents of the meeting;
- e) Issues to be discussed and voted at the meeting;
- f) Summaries of opinions of each participating member in chronological order;
- g) The voting result, including specific members that cast affirmative votes, negative votes and abstentions;
- h) Ratified issues by the Board of Director and ratio of affirmative votes;
- i) Full names and signatures of the chair and minutes taker, except in the case specified in Clause 3 of this Article.

4. In case the chairperson or the minutes taker refuses to sign the meeting minutes, but all other attending members of the Board of Directors approve and sign the minutes, and the minutes contain all required contents as stipulated in this Article, the minutes shall remain valid. The meeting minutes must clearly state the refusal of the chairperson or the minutes taker to sign. The individuals who sign the minutes shall be jointly responsible for the accuracy and truthfulness of the content of the Board of Directors meeting minutes. The chairperson and the minutes taker shall bear personal liability for any damage caused to the company due to their refusal to sign the meeting minutes, in accordance with the Law on Enterprises, the company's Charter, and relevant laws.

5. The minutes shall be considered as authentic evidence of the matters conducted in the meetings. The Board of Directors meeting minutes and documents used in the meeting must be stored at the company's head office.

6. The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the content of the Vietnamese version shall prevail.

CHAPTER V. REPORTING AND DISCLOSURE OF INTERESTS

Article 18. Submission of annual reports

1. At the end of the fiscal year, the Board of Directors shall submit the following reports to the General Meeting of Shareholders:

- a) The Company's business performance report;
- b) The financial statement;
- c) The report on management and administration of the Company;

d) Verification report by the Board of Supervisors.

2. The reports mentioned in Points a, b and c Clause 1 of this Article shall be sent to the Board of Supervisors for verification at least 30 days before the commencement date of the General Meeting of Shareholders unless otherwise prescribed by the Company's Charter.

3. The reports mentioned in Clause 1 and Clause 2 of this Article, verification reports of the Board of Supervisors and audit reports shall be retained at the Company's headquarters at least 10 days before the opening date of the General Meeting of Shareholders unless a longer time is prescribed by the Company's Charter. The shareholders that have held the Company's shares for at least 01 years are entitled to examine the reports mentioned in this Article themselves or together with their lawyers, accountants or audits who have practicing certificates.

Article 19. Remunerations, bonuses and other benefits of members of the Board of Directors

1. The Company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.

2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity principle. The total remunerations and bonuses for the Board of Directors shall be decided by the annual General Meeting of Shareholders.

3. Remunerations of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual General Meeting of Shareholders.

4. Members of the Board of Directors who are holding executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the General Meeting of Shareholders, the Board of Directors or its subcommittees.

6. Members of the Board of Directors may have liability insurance purchased by the Company if this is approved by the General Meeting of Shareholders. This insurance does not cover the liability of members of the Board of Directors relevant to violations against the law and the Company's Charter.

Article 20. Disclosure of related interests

If the Company's Charter does not have stricter restrictions, interests and related persons of the Company shall be disclosed as follows:

1. Members of the Board of Directors shall declare their related interests, including:

- a) Names, enterprise registration number, headquarters addresses, business sectors of enterprises in which they own capital contributions or shares; the ownership ratio and the time of ownership of such capital contributions or shares;
- b) Names, enterprise registration numbers, headquarters addresses, business sectors of enterprises in which their related persons jointly own or individually own more than 10% of the charter capital.

2. The declaration prescribed in Clause 1 of this Article shall be made within 07 working days from the occurrence date of related interests; any amendments or supplementsshall be informed to the Company within 07 working days the date of the respective amendment or supplement.

3. Members of the Board of Directors who, in their own name or on behalf of another person, engages in any activity within the Company's business scope must explain the nature and content of such activity to the Board of Directors and may only proceed with it upon approval by the majority of the remaining Board members. If they proceed without disclosure or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company.

CHAPTER VI. RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationship between members of the Board of Directors

1. The relationships between members of the Board of Directors are cooperative. Members of the Board of Directors are responsible for informing each other of the issues that arise during the performance of their assigned tasks.

2. During the performance of their tasks, members of the Board of Directorsassigned primary responsibility must proactively coordinate with others if the matter involves areas overseen by other members of the Board of Directors. In case of disagreements among members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration anddecision within their authority or arrange a meeting or collect opinions from members of the Board of Directors in accordance with the law, the Company's Charter, and this Regulation

3. In case of reassignment among members of the Board of Directors, they shall hand over relevant tasks and documents. The handover shall be prepared in writing and reported to the President of the Board of Directors.

Article 22. Relationship with the Executive Board

With the governance role, the Board of Directors shall promulgate resolutions for which will be implemented by the Director and the Executive Board. Simultaneously, the Board of Directors supervisors and monitors the implementation of these resolutions.

Article 23. Relationship with the Board of Controllers or Audit Committee

1. The relationship between the Board of Directors and the Board of Supervisors is cooperation. The working relationship between the Board of Directors and the Board of Supervisors is based on the principles of equality and independence while simultaneously maintaining close coordination and mutual support in the execution of their duties.

2. When receiving inspection minutes or consolidated reports of the Board of Supervisors, the Board of Directors shall review them and direct the relevant departments to develop plans and implement timely corrective actions.

CHAPTER VII. IMPLEMENTATION PROVISIONS

Article 24. Effectiveness

The regulations on the operation of the Board of Directors of Petrolimex Nghe Tinh Transport and Service Joint Stock Company consist of 7 chapters and 24 articles and take effect from March 31, 2025.

Members of the Board of Directors, the Executive Board, and management staff are responsible for implementing these regulations. The Supervisory Board is responsible for monitoring and supervising the implementation of these regulations within the Company.

During the implementation process, any proposals for amendments and supplements must be submitted in writing to the Corporate Governance Officer for submission to the Board of Directors for review and decision-making.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**



Hoang Cong Thanh

Viet Nam National Petroleum Group
PETROLIMEX NGHE TINH
TRANSPORTATION AND SERVICE JOINT STOCK COMPANY



PETROLIMEX

**INTERNAL REGULATION ON CORPORATE
GOVERNANCE**

PETROLIMEX NGHE TINH
**TRANSPORTATION AND SERVICE JOINT
STOCK COMPANY**

Vinh City, March 31st, 2025

APPENDIX

CHAPTER I. GENERAL PROVISIONS	6
Article 1. Governing scope and applicable entities.....	6
Article 2. Definitions	6
CHAPTER II. GENERAL MEETING OF SHAREHOLDERS.....	8
Article 3. Roles, rights and obligations of the General Meeting of Shareholders	8
Article 4. Convening the General Meeting of Shareholders.....	10
Article 5. Compilation of the list of Shareholders entitled to attend the General Meeting of Shareholders	12
Article 6. Notice of closing the list of shareholders entitled to attend the meeting of the General Meeting of Shareholders.....	12
Article 7. The notice of convening of the General Meeting of Shareholders	12
Article 8. Program and agenda of the General Meeting of Shareholders	12
Article 9. Authorization for a Proxy to attend the General Meeting of Shareholders	13
Article 10. The method of registration to attend the General Meeting of Shareholders	13
Article 11. Condition for conducting the General Meeting of Shareholders	13
Article 12. The procedures of conducting meetings, voting methods, ballot types and announcement of voting results.	14
Article 13. Forms of Passing Resolutions of the General Meeting of Shareholders	14
Article 14. Conditions for the resolution to be approved at the General Meeting of Shareholders	14
Article 15. Method of protesting against resolutions, meeting minutes of the General Meeting of Shareholders	14
Article 16. Resolutions, minutes of the General Meeting of Shareholders.....	15
Article 17. Announce the Meeting and Resolution of the General Meeting of Shareholders	15

Article 18. Effectiveness of the Resolution of the General Meeting of Shareholders	15
Article 19. Order and procedures of the General Meeting of Shareholders to pass resolutions by online conference and electronic voting.....	15
Article 20. The cases are allowed and not allowed to collect written opinions	20
Article 21. Order and procedures of the General Meeting of Shareholders to pass resolutions by way of collecting written opinions	20
Article 22. Reports on activities of the Board of Directors at the Annual General Meeting of Shareholders	22
Article 23. Reports on activities of the Board of Supervisors at the Annual General Meeting of Shareholders	23
CHAPTER III. THE BOARD OF DIRECTORS.....	23
Article 24. Roles, Rights and Responsibilities of the Board of Directors	23
Article 25. Rights and Obligations of the Chairman of the Board of Directors	25
Article 26. Number, terms and structure of the Board of Directors.....	26
Article 27. Criteria and conditions for the members of the Board of Directors	27
Article 28. Nomination and self-nomination for becoming members of the Board of Directors	28
Article 29. Method of electing members of the Board of Directors	28
Article 30. Cases of Dismissal, Removal, and Additional Election of Members of the Board of Directors	28
Article 31. Election, Dismissal, and Removal of Members of the Board of Directors	30
Article 32. Remuneration, Bonuses and other benefits of members of the Board of Directors	30
Article 33. Board of Directors meeting.....	30
Article 34. Order and Procedures for Holding Board of Directors Meetings	31
Article 35. Subcommittees under the Board of Directors.....	33

Article 36. Selection, Appointment, and Dismissal of the Person in charge of Corporate Governance.....	34
CHAPTER IV. THE BOARD OF SUPERVISORS.....	35
Article 37. Rights, Obligations and Responsibilities of the Board of Supervisors ...	35
Article 38. Rights, Obligations, and Responsibilities of the Supervisor.....	36
Article 39. Number, Term, Composition, and Structure of Supervisors	37
Article 40. Criteria and Conditions of Supervisors	37
Article 41. Nomination and Self-nomination of Supervisors	38
Article 42. Methods of Electing Supervisors	38
Article 43. Dismissal, Removal, and Supplementary Election of Supervisors.....	39
Article 44. Notification of Election, Appointment, Dismissal, and Removal of Supervisors	39
Article 45. Remuneration, Bonuses, and Other Benefits of Supervisors.....	39
Article 46. Meetings of the Board of Supervisors.....	40
CHAPTER 5. THE DIRECTOR.....	40
Article 47. Roles, Responsibilities, Rights, and Obligations of the Director	40
Article 48. Terms, Criteria, and Conditions for the Director	40
Article 49. Appointment, Dismissal, Contract Signing and Termination of the Director.....	41
Article 50. Notification of Appointment, Dismissal, Contract Signing, and Termination of the Director.....	41
Article 51. Salary, Bonuses, and Other Benefits of the Director	41
CHAPTER 6. OTHER ACTIVITIES	42
Article 52. Financial Statements and Annual Reports	42
Article 53. Procedures for Convening, Notifying invitation Meetings, Recording Minutes, and Announcing Meeting Results Among the Board of Directors, the Board of Supervisor, and the Director	42

Article 54. Notification of Resolutions/Decisions of the Board of Directors to the Board of Supervisors	42
Article 55. Notification of Resolutions/Decisions of the Board of Directors to the Director.....	42
Article 56. The cases the Board of Supervisors and the Director request to convene a meeting of the Board of Directors and matters requiring the Board of Directors' opinions	43
Article 57. Report of the Director to the Board of Directors on the Execution of Assigned Duties and Authorities	44
Article 58. Review of the Implementation of Resolutions and Other Authorized Matters by the Board of Directors in Relation to the Director.....	44
Article 59. Matters the Director must report, provide information on, and the method of notification to the Board of Directors and the Board of Supervisors	44
Article 60. Coordination of Control, Management, and Supervision Activities among Members of the Board of Directors, the Board of Supervisors, and the Director.....	45
Article 61. Evaluation of Performance of Members of the Board of Directors, Supervisors, the Director, and Other Executives	48
Article 62. Rewards	48
Article 63. Discipline	48
CHAPTER VII. PROVISIONS OF IMPLAMENTATION.....	49
Article 64. Amendments and Supplements to Corporate Governance Regulations .	49
Article 65. Effective date	49

INTERNAL REGULATION ON CORPORATE GOVERNANCE

OF PETROLIMEX NGHE TINH

TRANSPORTATION AND SERVICE JOINT STOCK COMPANY

Pursuant to the Law on Securities No.54/2019/QH14 dated November 26th, 2019;

Pursuant to the Law on Enterprises No.59/2020/QH14 dated June 17th, 2020;

Pursuant to the Government's Decree No. 155/2020/NĐ-CP dated December 31st, 2020, on detailing and guiding the implementation of a number of articles of the Law on Securities.

Pursuant to the Circular No. 116/2020/TT-BTC dated December 31st, 2020 of the Minister of Finance on guiding a number of articles on public company governance as prescribed in the Government's Decree No. 155/2020/ND-CP dated December 31st, 2020, on detailing and guiding the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of Petrolimex Nghe Tinh Transportation and Service Joint Stock Company

Pursuant to the Resolution of the General Meeting of Shareholders No....-2025/PTX-NQ-DHDCD/2025 dated March 31st, 2025.

The internal regulation on Corporate Governance of Petrolimex Nghe Tinh Transportation and Service Joint Stock Company includes the following:

CHAPTER I. GENERAL PROVISIONS

Article 1. Governing scope and applicable entities

1. Governing scope: The Internal Regulation on Corporate Governance provide for the roles, right and obligations of the General Meeting of Shareholders, the Board of Directors, the Board of Supervisors, the Director; procedures for meeting of the General Meeting of Shareholders; Nomination, self-nomination, election, dismissal and removal of members of the Board of Directors, the Board of Supervisors, the Director and other activities prescribed by the Company's Charter and applicable regulation of law.

2. Applicable entities: These Regulations apply to member of the Board of Directors, the Board of Supervisors, the Director and other related persons.

Article 2. Definitions

The following terms shall be construed as follows:

1. *Corporate Governance* means the system of principles, including:

- Ensuring the reasonable and effective corporate governance structure

- Ensuring the effectiveness of the Board of Directors and the Board of Supervisors; enhancing the Board of Directors' accountability to the company and shareholders;
 - Ensuring the role of investors, the stock market and intermediary organizations in supporting corporate governance;
 - Respecting and safeguarding the legal rights and interests of stakeholders in corporate governance;
 - Disclosing information in a timely, complete, accurate and transparent manner about the company's operations; ensuring shareholders have fair access to information.
2. *The Law on Enterprises* means the Law on Enterprise No.59/2020/QH14 passed by the National Assembly on June 17th, 2020
 3. *The Law on Securities* means the Law on Securities No. 54/2019/QH14 passed by the National Assembly on 2020 November 26th, 2019
 4. *The Company* means Petrolimex Nghe Tinh Transportation and Service Joint Stock Company
 5. *Shareholder* means the individual or organization that owns at least one share of the Joint Stock Company.
 6. *Founding shareholder* means a shareholder that holds at least an ordinary share and has the signature in the list of shareholders that are also founder of the joint stock company.
 7. *Major shareholder* means a shareholder who owns five per cent or more of the voting shares of an issuer
 8. *Manager* means the company manager including the Chairman of the Board of Directors, members of the Board of Directors, the Directors and holder of another managerial position prescribed in the company's charter.
 9. *Business executive* means the Director, Deputy Director, Chief Accountant and other executives prescribed in the company's charter.
 10. *Non-Executive Director* (hereinafter referred to as "non-executive member") means the member of the Board of Directors is not the Director, Deputy Director, Chief Accountant or other executives prescribed in the company's charter.
 11. *Independent Member of the Board of Directors* (hereinafter referred to as an "independent member") means the member, as defined in Clause 2, Article 155 of The Law of Enterprises.
 12. *Family-related Person* include: spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father of the wife,

mother of the wife, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, younger sibling, brother-in-law, younger brother-in-law, sister-in-law, younger sister-in-law, biological brother of the wife, biological brother of the husband, biological sister of the wife, biological sister of the husband, biological younger sibling of the wife, biological younger sibling of the husband.

13. *Insider* means the person holding an important position in the governance and executive of the company, as defined in Clause 45, Article 4 of the Law of Securities.

14. *Related Person* means individual, or organization as defined in Clause 23, Article 4 of the Law of Enterprises and Clause 46, Article 4 of the Law of Securities

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS

Section 1. Procedures for the General Meeting of Shareholders to pass resolutions by Direct Voting at the General Meeting of Shareholder.

Article 3. Roles, rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders consisting of all Shareholders with voting rights is the highest decision-making body of the Company. The Annual General Meeting of Shareholders is held once a year within 04 months from the end of the fiscal year. Unless otherwise prescribed in the Company's Chartered, the Board of Directors decide to extend the holding of the Annual General Meeting of Shareholders, when necessary, but not exceeding 06 months from the end of the fiscal year. In addition to the Annual General Meeting, the General Meeting of Shareholders may convene an extraordinary meeting. The location of the General Meeting of Shareholders is determined as the place where the chairman attends the meeting and must be within the territory

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

a) Adopting the Company's development orientation;

b) Deciding on the classes of shares and number of newly issued shares for each class of shares; determining the annual dividend for each class of shares;

c) Electing, dismissing and removing members of the Board of Directors, the Board of Directors;

d) Deciding on investments in or sales of assets valued at least thirty five percent (35%) of total value of the assets of the Company as recorded in the most recent financial statements;

e) Deciding on amendment and supplement to the Company's Charter;

f) Approving the Annual Financial Statement;

g) Deciding on redemption of ten percent (10%) or more of any one class of issued shares by the Company;

h) Considering and handling breach of members of the Board of Directors, members of the Board of Supervisors which caused damage to the Company and the Shareholders of the Company;

i) Deciding on re-organization and dissolution of the Company;

j) Determining the budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Supervisors;

k) Approving internal governance regulations; Regulations on the operation of the Board of Directors and Board of Supervisors;

l) Approving the list of accredited audited company; deciding on the accredited audit company to inspect the Company's operation and dismissing auditors when necessary;

m) Other rights and obligations as stipulated in this regulation and Clause 1, Article 15 of the Company Charter.

3. The General Meeting of Shareholders discusses and approves the issues stipulated in Clause 2, Article 15 of the Company Charter

4. Shareholders attending the General Meeting of Shareholders exercise their voting rights through the following methods:

a) Attending and voting directly at the meeting;

b) Authorizing another individual to attend and vote at the meeting

c) Attending and voting through online meeting, electronic voting or other electronic means;

d) Sending the votes to the meeting by post, fax or email.

5. If the contents approved in the previous resolution of the General Meeting of Shareholders have not been implemented, the Board of Directors must report to the General Meeting of Shareholders at the nearest annual meeting. In case of changes in the contents under the jurisdiction of the General Meeting of Shareholders, the Board of Directors must submit them to the General Meeting of Shareholders at the nearest meeting for approval before implementation.

6. The change or cancellation of special rights associated with a certain type of preference shares is effective when it is voted for by a number of Shareholders that represent at least 65% of the votes of the attending Shareholders. The General Meeting of Shareholders' resolution that contains adverse changes to the rights and obligations of Shareholders holding preference shares may only be ratified if it is voted for by a number of participation preference Shareholders that hold at least 75% of preference

shares of same type, or approved by a number of preference Shareholders that hold at least 75% of preference shares of the same type in case of collection of written opinion.

7. A meeting of Shareholders holding a type of preference share for approving the change of right as provided in Clause 6 above shall only be carried out when it is participated in by at least two (02) Shareholders (on their Proxy) that hold at least one third (1/3) of the nominal value of these shares. If the number of participating Shareholders is not adequate, another meeting shall be carried out within thirty (30) days regardless of the number of participating Shareholders of that type of share (or their Proxy) and the quantity of their shares. During the meeting, Shareholders of that type of shares may, directly or through their Proxy, request a secret ballot. Each share of that type has the same number of votes in such a meeting.

8. Procedures for carrying out a meeting prescribed in Clause 7 of this Article are similar to those specified in the regulations of the Company's Charter

9. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type

Topic 2. Procedures and processes for the General Meeting of Shareholders to pass resolutions by direct voting at the meeting.

Article 4. Convening the General Meeting of Shareholders

1. The Board of Directors convenes the Annual General Meeting of Shareholders and selects the appropriate venue. The annual general Meeting of Shareholders makes decisions on issues prescribed by law and Company's Charter, especially approval the audited annual financial statement. In case the audited annual financial statement of the Company contains material exceptions, an adverse opinion or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm that conducted the audit of the Company's financial statement to attend the Annual General Meeting of Shareholders. The representative of the approved auditing firm is responsible for attending the Company's Annual General Meeting of Shareholders.

2. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders on the following cases:

a) The Board of Directors considers that it is necessary to do so in the interests of the Company.

b) When the number of Board of Directors' members is less than the number of members required by the law;

c) At the request of Shareholder or a group of Shareholder prescribed in Clause 2, Article 115 of the Law of Enterprises; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, bearing the full signatures of the relevant shareholders or the request document is prepared in multiple copies, each containing the signatures of the relevant shareholders;

d) At the request of the Board of Supervisors;

e) Other cases as prescribed in Law and Company's Charter

3. Convene the extraordinary General Meeting of Shareholders

a) The Board of Directors convene an extraordinary meeting of the General Meeting of Shareholders within thirty (30) days from the date when the remaining number of members of the Board of Directors, independent member of the Board of Director, or members of the Board of Supervisors prescribed in Point b, Clause 2 of this Article or when receiving a request as specified in Point c and d, Clause 2 of this Article.

b) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders in accordance with Point a, Clause 3 of this Article, then within the next thirty (30) days, the Board of Supervisors must replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as stipulated in Point b, Clause 4 of this Article, then within the next 30 days, the shareholder or group of shareholders making the request as stipulated in Point c, Clause 2 of this Article have the right to replace the Board of Directors and the Board of Supervisors to convene the General Meeting of Shareholder as stipulated in Clause 3, Article 140 of the Law on Enterprises;

In this case, the shareholder and group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include costs incurred by shareholders for attending the meeting, including accommodation and travel expenses.

4. The person convening the General Meeting of Shareholders must perform the tasks as stipulated clause 2, Article 18 of the company's Charter. The person convening the meeting or the chairman of the General Assembly of Shareholders has the specific rights as outlined in clause 6, clauses 7, clause 8 and clause 9, Article 20 of the company's Charter.

5. The Annual General Meeting of Shareholders cannot be conducted in the form of obtaining shareholders' opinions in writing.

6. In the event that the chairman postpones or suspends the General Assembly of Shareholders meeting in violation of the provisions in clause 11, Article 20 of the company's Charter, the General Assembly of Shareholders shall elect another person from the attendees to replace the chairman in presiding over the meeting until its conclusion; all resolutions passed at that meeting shall be effective

Article 5. Compilation of the list of Shareholders entitled to attend the General Meeting of Shareholders

1. The convener of the General Meeting of Shareholders must prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholder prepared based on the Company's Shareholders register. This list must be compiled no later than ten (10) days before the date of sending the invitation to the meeting.

2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality and number of legal documents of the individual if the Shareholder is an individual; name, enterprise registration number or number of legal documents of organization and address of the Shareholder is an organization;

Article 6. Notice of closing the list of shareholders entitled to attend the meeting of the General Meeting of Shareholders

The Company must disclose information on the completion of the list of Shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration.

Article 7. The notice of convening of the General Meeting of Shareholders

The notice of convening of the General Meeting of Shareholders shall be carried out in accordance with the Law on Enterprises and Clause 3 Article 18 of the Company's Charter. The meeting documents must be posted, updated with any amendments or additions (if any) until the General meeting of Shareholders end.

Article 8. Program and agenda of the General Meeting of Shareholders

1. The convener of the General Meeting of Shareholders must prepare the program and agenda of the meeting.

2. The proposal for issues to be included in the agenda of the General Meeting of Shareholders

3. Resolutions and issues included in the agenda must be discussed and voted at the General Meeting of Shareholders.

Article 9. Authorization for a Proxy to attend the General Meeting of Shareholders

1. Authorization for an individual, an organization attend the General Meeting of Shareholders in accordance with Clause 1 of this Article must be made in writing. The authorization letter must comply with Civil Law regulations and must clearly state the name of the authorizing shareholder, the name of the authorized individual and organization, the number of authorized shares, the scope and content of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party. The Proxy must submit the authorization letter when registering for the meeting. In case of sub-authorization, the attendee shall also present the authorization letter of Shareholders or duly authorized representatives of Shareholders who are organizations (if they have not been registered with the Company before)

2. The voting ballot of the proxy within the scope of authorization shall be effective when:

- a) The authorizing person is dead, has the capacity for civil acts restricted or lost;
- b) The authorizing person has cancelled the authorization;
- c) The authorizing person has cancelled the authority of the authorized person

However, this Clause does not apply in case the Company receives a notification of any of aforementioned events before the opening hour of the General Meeting of Shareholders or before the General Meeting of Shareholders is re-convened.

Article 10. The method of registration to attend the General Meeting of Shareholders

The method of registration to attend the General Meeting of Shareholders by direct voting is stipulated in Clauses 1,2 and 3, Article 20 of the Company's Charter.

Article 11. Condition for conducting the General Meeting of Shareholders

The General Meeting of Shareholders shall be conducted when the attending shareholders represent more than 50% of the total voting shares. The conditions for conducting the General Meeting of Shareholders is prescribed in Article 19 of the Company's Charter.

Article 12. The procedures of conducting meetings, voting methods, ballot types and announcement of voting results.

The procedures for conducting and voting at the General Meeting of Shareholders shall be carried out in accordance with Article 20 of the Company's Charter. The General Meeting of Shareholders shall discuss and vote on each issue in the meeting agenda. Voting shall be conducted by raising voting cards, casting vote into the ballot

box or other methods prescribed in detail in the Regulations on Organizing the General Meeting of Shareholders for each meeting.

Article 13. Forms of Passing Resolutions of the General Meeting of Shareholders

The forms of passing Resolutions of the General Meeting of Shareholders shall be carried out in accordance with Article 146 of the Law on Enterprises. The resolutions of the General Meeting of Shareholders on the following issues must be passed by voting at the General Meeting of Shareholders:

1. Amendments and supplements to the company's Charter;
2. Development orientation of the Company;
3. Types of shares and the total number of shares of each type;
4. Election, dismissal, removal of members of the Board of Directors and the Board of Supervisors;
5. Decisions on investment or sale of assets valued at 25% or more of the total asset recorded in the company's latest financial statement;
6. Approval of the annual audited financial statement;
7. Reorganization or dissolution of the Company

Article 14. Conditions for the resolution to be approved at the General Meeting of Shareholders

Conditions for the resolution to be approved at the General Meeting of Shareholders is prescribed in Article 21 of the Company's Charter

Article 15. Method of protesting against resolutions, meeting minutes of the General Meeting of Shareholders

The shareholders who vote against the resolution of the company on the reorganization of the company or the amendment of shareholders' rights, obligations as stipulated in the Company's Charter have the right to request the company to repurchase their shares. The request must be made in writing, clearly stating the shareholder's name, address, the number and type of shares, the intended selling price, the reason for the request to be repurchased by the company. The request must be sent to the Company within 10 days from the date of the General Meeting of Shareholders approving the resolution on the matters specified in this clause.

Article 16. Resolutions, minutes of the General Meeting of Shareholders

The preparation of resolutions and minutes of the General Meeting of Shareholders shall be carried out in accordance with Clause 1, Clause 2 and Clause 3 of Article 23 of the Company's Charter.

Article 17. Announce the Meeting and Resolution of the General Meeting of Shareholders

1. Resolutions and minutes of the General Meeting of Shareholders must be fully disclosed on the Company's website, the electronic portal of the State Securities Commission and the Stock Exchange within twenty-four (24) hours from the time they are approved by the General Meeting of Shareholders and in accordance with the regulations of the Law on Enterprises

2. Resolutions and minutes of the General Meeting of Shareholders, along with any attached appendices (if any), publicly disclosed on the Company's website, the electronic portal of the State Securities Commission and the Stock Exchange shall be considered as conclusive evidence of the matters conducted and voted on by shareholders at the General Meeting of Shareholders, unless there are objections to the content of the resolutions or minutes raised in accordance with the procedures stipulated in Article 15 in this Regulation.

3. Resolutions, Minutes of General Meeting of Shareholders, the appendix of list of shareholders registered to attend the meeting that has been approved and the related documents attached to the meeting invitation notice must be kept at Company's headquarters.

Article 18. Effectiveness of the Resolution of the General Meeting of Shareholders

The resolutions of the General Meeting take effect from the date it is passed or from the effective date stated in the Resolution

Topic 3. Order and procedures of the General Meeting of Shareholders to pass resolutions by online conference and electronic voting

Article 19. Order and procedures of the General Meeting of Shareholders to pass resolutions by online conference and electronic voting

1. Convening the General Meeting of Shareholders

The convening of the General Meeting of Shareholders in the form of an online conference shall be carried out in accordance with the provisions of Article 4 of this Regulation

2. Preparing the list of Shareholders entitled to attend the meeting and notifying of the convening of the general meeting of Shareholders

a) The preparation the list of Shareholders entitled to attend the online General meeting of Shareholders and the notification of the list of shareholders shall be carried out in accordance with Articles 5 and 6 of this Regulation.

b) The notification of convening the Virtual General Meeting of Shareholders shall be carried out in accordance with Article 7 of this Regulation. The meeting

invitation must clearly specify the registration and participation methods for the online meeting, the electronic voting process, and provide a link to all meeting documents for shareholders' access.

3. The method of registration to attend the General Meeting of Shareholders

a) Shareholders or authorized representatives (if any) attending the meeting via online conferencing and electronic voting must access the virtual General Meeting of Shareholders system to complete the registration process. The company shall provide each shareholder with one (01) login Identification and a corresponding password to access the system. Detailed instructions shall be included in the meeting invitation and the General Meeting of Shareholder and the General Meeting of Shareholders Organization Regulation.

b) Shareholders or their authorized representatives (if any) may register for in-person attendance (in case the General Meeting of Shareholders is held in a hybrid format, combining both physical and online meetings) in according with Article 12 of this Regulation and the instructions provided in the meeting invitation and the General Meeting of Shareholders Organization Regulation.

c) Shareholders must prepare the necessary equipment and connection to access and attend the Virtual General Meeting of Shareholders in accordance with the program and plan announced by the Company.

4. Providing Login Information and Conducting Electronic Voting

a) The access link to the electronic voting system, login name, password, and other identification factors (if any) for attending the virtual General Meeting of Shareholders shall be provided in the meeting invitation (or in another form of login information notification as prescribed by the Board of Directors). Shareholders or their representatives are responsible for keeping their login name, password, and other identification factors confidential to ensure that only the respective Shareholder or representative has the right to vote on the electronic voting system and bears full responsibility for the registered information.

b) If a Shareholder or their representative requests a reissuance of login information, the Company may provide it through various methods: directly, via email, or by phone. The provision of login information via email or phone shall only be based on the Shareholder's information from the list of eligible voting shareholders prepared by the Vietnam Securities Depository in accordance with the Company's notification of rights execution.

c) Shareholders or their representatives shall use their login name, password, or other identification factors (if any) to access the electronic voting system and cast their electronic vote according to the agenda of the virtual General Meeting of Shareholders.

5. The authorization for a Proxy to attend the General Meeting of Shareholders

The authorization for a Proxy to attend and vote at the General Meeting of Shareholders, whether conducted in an online format or as a combination of both in-person and online meetings, shall be carried out in accordance with Clause 16 of the Company's Charter and the methods prescribed in the notice of the General Meeting of Shareholders. Some important provisions to be noted regarding online authorization:

a) Shareholders must fully comply with the requirement to provide complete information for online authorization, particularly details of the authorized representative, including phone number, contact address, and email address. This information serves as the basis for issuing login identification, password, and other identification factors (if any) to the authorized representative.

b) Validity of Online Authorization: Authorization shall only be legally effective if the authorization document is prepared in accordance with civil law regulations, issued in hard copy, and contains all the required details as stipulated in Clause 2, Article 16 of the Company's Charter.

c) Revocation of online authorization: Shareholders who have authorized representation online must submit an official written request to revoke the authorization before the official commencement of the General Meeting. The effective time of the revocation shall be based on the time the Company receives the official written request for revocation

d) Revocation of authorization shall be invalid if the proxy has already participated in voting/election on any matter included in agenda of the online General Meeting of Shareholders.

e) Shareholders/proxies attending the online General Meeting after the commencement are allowed to register and vote, however, the Chairman is not responsible for pausing the meeting to allow latecomers to register and the validity of previous voting rounds shall not be affected.

6. Conditions for conducting the General Meeting of Shareholders

a) The General Meeting of Shareholders, held in the form of an online conference or a combination of in-person and online conferencing, shall be conducted when the requirements set forth in Article 19 of the Company's Charter are met.

b) The procedures for registering shareholders/proxies attending the meeting via online conferencing and casting electronic votes shall be specifically prescribed in the Meeting Regulations for each meeting.

7. Methods of casting votes, counting votes and notifying vote counting results

a) The methods of casting, conducting voting and electing at the General Meeting of Shareholders held in the form of an online conference or a combination of

in-person and online conferencing shall be detailed in the Meeting Regulations and Election Regulations of each meeting.

b) The methods of casting electronic votes: Shareholders or their proxies attending the meeting via online conferencing and casting electronic votes shall access the Virtual General Meeting of Shareholders system, as stipulated in Point a, Clause 3 of this Article, to conduct voting/elections.

- For online voting: Shareholder or their proxies shall select one of three voting options – “Agree”, “Disagree” or “No opinion” - for each matter presented for voting at the General Meeting, as configured in the electronic voting system. After making their selection, shareholders/proxies must confirm their vote for the electronic voting system to record the result.
- For online elections: The nomination of candidates and the election process shall be conducted using the cumulative voting method and online voting, ensuring compliance with legal regulations and the Company's Charter.

c) In the case of the General Meeting of Shareholder being held in the form of a combination of in-person and online conferencing, shareholders attending in person shall cast their votes/elections either directly or online, as specifically stipulated in the Meeting Regulations and Election Regulations of each meeting.

8. Methods of counting votes

a) The Vote Counting Committee is responsible for counting the votes and compiling the voting and election results of all attending shareholders.

b) The number of votes for each candidate shall be recorded in the system as follows: agree votes, disagree votes, and no opinion votes. If additional matters arise beyond the agenda previously sent to shareholders, shareholders may vote or elect on those additional matters. If a shareholder does not vote or elect on the additional matters, their votes shall be considered as non-participation and shall not be included in the total number of shares when counting votes.

c) Shareholders may change their voting and election results or cast additional votes for newly arising matters. The online system shall only record and use the final voting and election results submitted before the voting and election deadline.

d) In necessary cases, and upon shareholders' request, the General Meeting shall appoint one (01) or multiple shareholders with no related interest in the voting and election matters to oversee the vote-counting process.

9. Notifying vote counting results

The voting/election results shall be announced by Chairman/Vote Counting Committee right before the closing of the meeting.

10. Discussion at the Online Conference

a) Principles:

- Discussions shall only take place within the specified time frame and within the cope of matters presented in the agenda of the General Meeting of Shareholders;
- Only Shareholders/Proxies are permitted to participate in the discussions;
- Shareholders/Proxies having opinions must register their discussion topics following the specific format stipulated in the meeting's working regulations;
- The Secretariat shall arrange the discussion topics of shareholders/proxies in the order of registration and submit them to the Chairman.
- The specific discussion format shall be stipulated in the Meeting Regulations of each meeting'

b) Shareholders attending the Virtual General Meeting of Shareholders may express their opinions and provide feedback via video and audio systems connected to the Meeting Organizing Committee or through the online chat function and by sending emails to the Secretariat.

c) Response to Shareholder Comments: Based on the discussion topics raised by shareholders/proxies, the Chairman or an appointed representative shall respond to shareholders' inquiries. In case of time constraints, any questions that have not been answered directly at the General Meeting will be responded to by the Company directly to the shareholders in an appropriate manner.

d) Forms and conditions of adopting resolutions of the General Meeting of Shareholders: General Meeting of Shareholders shall adopt resolutions within its authority through electronic voting. The method of adopting resolutions at the General Meeting of Shareholders shall be implemented in accordance with Article 13 of this Regulation.

e) Conditions for resolutions to be adopted at the General Meeting of Shareholders shall be stipulated in Article 21 of the Company's Charter

11. Resolutions and Minutes of General Meeting of Shareholders

The preparation of Resolutions and Minutes of General Meeting shall be carried out in accordance with Article 22 of this Regulation.

12. Announcement of the Meeting Minutes and Resolutions of the General Meeting of Shareholders

The announcement of the Meeting Minutes and Resolutions of the General Meeting of Shareholders shall be carried out in accordance with Article 17 of this Regulation.

13. Validity of Resolutions of the General Meeting of Shareholders

Resolutions adopted at the General Meeting of Shareholders held in the form of an online conference or a combination of in-person and online conferencing shall have the same legal validity as resolutions adopted at an in-person General Meeting of Shareholders, as stipulated in Article 18 of this Regulation.

14. Methods of protesting Resolutions and Minutes of the General Meeting of Shareholders

Methods of protesting Resolutions and Minutes of the General Meeting of Shareholders adopted at virtual meeting, or a hybrid meeting (a combination of in-person and online conferencing) shall be carried out in accordance with Article 15 of this Regulation.

Topic 4. Order and procedures of the General Meeting of Shareholders to pass resolutions by way of collecting written opinions

Article 20. The cases are allowed and not allowed to collect written opinions

Except for matters and issues that must be approved by the General Meeting of Shareholders through voting at the meeting as prescribed in Article 13 of this Regulation, the Board of Directors has the authority to collect shareholder's opinions in writing to pass resolutions of the General Meeting of Shareholders if it deems it necessary for the benefit of the Company

Article 21. Order and procedures of the General Meeting of Shareholders to pass resolutions by way of collecting written opinions

1. Notice on finalizing the List of Shareholders for Collecting written opinions

The Board of Directors convenes a meeting and issues a Board Resolution approving the final registration date for preparing the list of shareholders entitled to vote. The Company announces information on the preparation of the list of shareholders entitled to vote to approve the General Meeting of Shareholders' Resolution by collecting written opinions at least twenty (20) days before the final registration date. The preparation of the shareholder list for sending voting ballots shall be carried out in accordance with Clauses 1 and 2, Article 141 of the Law on Enterprises. The list of shareholders entitled to vote to approve the General Meeting of Shareholders' Resolution by collecting written opinions shall be prepared based on the company's shareholder registration records. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than ten (10) days before the date of sending documents and voting ballots to shareholders. The list of shareholders entitled to vote must include the full name, contact address, nationality, and legal identification number for individual shareholders; the name, enterprise code or legal identification number of the organization, and the registered headquarters address for

institutional shareholders; as well as the number of shares by type, and the shareholder registration number and date (if any) of each shareholder.

2. Preparing documents, distributing documents and opinion forms to shareholders

a) The Board of Directors must prepare the opinion form, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders entitled to vote no later than ten (10) days before the deadline for returning the opinion form. The requirements and methods for sending the opinion form and accompanying documents shall be implemented in accordance with the provisions on sending the meeting invitation notice as stipulated in Clause 3, Article 18 of the Company's Charter.

b) The opinion form must include the contents prescribed in Clause 3, Article 22 of the Company's Charter.

3. Distributing documents and opinion forms to shareholders

The requirements and methods for sending the opinion form and accompanying documents shall be implemented in accordance with the provisions on sending the meeting invitation notice as stipulated in Clause 3, Article 18 of the Company's Charter.

4. Receiving Opinion Forms from Shareholders

Shareholders may submit their completed opinion forms, as prescribed in Clause 4, Article 22 of the Company's Charter, to the Company via mail, fax, or email, in accordance with Clause 5, Article 22 of the Company's Charter.

5. Vote Counting and Preparation of Vote Counting Minutes

The Board of Directors shall conduct the vote counting and prepare the vote counting minutes under the supervision of the Board of Supervisors or shareholders who do not hold management positions in the Company. The vote counting minutes must include the contents specified in Clause 6, Article 22 of the Company's Charter.

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly responsible for the integrity and accuracy of the vote counting minutes, as well as for any damage arising from resolutions passed due to dishonest or inaccurate vote counting.

6. Conditions for adopting Resolutions of the General Meeting by collecting written opinions

A resolution adopted by collecting written opinions must be approved by shareholders holding more than fifty percent (50%) of the total voting shares of all shareholders

eligible to vote and shall have the same validity as a resolution passed at the General Meeting of Shareholders

7. Disclosure of Vote Counting Minutes and Resolutions of the General Meeting of Shareholder

The vote counting minutes and resolutions must be published on the company's website within twenty-four (24) hours from the time the vote counting is completed.

8. Documents storage

The answered opinion forms, vote counting minutes, approved resolutions and related documents attached to the opinion forms shall be stored at the Company's headquarter.

9. Request for revocation of General Meeting of Shareholders' Resolution

This request for revocation of the General Meeting of Shareholders' resolution shall be carried out in accordance with Article 24 of the Company's Charter.

Topic 5. Regulations on Mandatory Reports to be Submitted to the Annual General Meeting of Shareholders

Article 22. Reports on activities of the Board of Directors at the Annual General Meeting of Shareholders

The report on the activities of the Board of Directors presented at the Annual General Meeting of Shareholders shall comply with the provisions of Point c, Clause 3, Article 139 of the Law on Enterprises, the Company's Charter, and must include the following contents:

1. Remuneration, operational expenses, and other benefits of the Board of Directors and each member of the Board of Directors, as prescribed in Clause 3, Article 163 of the Law on Enterprises and the Company's Charter.

2. Summary of the meetings of the Board of Directors and its decisions.

3. Report on transactions between the company, its subsidiaries, and companies in which the public company holds more than fifty percent (50%) of charter capital with members of the Board of Directors and their related persons; and transactions between the company and companies where a member of the Board of Directors is a founding member or a manager within the past three (03) years prior to the transaction.

4. Activities of the independent members of the Board of Directors and their evaluation of the Board of Directors' performance.

5. Supervision results of the Director and other executive directors.

6. Future plan

Article 23. Reports on activities of the Board of Supervisors at the Annual General Meeting of Shareholders

The report on the activities of the Board of Supervisors presented at the Annual General Meeting of Shareholders shall comply with the provisions of Points d and đ, Clause 3, Article 139 of the Law on Enterprises and must include the following contents:

1. Remuneration, operational expenses, and other benefits of the Board of Supervisors and each member of the Board of Supervisors as stipulated in Clause 3, Article 167 of the Law on Enterprises and the Company's Charter.

2. Summary of the meetings of the Board of Supervisors, including its conclusions and recommendations.

3. Monitoring results regarding the company's operations and financial status.

4. Evaluation report on transactions between the company, its subsidiaries, and companies in which the public company holds more than fifty percent (50%) of the charter capital with members of the Board of Directors, the Director, and their related persons; and transactions between the company and companies where a member of the Board of Directors is a founding member or a manager within the past three (03) years before the transaction date.

5. Supervision results of the Board of Directors, the Director, and other executives.

6. Evaluation of the coordination between the Board of Supervisors, the Board of Directors, the Director, and shareholders.

CHAPTER III. THE BOARD OF DIRECTORS

Article 24. Roles, Rights and Responsibilities of the Board of Directors

1. The Board of Directors is a managerial body of the Company, has full authority to act on behalf of the company in making decisions, exercising rights and obligations of the Company, except for the rights and obligation of the General Meeting of Shareholders.

2. Rights and obligations of the Board of Directors

The Board of Directors has the rights, obligations prescribed in Article 27 of the Company's Charter and following rights and obligations:

a) Being accountable to shareholders for the company's operations;

b) Treating all shareholders equally and respecting the interests of stakeholders;

c) Ensuring the company's operation comply with legal regulations, the Charter and internal regulations of the Company;

d) Supervising and preventing conflicts of interest involving members of the Board of Directors, the Board of Supervisors, the Director and other managers, including the misuse of company assets and abuse of related-party transactions;

e) Appointing the Person in charge of Corporate Governance;

f) Organizing training and capacity-building programs on corporate governance and essential skills for members of the Board of Directors, the Director, and other company managers;

g) Deciding on investments or asset sales valued below 35% of the total asset value recorded in the most recent audited financial statements of the company;

h) Approving contracts and transactions valued below 35% of the company's total assets or transactions leading to a cumulative transaction value within 12 months of the initial transaction below 35% of the company's total assets, as recorded in the most recent audited financial statements, between the company and the parties specified in point r, clause 2, Article 15 of the Company's Charter;

i) Approving loan, lending, and asset sale contracts with a value equal to or lower than 10% of the company's total assets, as recorded in the most recent audited financial statements, between the company and shareholders owning 51% or more of the total voting shares or related persons of such shareholders;

j) Approving loan, lending, and other contracts or transactions valued at 35% or more of the total asset value recorded in the most recent audited financial statements, except for those under the General Meeting of Shareholders' authority as stipulated in point d, clause 2, Article 138, and clauses 1 and 3, Article 167 of the Law on Enterprises, as well as contracts with persons prescribed in Point r, Clause 2, Article 15 of the Company's Charter;

k) Reporting the activities of the Board of Directors to the General Meeting of Shareholders as per Article 22 of this Regulation;

l) Reporting on the corporate governance situation at the Annual General Meeting of Shareholders and disclosing information in the company's Annual Report in accordance with securities law regulations on information disclosure.

3. Rights and obligations of members of the Board of Directors

Members of the Board of Directors have full rights and responsibilities as stipulated by the Law on Enterprises, the Company's Charter, and the following rights and obligations:

a) Being provided with information and documents regarding the company's financial status and business operations, as well as those of its departments, in accordance with Article 159 of the Law on Enterprises;

b) Performing their duties with honesty and prudence in the best interests of shareholders and the company;

c) Fully attending meetings of the Board of Directors and providing opinions on matters discussed;

d) Promptly and fully reporting to the Board of Directors on any remuneration received from subsidiaries, affiliated companies, and other organizations;

e) Reporting to the Board of Directors on transactions between the company, its subsidiaries, or companies controlled by the company (owning 50% or more of charter capital) and members of the Board of Directors or their related persons; transactions between the company and any company in which a member of the Board of Directors has been a founding member or a manager within the past three (03) years before the transaction date; transactions between the company and any company where related persons of the aforementioned members serve as members of the Board of Directors, the Director, or major shareholders;

f) Disclosing information when conducting transactions involving the company's shares in accordance with the law;

g) Independent members of the Board of Directors must prepare assessment reports on the activities of the Board of Directors;

h) Members of the Board of Directors and their related persons must not use information obtained through their positions for personal gain or for the benefit of other organizations or individuals;

i) Members of the Board of Directors must act honestly and avoid conflicts of interest as stipulated in Article 40 of the Company's Charter.

4. Members of the Board of Directors may be covered by liability insurance purchased by the company upon approval from the General Meeting of Shareholders. This insurance does not cover liabilities arising from violations of the law and the Company's Charter.

Article 25. Rights and Obligations of the Chairman of the Board of Directors

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

a) Developing programs and activity plans for the Board of Directors;

b) Preparing agendas, contents, and materials for meetings; convening, presiding over and chairing meetings of the Board of Directors;

c) Organizing the adoption of resolutions and decisions of the Board of Directors;

d) Supervising the implementation of resolutions and decisions of the Board of Directors;

e) Chairing the General Meeting of Shareholders;

f) Ensuring that the Board of Directors submits the annual financial statements, the Company's activity report, the audit report, and the Board of Directors' report to shareholders at the General Meeting of Shareholders.

2. The person authorized by the Chairman of the Board of Directors

If the Chairman of the Board of Directors is absent, authorization in writing shall be given to another member of the Board of Directors to perform the duties of the Chairman in accordance with the Company's Charter. The authorized person shall have the following rights and obligations:

a) Acting on behalf of the Chairman of the Board of Directors to exercise the authorized rights in the Chairman's absence;

b) Signing documents as authorized by the Chairman of the Board of Directors;

c) Directly taking charge of specific tasks assigned and authorized by the Chairman of the Board of Directors;

d) Having the right to refuse the authorization if it is deemed to be contrary to the law and the Company's Charter.

Article 26. Number, terms and structure of the Board of Directors

1. Number of Board Members

The maximum number of Board of Directors members of the Company is five (05).

2. Terms of members of the Board of Directors

The term of a member of the Board of Director shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Director of the Company for no more than two (02) consecutive terms.

If all Board members' terms expire simultaneously, they shall continue to serve as Board members until new members are elected and take over their duties, unless otherwise stipulated by the Company's Charter.

3. Structure of members of the Board of Directors

The structure of the Board of Directors must comply with the provisions of Clause 2, Article 26 of the Company's Charter

Article 27. Criteria and conditions for the members of the Board of Directors

1. Members of the Board of Directors must meet the criteria and conditions stipulated in Clause 1, Article 155 of the Law on Enterprises and the Company's Charter. Specifically:

a) Not falling under the cases specified in Clause 2, Article 17 of the Enterprise Law;

b) Possessing professional qualifications and experience in business management or in the company's field, industry, or business sector, and not necessarily being a shareholder of the company;

c) A member of the Board of Directors of the company may hold the position the Board of Director in no more than five (05) other companies.

2. Independent members of the Board of Directors must meet the following criteria and conditions:

a) Must not be currently employed by the company, its parent company, or its subsidiaries; must not have worked for the company, its parent company, or its subsidiaries for at least three (03) consecutive years prior;

b) Must not receive salaries or remuneration from the company, except for allowances granted to members of the Board of Directors as prescribed;

c) Must not have a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological younger sibling who is a major shareholder of the company; must not be a manager of the company or its subsidiaries;

d) Must not directly or indirectly own at least one percent (01%) of the total voting share of the company;

e) Must not have been a member of the Board of Directors or the Board of Supervisors of the company for at least five (05) consecutive years prior, except in cases of being continuously reappointed for two (02) consecutive terms.

Independent members of the Board of Directors must notify the Board of Directors if they no longer meet the criteria and conditions required to be an independent member of the Board of Directors. They will automatically cease to be independent members of the Board of Directors from the date they no longer meet these criteria and conditions.

The Board of Directors must announce the case of an independent member no longer meeting the required standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or an additional independent member within six (06) months from the date of receiving the notification from the relevant independent member.

3. Non-executive members of the Board of Directors (hereinafter referred to as "non-executive members") are members of the Board of Directors who are not the Director, Deputy Director, Chief Accountant, or other executives as stipulated by the company's Charter.

Article 28. Nomination and self-nomination for becoming members of the Board of Directors

1. The nomination and self-nomination of candidates for the Board of Directors shall be carried out in accordance with Article 25 of the Company's Charter. Shareholders holding ordinary shares have the right to accumulate voting rights to nominate candidates for the Board of Directors as stipulated in Clause 3, Article 12 of the Company's Charter and Clauses 2 and 3, Article 25 of the Company's Charter.

2. Methods of Introducing Additional Candidates for the Board of Directors

In case the number of candidates nominated and self-nominated is insufficient, the incumbent Board of Directors may nominate additional candidates. The number of additional candidates introduced shall be the remaining number needed after compiling the list of qualified candidates nominated and self-nominated under Clause 1 of this Article. Candidates introduced by the Board of Directors must meet at least the conditions and criteria specified in Article 27 of this Regulation and must be approved by the majority vote of the Board of Directors. The procedure for the incumbent Board of Directors to introduce candidates must be clearly announced before proceeding with the nomination in accordance with legal regulations.

3. The necessary documents for nomination and self-nomination shall be prepared in accordance with Clause 1, Article 25 of the Company's Charter.

Article 29. Method of electing members of the Board of Directors

The method of electing members of the Board of Directors shall be carried out in accordance with Clause 3, Article 21 of the Company's Charter.

Article 30. Cases of Dismissal, Removal, and Additional Election of Members of the Board of Directors

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

- a) Failing to meet the standards and conditions specified in Article 27 of this Regulation;
- b) Submitting a resignation letter that has been approved;
- c) Suffering from mental disorders, and other members of the Board of Directors have professional evidence proving that the person no longer has legal capacity.

d) Other cases as prescribed by the Company's Charter and the Operating Regulations of the Board of Directors.

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

a) Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

b) Other cases as stipulated in the Company's Charter and the Operating Regulations of the Board of Directors.

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

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

a) The number of remaining members of the Board of Directors is less than the minimum required by law and Article 26 of the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of members no longer meets the requirement;

b) The number of Board members is reduced by more than one-third compared to the number stipulated in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third (1/3);

c) The number of independent members of the Board of Directors decreases, failing to ensure the required ratio;

d) Except for the above cases, the General Meeting of Shareholders shall elect a new member to replace the dismissed or removed member of the Board of Directors at the nearest General Meeting of Shareholders.

5. The election, appointment, dismissal, and removal of members of the Board of Directors must be disclosed in accordance with the regulations on securities and the securities market. The Company must disclose extraordinary information within 24 hours on the Company's website, the State Securities Commission, and the Stock Exchange from the time of any change, new appointment, reappointment, dismissal, or removal of a member of the Board of Directors.

Article 31. Election, Dismissal, and Removal of Members 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 shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the Board of Directors election. This meeting shall be held in accordance with Clause 2, Article 33 of this Regulation.

3. The Chairman of the Board of Directors may be dismissed or removed by a resolution of the Board of Directors. If the Chairman resigns, is dismissed, or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation letter or the dismissal/removal decision.

4. In case the Chairman of the Board of Directors is absent or unable to fulfill their duties, they must authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Company's Charter and Clause 2, Article 25 of this Regulation. If no authorized person is designated, or in cases where the Chairman of the Board of Directors has passed away, is missing, is temporarily detained, is serving a prison sentence, is undergoing compulsory administrative measures at a rehabilitation or education facility, has fled residence, is restricted or has lost legal capacity, has difficulty in perception or behavior control, or is prohibited by the court from holding a position, practicing a profession, or engaging in certain work, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors based on the principle of majority approval until a new decision of the Board of Directors is made.

Article 32. Remuneration, Bonuses and other benefits of members of the Board of Directors

Members of the Board of Directors shall receive salaries, remuneration, bonuses and other benefits in accordance with Article 28 of the Company's Charter.\

Article 33. Board of Directors meeting

1. Minium number of meetings

The Board of Directors must meet at least once per quarter and may hold extraordinary meetings

2. Regulations on the First Meeting

The first meeting of the Board of Directors shall be held within seven (07) working days from the date of completion of the Board election. This meeting is convened and chaired by the members with the highest number of votes or the highest voting percentage. If there is more than one (01) member with the highest and equal number of votes or voting percentage, the members shall elect, by majority rule, one (01) among them to convene the Board of Directors meeting.

3. Regulations on Regular and Extraordinary Meetings

a) The Chairman of the Board of Directors must convene a Board meeting without undue delay in the following cases:

- At the request of the Board of Supervisory or an independent member of Board of Director;
- At the request of the CEO or at least five (05) other managers;
- At the request of at least two (02) Board members.

b) The request to convene a Board meeting as stated in Clause a must be made in writing, specifying the purpose, matters to be discussed, and decisions under the Board's authority.

c) The Chairman of the Board of Directors must convene the Board meeting within seven (07) working days from the date of receiving the request mentioned in Clause a. If the Chairman refuses to convene the meeting, they shall be held responsible for any damage caused to the Company. The individuals requesting the meeting, as specified in Clause a, shall have the right to convene the Board meeting in place of the Chairman.

Article 34. Order and Procedures for Holding Board of Directors Meetings

1. Notice of Board Meetings

The notice of the Board of Directors meeting shall be carried out in accordance with Clause 8, Article 30 of the Company's Charter.

2. The Right of Supervisory Board Members to Attend Board Meetings

The Chairman of the Board of Directors or the convener shall send meeting invitations and accompanying documents to members of the Board of Supervisors in the same manner as to the members of the Board of Directors. Members of the Board of Supervisors have the right to attend the Board of Directors meetings and participate in discussions but do not have voting rights.

3. Conditions for holding meetings and forms of attendance at meetings of the Board of Directors.

The conditions for holding meetings and the forms of attendance at meetings of the Board of Directors shall comply with Clauses 9 and 10, Article 30 of the Company's Charter.

4. The members of the Board of Directors authorize another person to participate in the meeting

Members of the Board of Director must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on their behalf if approved by the majority of the members of the Board of Directors.

5. Voting Methods

a) The voting method at the Board of Directors meetings shall comply with Clauses 11 and 12, Article 30 of the Company's Charter.

b) The Board of Directors has the right to collect written opinions from its members to pass Board Resolutions on matters within its authority, as stipulated in Clause 2, Article 27 of the Company's Charter.

6. Method of Passing Resolutions of the Board of Directors

a) The Board of Directors shall pass resolutions and decisions through voting at meetings, written opinions, or other forms as prescribed by the Company's Charter. Each member of the Board of Directors has one vote.

b) The Board of Directors shall adopt decisions and pass resolutions based on the majority of attending members. If the votes for and against are equal, the vote of the Chairman of the Board of Directors shall be the deciding vote.

c) A resolution passed by collecting written opinions shall be approved if a majority of voting-eligible Board members agree. This resolution is valid and effective as if it were passed at a meeting.

d) If a resolution or decision of the Board of Directors is passed in violation of laws, shareholder resolutions, or the Company's Charter, causing damage to the Company, the members who voted in favor shall bear joint and individual liability and compensate the Company for any losses incurred. Members who oppose such resolutions or decisions shall be exempt from liability. In this case, shareholders have the right to request the court to suspend or annul the resolution or decision.

7. Recording Minutes of Board Meetings

a) All Board meetings must be recorded in minutes and may be audio-recorded or stored in other electronic forms. The minutes must be in Vietnamese and may also be prepared in a foreign language, containing the following key information:

- Name, registered office address, and enterprise identification number;
- Date, time, and location of the meeting;
- Meeting purpose, agenda, and content;
- Names of attending members or their authorized representatives and their attendance method; names of absent members and their reasons;
- Issues discussed and voted on during the meeting;
- Summary of the opinions expressed by each attending member in chronological order of the meeting;

- Voting results, specifying members who agreed, disagreed, or no-opinion;
- Resolutions passed and the corresponding voting ratios;
- Names and signatures of the Chairman and the minutes taker, except in cases stipulated in Point e, Clause 7 of this Article.

b) The chairman and the minutes taker, as well as those who sign the minutes, are responsible for the accuracy and truthfulness of the meeting minutes.

c) Minutes of the Board of Directors meeting and related documents must be kept at the Company's headquarters

d) The Vietnamese and foreign language versions of the minutes have equal validity. In case of discrepancies between the Vietnamese minutes and the foreign language minutes, the content in the Vietnamese minutes shall prevail.

e) If the Chairman or minutes taker refuses to sign the minutes but remain attending members of the Board of Directors sign it and it contains all required details as stipulated in Point a, Clause 7 of this Article, the minutes shall remain valid. In this case, the minutes must clearly state that the Chairman or minutes taker refused to sign. The content approved by the majority of attending members in the minutes shall be formalized into a resolution.

8. Announcement of Resolutions of the Board of Directors

Resolutions of the Board of Directors shall be announced and disclosed in accordance with the Company's Charter and relevant securities and stock market regulations.

Article 35. Subcommittees under the Board of Directors

1. The Board of Directors may establish subcommittees responsible for development policies, human resources, remuneration, internal audit, and risk management. The number of subcommittee members shall be determined by the Board of Directors, with a minimum of three (03) members, including both members of the Board of Directors and external members. Independent/non-executive members of the Board of Directors should constitute the majority of the subcommittee, and one of these members shall be appointed as the Head of the subcommittee, as decided by the Board of Directors. The subcommittee's activities must comply with the regulations set forth by the Board of Directors. Subcommittee resolutions shall only be valid if approved by the majority of attending members through voting at subcommittee meetings.

2. The execution of decisions made by the Board of Directors or its subcommittees must comply with applicable laws, the Company's Charter, and the Internal Corporate Governance Regulations.

3. The establishment and operation of internal audit subcommittees (if any) under the Board of Directors shall be determined by the Board.

Article 36. Selection, Appointment, and Dismissal of the Person in charge of Corporate Governance

1. Criteria of the Person in charge of Corporate Governance

The Person in charge of Corporate Governance must meet the following criteria:

- a) Having knowledge of the law;
- b) Must not concurrently work for the approved audit firm that is auditing the Company's financial statements;
- c) Other standards as prescribed by law, the Company's Charter, and the decisions of the Board of Directors.

2. The Board of Directors must appoint at least one (01) The Person in charge of Corporate Governance to support corporate governance activities within the enterprise. The Person in charge of Corporate Governance may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.

3. Rights and Responsibilities of the Person in charge of Corporate Governance

The Person in charge of Corporate Governance has the rights and responsibilities specified in Clause 4, Article 32 of the Company's Charter.

4. Cases of Dismissal or Removal of the Person in charge of Corporate Governance

The Board of Directors shall dismiss the Person in charge of Corporate Governance in the following cases:

- Failure to meet the standards and conditions specified in Clause 1 of this Article;
- Submission of a resignation letter and its acceptance;
- Failure to fulfill assigned tasks;
- Other cases permitted by law or the Company's Charter.

5. The Board of Directors may remove the Person in charge of Corporate Governance as necessary, provided that it does not violate current labor laws.

6. Notification of Appointment or Dismissal of the Person in charge of Corporate Governance

After issuing a decision on the appointment or dismissal of the Person in charge of Corporate Governance, the Company is responsible for disclosing the information

internally and publicly as required by securities laws and regulations governing the securities market.

CHAPTER IV. THE BOARD OF SUPERVISORS

Article 37. Rights, Obligations and Responsibilities of the Board of Supervisors

The Board of Supervisors has the rights and responsibilities stipulated in Article 38 of the Company's Charter, as well as the following rights and responsibilities:

1. The Board of Supervisors oversees the Board of Directors and the Director in managing and operating the company.

2. Examining the legality, rationality, honesty, and prudence in management and business operations; the systematic, consistent, and appropriate application of accounting, statistics, and financial reporting.

3. Assessing the completeness, legality, and accuracy of the company's semi-annual and annual financial statements and business performance reports, as well as the Board of Directors' management evaluation report. It submits an audit report to the Annual General Meeting of Shareholders. Reviewing transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and provides recommendations regarding transactions requiring approval.

4. Reviewing, inspecting, and evaluating the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning mechanisms.

5. Examining accounting books, records, and other documents of the company, as well as the management and operation activities when necessary or as required by a resolution of the General Meeting of Shareholders, or at the request of shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises.

6. Upon request from shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Board of Supervisors must report on the issues requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection conducted by the Board of Supervisors as stipulated in this clause shall not obstruct the normal operations of the Board of Directors or disrupt the company's business operations.

7. Proposing amendments, additions, and improvements to the organizational structure, management, supervision, and business operations to the Board of Directors or the General Meeting of Shareholders.

8. If any member of the Board of Directors or the CEO is found violating Article 165 of the Law on Enterprises, the Board of Supervisors must immediately notify the

Board of Directors in writing, request the violator to cease the violation, and propose corrective measures.

9. Having the right to attend and participate in discussions at the General Meeting of Shareholders, Board of Directors meetings, and other company meetings.

10. Having the right to engage independent consultants and the company's internal audit department to assist in fulfilling its assigned duties.

11. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

12. Having the right to request members of the Board of Directors, the CEO, and representatives of the approved auditing company to attend its meetings and clarify relevant issues.

13. Having Other rights and responsibilities as prescribed by the Law on Enterprises, the Company's Charter, and resolutions of the General Meeting of Shareholders.

Article 38. Rights, Obligations, and Responsibilities of the Supervisor

1. The Supervisor has the rights prescribed by the Law on Enterprises, relevant laws, the Company's Charter, and the Regulations on operating of the Board of Supervisors, including the right to access information and documents related to the company's operations. Members of the Board of Directors, the Director, and other executives are responsible for providing timely and complete information as requested by the Supervisor.

2. The Supervisor is responsible for complying with legal regulations, the Company's Charter, the Regulations on operating of the Board of Supervisors and professional ethics while performing the assigned rights and obligations. The Supervisor also has the following responsibilities:

a) Exercising assigned rights and obligations honestly, prudently, and in the best manner to ensure the maximum legitimate interests of the Company and its shareholders;

b) Being loyal to the interests of the Company and shareholders; not abuse position, authority or use company information, know-how, business opportunities, or other company assets for personal gain or to serve the interests of other organizations or individuals;

c) If a member of the Supervisory Board is found to have violated their assigned rights and duties, a written notice must be sent to the Board of Supervisors, requiring the violator to cease the wrongful act and remedy the consequences.

If a violation under this clause causes damage to the company or others, the Supervisor shall bear personal or joint liability for compensating such damages. Any income or benefits obtained by the Supervisor due to the violation must be returned to the Company.

3. The Head of the Supervisory Board has the rights and obligations prescribed in Article 38 of the Company's Charter.

Article 39. Number, Term, Composition, and Structure of Supervisors

1. Number of Supervisors

The Company shall have three (03) Supervisors.

2. Term

The term of a Supervisor shall not exceed five (05) years and may be re-elected for an unlimited number of terms. If the Supervisors' terms expire simultaneously and new Supervisors have not yet been elected, the outgoing Supervisors shall continue to exercise their rights and obligations until new members are elected and assumes o

3. The Head of the Supervisory Board shall be elected by the Board of Supervisors from among its members. The election, dismissal, and removal shall be decided by majority vote. The rights and obligations of the Head of the Board of Supervisors shall be defined in the Company's Charter. The Board of Supervisors must have more than half (1/2) of its members residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or another discipline related to the company's business activities, unless otherwise stipulated by the Company's Charter with higher criteria requirements.

Article 40. Criteria and Conditions of Supervisors

1. Members of the Board of Supervisors must meet the following qualifications and conditions:

a) Must not fall under the cases specified in Clause 2, Article 17 of the Law on Enterprises;

b) Must have received training in one of the following fields: economics, finance, accounting, auditing, law, business administration, or discipline relevant to the company's business activities;

c) Must not be a family member of a member of the Board of Directors, the Director, or other managers;

d) Must not be a company manager; do not necessarily have to be a shareholder or an employee of the company;

e) Must not work in the company's accounting or finance department;

f) Must not be a member or employee of an audit organization that was authorized to audit the company's financial statements within the past three (03) years;

g) Must meet other criteria and conditions as prescribed by relevant laws and the Company's Charter.

2. Qualifications and conditions of the Head of the Board of Supervisors

The Head of the Board of Supervisors must hold a university degree or higher in one of the following fields: economics, finance, banking, accounting, auditing, law, business administration, or discipline related to the company's business activities.

Article 41. Nomination and Self-nomination of Supervisors

1. The nomination and self-nomination process for Supervisors shall be conducted in accordance with Article 36 of the Company's Charter.

2. In cases the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates. The number of nominated candidates shall be the remaining number needed after consolidating the list of eligible candidates nominated or self-nominated under Clause 1 of this Article. Candidates nominated by the Board of Supervisors must meet at least the minimum qualifications and conditions stipulated in Article 40 of this Regulation and must be approved by the majority of the Supervisors. The procedure for the incumbent Supervisory Board to nominate candidates for the Supervisory Board must be clearly announced before the nomination process, in accordance with legal regulations.

3. The required documents for nomination and self-nomination shall comply with the provisions of Clause 1, Article 25 of the Company's Charter.

Article 42. Methods of Electing Supervisors

1. The voting procedure for electing members of the Board of Supervisors shall be carried out in accordance with Clause 3, Article 21 of the Company's Charter.

2. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall follow the principle of majority

Article 43. Dismissal, Removal, and Supplementary Election of Supervisors

1. The General Meeting of Shareholders shall dismiss a Supervisor in the following cases:

a) No longer meeting the criteria and conditions prescribed in Article 56 of this Regulation;

b) Submitting a resignation letter that has been approved;

c) Other cases as prescribed by law and the Company's Charter.

2. The General Meeting of Shareholders shall remove a Supervisor in the following cases:

a) Failure to fulfill assigned duties and responsibilities;

b) Failure to exercise rights and obligations for six (06) consecutive months, except in force majeure cases;

c) Repeated or serious violations of the obligations of a Supervisor as stipulated in the Law on Enterprises and the Company's Charter;

d) Other cases as decided by the General Meeting of Shareholders, legal regulations, and the Company's Charter.

3. The Board of Directors must convene the General Meeting of Shareholders to elect additional members to the Board of Supervisors if the remaining number of Supervisors falls below the minimum required by law. In this case, the Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the number of Supervisors falls below the required level.

Article 44. Notification of Election, Appointment, Dismissal, and Removal of Supervisors

The election, appointment, dismissal, and removal of Supervisors must be publicly disclosed in accordance with the regulations on securities and the securities market. After a decision on the election, dismissal, or removal of a Supervisor is made, the Company is responsible for disclosing this information internally and to relevant authorities, the electronic portal of the State Securities Commission and the Stock Exchange, as well as on the Company's website, following the procedures and requirements of the applicable laws.

Article 45. Remuneration, Bonuses, and Other Benefits of Supervisors

Members of the Board of Supervisors shall receive salaries, remuneration, bonuses, and other benefits in accordance with Article 39 of the Company's Charter.

Article 46. Meetings of the Board of Supervisors

1. The Board of Supervisors must hold at least two (02) meetings per year, and a meeting shall be conducted when at least two-thirds (2/3) of the Supervisors are present. The Board of Supervisors shall establish specific regulations on its meetings in the Regulations on operating of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the Director, and representatives of the approved audit firm to attend meetings and provide clarifications on relevant matters.

CHAPTER 5. THE DIRECTOR

Article 47. Roles, Responsibilities, Rights, and Obligations of the Director

1. The Director is responsible for managing the company's daily business operations, under the supervision of the Board of Directors, and is accountable to the Board of Directors and the law for the execution of assigned rights and obligations.

2. The Director shall have the rights and obligations stipulated in Clause 3, Article 35 of the Company's Charter, as well as the following rights and obligations:

a) Deciding on investments, purchases, or sales of assets valued at less than 10% of the company's total asset value recorded in the most recent financial statement;

b) Approving contracts and transactions valued at less than 10% of the company's total asset value or leading to total transaction value within 12 months from the first transaction date being less than 10% of the company's total asset value, recorded in the most recent financial statement, between the company and the entities prescribed in Point r, Clause 2, Article 15 of the Company's Charter;

c) Approving loan agreements, lending transactions, and other contracts or transactions valued at less than 35% of the company's total asset value recorded in the most recent financial statement, except in cases of contracts with persons specified in Point r, Clause 2, Article 15 of the Company's Charter;

d) The Director must manage the company's daily business operations in compliance with laws, the Company's Charter, the labor contract signed with the company, and resolutions and decisions of the Board of Directors. If the Director violating these regulations, causing damage to the Company shall be held legally responsible and be liable for compensation for damages to the Company.

Article 48. Terms, Criteria, and Conditions for the Director

1. The term of the Director shall not exceed five (05) years and may be reappointed without term limits.

2. The Director must meet the following criteria and conditions:

a) Not falling under the cases specified in Clause 2, Article 17 of the Law on Enterprises;

b) Possessing professional qualifications and experience in the company's business management;

c) Other criteria in accordance with current laws and the Company's Charter.

Article 49. Appointment, Dismissal, Contract Signing and Termination of the Director

1. Nomination and Self-Nomination of the Director

The Director and members of the Board of Directors have the right to nominate candidates for the position of Director in accordance with the criteria and conditions stipulated by law and the Company's Charter.

2. The Board of Directors appoint one (01) of its members or hire another individual as the Director.

3. The Board of Directors may dismiss the Director if a majority of voting members present at the meeting approve and appoint a new Director as a replacement.

4. The Board of Directors has the authority to sign/terminate employment contracts and determine the terms of the employment contract with the Director in accordance with legal regulations.

Article 50. Notification of Appointment, Dismissal, Contract Signing, and Termination of the Director

The appointment, dismissal, contract signing and termination of the Director must be publicly disclosed in accordance with securities and stock market regulations. After the decision on the appointment or dismissal of the business executive, the Company shall announce the information internally and to relevant authorities, on the electronic portal of the State Securities Commission and the Stock Exchange, as well as on the Company's website, following the procedures and requirements of the applicable laws.

Article 51. Salary, Bonuses, and Other Benefits of the Director

1. The Director receives a salary and bonuses. The salary and bonuses of the Director shall be determined by the Board of Directors.

2. The salary of the Director shall be included in the company's business expenses in accordance with corporate income tax regulations, presented as a separate item in the company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

CHAPTER 6. OTHER ACTIVITIES

Article 52. Financial Statements and Annual Reports

1. The Company must prepare annual financial statements, which must be audited as required by law. The Company shall disclose the audited annual financial statements in accordance with the regulations on information disclosure in the securities market and submit them to the competent state authority.

2. The annual financial statements must include all reports, appendices, and explanatory notes as prescribed by corporate accounting laws. The financial statements must accurately and objectively reflect the status of Company's operations.

3. The Company must prepare and disclose its reviewed semi-annual financial statements and quarterly financial statements in accordance with legal regulations on

information disclosure in the securities market and submit them to the competent state authority.

4. The Company must prepare and disclose its Annual Report in compliance with the laws on securities and the securities market.

Article 53. Procedures for Convening, Notifying invitation Meetings, Recording Minutes, and Announcing Meeting Results Among the Board of Directors, the Board of Supervisor, and the Director

The procedures for convening, notifying meetings, recording minutes, and announcing meeting results among the Board of Directors, the Supervisory Board, and the Director shall follow the procedures for convening meetings of the Board of Directors as prescribed in Article 34 of this Regulation.

Article 54. Notification of Resolutions/Decisions of the Board of Directors to the Board of Supervisors

Resolutions/Decisions and meeting minutes of the Board of Directors, once issued, must be sent to the Supervisors at the same time and by the same method as to the members of the Board of Directors.

Article 55. Notification of Resolutions/Decisions of the Board of Directors to the Director

Resolutions/Decisions of the Board of Directors (regarding matters related to the responsibilities, authority, and duties of the General Director) must be sent to the Director at the same time and by the same method as to the members of the Board of Directors.

Article 56. The cases the Board of Supervisors and the Director request to convene a meeting of the Board of Directors and matters requiring the Board of Directors' opinions

1. Cases for requesting a Board of Directors meeting:

a) The Supervisory Board may request a Board of Directors meeting in the following cases:

- When requested by a shareholder/group of shareholders as prescribed in Clause 2, Article 115 of the Enterprise Law.
- When the Supervisors' access to information and documents related to the Company's operations is not fully ensured in accordance with current laws and the Company's Charter.
- When detecting violations of laws or the Company's Charter by members of the Board of Directors, the Director, or other executives, after having notified the Board of Directors in writing as required by Clause 8, Article 170 of the

Enterprise Law, the violator has not ceased the violation or implemented any remedial measures.

b) The General Director may request to convene a Board of Directors meeting in the following cases:

- When the rights of the General Director as stipulated in the Company's Charter are not being exercised.
- When detecting violations of laws or the Company's Charter by other executives, after having notified the Board of Directors in writing, but the violator has not ceased the violation or implemented any remedial measures.

2. Issues that need consultation with the Board of Directors

a) Proposing to the Board of Directors the organizational structure plan and internal management regulations of the Company.

b) Recommending measures to enhance the Company's operations and management.

c) Developing a plan for the Board of Directors to approve matters related to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and executives.

d) Preparing a plan for the Board of Directors to approve matters concerning the Company's relationships with labor unions in accordance with best governance standards, practices, and policies, as well as the practices and policies stipulated in the Company's Charter, internal regulations, and applicable laws.

e) Consulting the Board of Directors' opinions on the audited financial statements (including the balance sheet, income statement, and cash flow statement) for each fiscal year.

f) Proposing dividend distribution plans or handling business losses.

g) Consulting the Board of Directors' approval for the detailed business plan for the next fiscal year.

h) Other matters were deemed necessary for the benefit of the Company.

Article 57. Report of the Director to the Board of Directors on the Execution of Assigned Duties and Authorities

1. Report on the implementation of the resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the business and investment plans approved by the Board of Directors and the General Meeting of Shareholders;

2. Quarterly and annual reports assessing the financial status and business operations of the Company;

3. Report on enhancements in organizational structure, policies, and management;

4. Annual report on the implementation of obligations related to the environment, society, and employees;

5. Report on the execution of other matters authorized by the Board of Directors and the General Meeting of Shareholders;

6. Submission of additional reports as required by the Board of Directors and the General Meeting of Shareholders.

Article 58. Review of the Implementation of Resolutions and Other Authorized Matters by the Board of Directors in Relation to the Director

Based on the report of the General Director regarding the execution of assigned duties and authorities, as stipulated in Article 56 of this Regulation, the Board of Directors shall review the implementation results of its resolutions and other authorized matters concerning the Director.

Article 59. Matters the Director must report, provide information on, and the method of notification to the Board of Directors and the Board of Supervisors

1. Matters the Director must report, provide information on, and the method of notification to the Board of Directors:

a) Matters prescribed in Clause 2, Article 53 of this Regulation;

b) The Director is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, or other controlled entities (holding more than fifty percent (50%) of charter capital) and the same party or its related persons, in accordance with legal regulations;

c) Other matters requiring consultation or reporting to the Board of Directors must be submitted at least seven (07) working days in advance, and the Board of Directors shall respond within seven (07) working days.

In cases of approval of contracts or transactions as stipulated in Clause 1, Article 167 of the Enterprise Law, with a value below thirty-five percent (35%) of the total assets of the enterprise as recorded in the most recent financial statement, the Company's legal representative must notify Board members and the Supervisors of related parties involved in such contracts or transactions and provide the contract draft or key transaction details. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of notification, unless the Company's Charter specifies otherwise; members of the Board of Directors with related interests in the contract or transaction shall not have voting rights.

2. Matters the Director must report, provide information on, and the method of notification to the Board of Supervisors:

a) Reports submitted by the Director to the Board of Directors or other documents issued by the Company shall be sent to the Supervisors simultaneously and in the same manners as to the Board members;

b) The Director and other executives must provide complete, accurate, and timely information and documents regarding management, operations, and business activities of the Company as requested by the Supervisors or the Board of Supervisors;

c) The notification procedures to the Board of Supervisors shall follow the same manners as for the Board of Directors.

Article 60. Coordination of Control, Management, and Supervision Activities among Members of the Board of Directors, the Board of Supervisors, and the Director

1. Coordination between the Board of Supervisors and the Board of Directors

The Board of Supervisors has the role of supervision, coordination, consultation, and providing complete, timely, and accurate information. Specifically:

a) Regularly inform the Board of Directors of activity results, consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

b) In meetings of the Board of Supervisors, the Board of Supervisors has the right to request members of the Board of Directors, the Director, and representatives of the approved audit organization to attend and respond to issues that need clarification;

c) Periodic and ad-hoc inspections by the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the completion date) sent to the Board of Directors to provide an additional basis for the Board of Directors in managing the Company. Depending on the extent and results of the above inspections, the Board of Supervisors must discuss and reach an agreement with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, opinions may be reserved in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders;

d) If the Board of Supervisors detects any violations of the law or the Company's Charter by members of the Board of Directors, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and implement remedial measures;

e) Supervisors are obliged to notify the Board of Directors of transactions between the Company, subsidiaries, or other companies controlled by the Company (more than fifty percent (50%) of charter capital) with the same entity or related parties of that entity according to legal regulations;

f) For recommendations related to the Company's operational and financial situation, the Board of Supervisors must send written documents along with related materials at least fifteen (15) days before the expected response date;

g) Recommendations to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors shall respond within seven (07) working days.

The Board of Directors facilitates the Board of Supervisors in fulfilling its rights and obligations.

2. Coordination between the Board of Supervisors and the Director

a) In meetings of the Board of Supervisors, the Board of Supervisors has the right to request the Director (along with members of the Board of Directors and representatives of the approved audit organization) to attend and clarify issues of concern to the Supervisors;

b) Periodic and ad-hoc inspections by the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the completion date) sent to the Director to provide an additional basis for the General Director in managing the Company. Depending on the extent and results of the above inspections, the Board of Supervisors must discuss and reach an agreement with the Director before reporting to the General Meeting of Shareholders. In case of disagreement, opinions may be reserved in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders;

c) Supervisors have the right to request the Director facilitate access to records and documents related to the Company's business activities at the Head Office or storage locations;

d) Requests from the Board of Supervisors regarding information and documents on business management and financial reports must be sent to the Company at least forty-eight (48) working hours before the expected response time. The Board of Supervisors is not allowed to use unpublished information of the Company or disclose it to others for related transactions;

e) Recommendations on measures to amend, supplement, and enhance the organizational structure, management, supervision, and business operations of the Company must be sent to the Director at least seven (07) working days before the expected response date.

The General Director facilitates the Board of Supervisors in fulfilling its rights and obligations.

3. Coordination between the Director and the Board of Directors: The Director represents and manages the Company's operations, ensuring continuous and efficient operation.

a) When proposing organizational structure plans and internal management regulations, the Director must submit them to the Board of Directors as soon as possible but no less than seven (07) days before the decision date;

b) The Director must prepare plans for the Board of Directors to approve matters related to recruitment, termination, salary, social insurance, benefits, rewards, and discipline for employees and management personnel;

c) The Director must prepare plans for the Board of Directors to approve matters related to the Company's relations with labor unions in accordance with the best management standards, practices, and policies, as well as the practices and policies stipulated in the Company's Charter, internal regulations, and applicable laws;

d) The Director is obliged to notify the Board of Directors of transactions between the Company, subsidiaries, or other companies controlled by the Company (more than fifty percent (50%) of charter capital) with the same entity or related parties of that entity according to legal regulations;

e) Other matters requiring consultation as prescribed in Clause 2, Article 74 of this Regulation must be submitted to the Board of Directors at least seven (07) working days before the expected response date.

Article 61. Evaluation of Performance of Members of the Board of Directors, Supervisors, the Director, and Other Executives

1. The Board of Directors is responsible for establishing evaluation criteria for all subjects, including members of the Board of Directors, the Director, and other executives, in accordance with legal regulations.

2. The performance evaluation criteria must balance the interests of executives with the long-term interests of the Company and shareholders.

3. Annually, based on assigned functions and duties and established evaluation criteria, the Board of Directors conducts the evaluation of its members.

4. The performance evaluation of the Supervisors shall be conducted in accordance with the methods specified in the organizational structure and operation of The Board of Supervisors.

5. The performance evaluation of other executives is conducted according to internal regulations or may be based on self-assessment reports of these executives.

Article 62. Rewards

1. The Board of Directors is responsible for preparing reward policies. Rewards are based on performance evaluation results stated in Article 60 of this Regulation.

2. Forms of rewards include monetary or other forms determined by the Board of Directors. The Director shall prepare a plan for reward forms to be submitted to the Board of Directors for approval. In cases beyond its authority, the plan shall be submitted to the General Meeting of Shareholders for approval.

3. Reward policies for members of the Board of Directors and Supervisors shall be decided by the General Meeting of Shareholders.

4. For executives, reward funds are sourced from the Company's Reward Fund, Welfare Fund, and other lawful sources. The reward amount is based on the actual annual business performance, and the Director shall propose it for approval by the Board of Directors; if beyond authority, it must be submitted to the General Meeting of Shareholders for approval.

Article 63. Discipline

1. The Board of Directors is responsible for establishing a disciplinary system based on the nature and extent of violations. The highest disciplinary action is dismissal or removal.

2. Members of the Board of Directors, Supervisors, and executives failing to perform their duties with honesty, diligence, and caution shall bear personal liability for any resulting damages.

3. Members of the Board of Directors, Supervisors, and executives violating laws or Company regulations shall be subject to disciplinary action, administrative penalties, or criminal liability, depending on the severity of the violation. In cases where damages are caused to the interests of the Company, shareholders, or others, compensation shall be made in accordance with legal regulations.

CHAPTER VII. PROVISIONS OF IMPLEMENTATION

Article 64. Amendments and Supplements to Corporate Governance Regulations

1. Amendments and supplements to this Regulation shall be drafted, prepared, and submitted by the Board of Directors to the General Meeting of Shareholders of Petrolimex Nghe Tinh Transportation and Services Joint Stock Company for approval.

2. In cases legal provisions related to the company's operations are not covered in this Regulation, or if new legal provisions differ from the provisions of this Regulation, such legal provisions shall automatically apply and govern the company's operations.

Article 65. Effective date

1. This Regulation consists of 07 chapters and 65 articles, which were unanimously approved by the General Assembly of Shareholders of Petrolimex Nghe Tinh Transportation and Services Joint Stock Company on March 31, 2025, at the Annual General Meeting of Shareholders in 2025.

2. Copies or extracts of this Regulation shall be valid if signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



HOANG CONG THANH